

RESOLUTION NO.: 01-2014

Member VOLLERO introduced and moved the adoption of the following resolution and Member ROUNTREE seconded the motion:

**RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING CONTRACT AMENDMENT NO. 1 TO THE AGREEMENT
WITH NETTA ARCHITECTS LLC FOR ARCHITECTURAL AND
ENGINEERING DESIGN SERVICES IN CONNECTION WITH
CONSTRUCTION OF 35,000 SQ. FT. OF SPACE FOR STUDENT SERVICES
AND CLASSROOMS AT THE UNION COUNTY COLLEGE CAMPUS IN
CRANFORD, NEW JERSEY**

WHEREAS, the Union County Improvement Authority (the "Authority") has been created by resolution of the Board of Chosen Freeholders of the County of Union as a public body corporate and politic of the State of New Jersey, pursuant to and in accordance with the County Improvement Authorities Law, N.J.S.A. 40:37A-44 *et seq.*, and the acts amendatory thereof and supplemental thereto; and

WHEREAS, the Authority and the Union County College (the "College") have previously entered into a Shared Services Agreement pursuant to N.J.S.A. 40A:65-1 *et seq.* pursuant to which the Authority shall assist the College by, among other things, providing financing, retaining professional services, managing the procurement process and providing construction management services to effect certain capital improvements to the Cranford Campus, specifically, the construction of a new two-story addition of approximately 35,000 sq. ft. attached to the Nomahegan Building which will provide space for student services and classrooms (the "Project"); and

WHEREAS, in accordance with the Shared Services Agreement, the Authority has previously retained Netta Architects LLC to provide architectural and engineering design services for the Project (the "Services") and approved a contract with Netta Architects LLC (the "Contract") for an amount not to exceed \$1,140,000 (including reimbursables); and

WHEREAS, Netta Architects LLC has incurred additional expenses for the Project due to modifications to accommodate the inclusion of the Veterans Affairs Office in the new construction, which additional expenses are in the amount of \$41,800.00;

NOW, THEREFORE BE IT RESOLVED by the Union County Improvement Authority, that Contract Amendment No. 1 to the Contract be approved in the amount of \$41,800.00, as set forth in Request for Amendment of Professional Services Contract Amendment No. 1, attached hereto and made a part hereof;

BE IT FURTHER RESOLVED that this resolution shall take effect immediately.

The foregoing resolution was adopted by the following roll call vote:

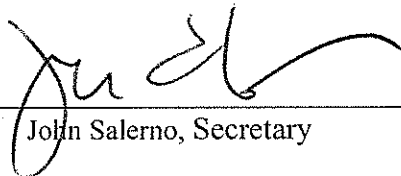
Recorded Vote

NAMES	AYE	NO	ABSTAIN	ABSENT
Anthony R. Scutari, Chairperson	✓			
Carolyn Vollero, V. Chairperson	✓			
John Salerno, Secretary	✓			
Sebastian D'Elia, Member	✓			
Linda Hines, Member				✓
Samuel T. McGhee, Member				✓
Cherron Rountree, Member	✓			
Bryan Thomas Tomko, Member	✓			

CERTIFICATION

I, JOHN SALERNO, Secretary of the Union County Improvement Authority, HEREBY CERTIFY that the foregoing **RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY AUTHORIZING CONTRACT AMENDMENT NO. 1 TO THE AGREEMENT WITH NETTA ARCHITECTS LLC FOR ARCHITECTURAL AND ENGINEERING DESIGN SERVICES IN CONNECTION WITH CONSTRUCTION OF 35,000 SQ. FT. OF SPACE FOR STUDENT SERVICES AND CLASSROOMS AT THE UNION COUNTY COLLEGE CAMPUS IN CRANFORD, NEW JERSEY** is a true copy of a resolution adopted by the governing body of the Improvement Authority on January 8, 2014.

UNION COUNTY IMPROVEMENT AUTHORITY

By: 
 John Salerno, Secretary

Dated: January 8, 2014

(SEAL)



NettaArchitects

REQUEST FOR AMENDMENT OF PROFESSIONAL SERVICES

Union County Improvement Authority
1499 Routes 1 & 9 North
Rahway, NJ 07065

December 19, 2013

RE: **Request for Contract Amendment No.: 1**

Date of Contract: September 11, 2013
Project Description: Union County College
Project address: Cranford Campus
NETTA Project No.: 2131072 Resolution No:33-2013

This request being made this day is to provide the following additional or amended architectural/engineering services to our Contract for Services Agreement referred to in Article 1 and shall further modify our written agreement as listed below:

For Professional services required for the modification of 50% complete contract documents, due to the colleges request that the student services area is to be modified from the original approved layout to accommodate program modifications for the inclusion of the Veterans Affairs Office.

1.1 Architectural	\$ 24,000.00
1.2 Engineering.....	\$ 16,800.00
1.3 Reimbursable Expenses.....	\$ 1,000.00

Total Fee Request for Contract Amendment No.1..... \$ 41,800.00

Additional Design time required to complete all work..... 21 Days

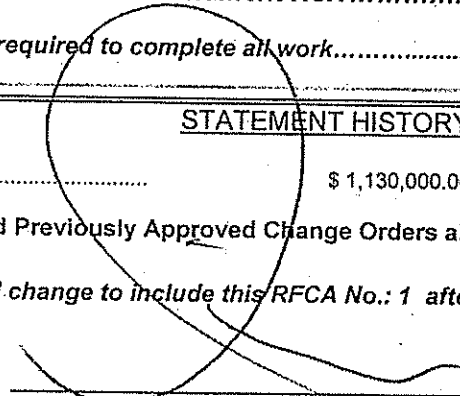
STATEMENT HISTORY

Original Contract Services Fee..... \$ 1,130,000.00

Subtotal of Original Contract and Previously Approved Change Orders above \$ 1,130,000.00** plus

****Subtotal Fee noted above shall change to include this RFCA No.: 1 after signing below.....\$ 41,800.00**

Submitted for approval by:


Nicholas J. Netta, AIA, NCARB Principal

The above estimated fees/costs relating to this Contract Amendment are satisfactory and are hereby accepted. All additional/revised services will be performed in accordance with the same terms and conditions as specified in the original Contract. The client acknowledges that by accepting this Contract Amendment, they agree to compensate Netta Architects as shown above and such compensation does not depend on the Client receiving a Contract Amendment from its client, if applicable.

Authorized Signature (Client):

Date: 1/9/14

Print Name: ANTHONY R. SCUTARI, CHAIRMAN

Title:

NETTA ARCHITECTS:

NICHOLAS J. NETTA, AIA, NCARB

Date:

Member SALEZZO introduced and moved the adoption of the following resolution and Member VOLLETO seconded the motion:

RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY AUTHORIZING BOND LOGISTIX LLC TO PERFORM ARBITRAGE AND REBATE COMPLIANCE SERVICES IN CONNECTION WITH CERTAIN AUTHORITY BOND ISSUES

WHEREAS, the Union County Improvement Authority (the "Authority") was created by a resolution of the Board of Chosen Freeholders of the County of Union as a public body corporate and politic of the State of New Jersey, pursuant to, and in accordance with the County Improvement Authorities Law, N.J.S.A. 40:37A-44, *et seq.*, and the acts amendatory thereof and supplemental thereto; and

WHEREAS, the Authority has issued certain bonds for various public purposes and projects (the "Projects"), and pursuant to the bond documents for the Projects and the provisions of the Internal Revenue Code, the Authority is now obligated to perform calculations with respect to the bonds issues relating to arbitrage rebate requirements; and

WHEREAS, on March 6, 2013, the Authority qualified Bond Logistix LLC ("BLX") as a firm that specializes in the analysis necessary to perform such calculations for the Project bonds, and prepare and issue the required reports in accordance with the bond documents and the Internal Revenue Code; and

WHEREAS, on December 18, 2013, BLX submitted a proposal for preparation of the calculations relating to the arbitrage rebate requirements for the Projects (the "Services") for a fee not to exceed \$43,250.00; and

WHEREAS, the Authority has previously utilized the services of BLX and found BLX to be competent and experienced, and able to perform the Services, and therefore wishes to contract with BLX to perform the Services in a manner consistent with its proposal, a copy of which is attached hereto and made part hereof; and

NOW, THEREFORE, BE IT RESOLVED by the Union County Improvement Authority that Bond Logistix LLC is authorized to provide the services as set forth in the attached proposal for an amount not to exceed \$43,250.00; and

BE IT FURTHER RESOLVED that this resolution shall take effect immediately.

The foregoing resolution was adopted by the following roll call vote:

Recorded Vote

NAMES	AYE	NO	ABSTAIN	ABSENT
Anthony R. Scutari, Chairperson	✓			
Carolyn Vollero, V. Chairperson	✓			
John Salerno, Secretary	✓			
Sebastian D'Elia, Member	✓			
Linda Hines, Member	✓			
Samuel T. McGhee, Member				✓
Cherron Rountree, Member	✓			
Bryan Thomas Tomko, Member	✓			

CERTIFICATION

I, JOHN SALERNO, Secretary of the Union County Improvement Authority, HEREBY CERTIFY that the foregoing **RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY AUTHORIZING BOND LOGISTIX LLC TO PERFORM ARBITRAGE AND REBATE COMPLIANCE SERVICES IN CONNECTION WITH THE AUTHORITY'S BOND ISSUES** is a true copy of a resolution adopted by the governing body of the Authority on January 8, 2014.

UNION COUNTY IMPROVEMENT AUTHORITY

By: 
John Salerno, Secretary

Dated: January 8, 2014
(SEAL)



December 18, 2013

Erik Dingwall
(813)872-6840
edingwall@blxgroup.com

Union County Improvement Authority
1499 Route 1 and 9
Rahway, NJ 07065

Re: Arbitrage Rebate Compliance Services

Attn Ladies & Gentleman:

This letter is to confirm the engagement of BLX Group LLC ("BLX") by the Union County Improvement Authority ("Obligor") for the purpose of performing calculations relating to the arbitrage and rebate requirements contained in the Internal Revenue Code (the "Code"). The calculations are to be performed with respect to the bond issue listed on Exhibit A hereto (the "Bonds") applying applicable federal tax rules.

BLX will calculate the amount of rebate liability with respect to the Bonds as of specific dates identified by the Obligor in advance (each such date on which a rebate calculation is performed is referred to herein as a "Rebate Calculation Date") applying regulations of the United States Department of the Treasury ("Treasury") in effect on such Rebate Calculation Date. In addition, if a "penalty in lieu of rebate" election under Code Section 148(f)(4)(C)(vii) has been made by the Obligor with respect to the Bonds, BLX will calculate, every six months, the amount of such "penalty" as of the end of each six-month period beginning on the date of issue of the Bonds (each such date on which a penalty calculation is performed is referred to herein as a "Penalty Calculation Date"). (The term "Calculation Date" as used herein shall refer to a Rebate Calculation Date or a Penalty Calculation Date, as appropriate.) In addition, if required or requested by the Obligor, BLX will include in each report delivered to the Obligor an analysis of compliance with applicable arbitrage yield restrictions.

With respect to each Calculation Date, BLX will prepare or cause to be prepared schedules reflecting the relevant calculations and the assumptions involved and will deliver a rebate or penalty liability report addressed to the Obligor as to the amount of the rebate or penalty liability as of such Calculation Date.

At the Obligor's election, which election is made by the Obligor's signature of this engagement letter, each such rebate or penalty liability report will include a legal opinion provided by the law firm, Orrick, Herrington & Sutcliffe LLP ("Orrick"). BLX will engage Orrick to provide legal oversight and review as it deems necessary to render its opinion that the computations shown in the report were performed in accordance with applicable federal law and regulations. Because BLX is an Orrick subsidiary, you may choose to consult counsel other than Orrick about the terms of this engagement.

The Obligor undertakes to provide or cause to be provided to BLX all such relevant data (the "Data"), as specified by BLX from time to time, and shall cooperate with all reasonable requests of BLX in connection therewith. BLX is authorized hereby to obtain Data held by a Trust Bank (the "Trustee") concerning funds and accounts established with regard to the bond issue of the Obligor listed on Exhibit A hereto. If available, BLX is authorized to obtain access to view and download said Data from any "online" or "internet based" system or application maintained by the Trustee for such purposes. If such systems or applications are not maintained by the Trustee BLX is authorized to request the Data from the Trustee in a format useful to BLX, and otherwise available to the Trustee. The Obligor also agrees to inform BLX of any actual or planned early redemption of the Bonds at its earliest opportunity.

BLX is not being engaged hereunder, and BLX is not hereby obligated, to undertake any of the following: (1) independently determine whether securities allocable to proceeds of the bonds were purchased at fair market value within the meaning of the Treasury Regulations; (2) perform an audit or review of the investments acquired with gross proceeds or the payment of debt service on the Bonds; (3) perform calculations or other research as to the desirability of



elections or selections that may be available under applicable federal tax law; (4) review the tax-exempt status of interest on the Bonds or any other aspect of the Bond program except for rebate and penalty liability to the extent set forth in this engagement letter; (5) consider any information obtained by BLX pursuant to this engagement for any purpose other than determining such rebate and penalty liability; and (6) update any report delivered hereunder because of events occurring, changes in regulations, or data or information received, subsequent to the date of delivery of such report. Should the Obligor desire BLX to undertake any of the foregoing, such work will be the subject of a separate engagement and a separate fee, if any. In addition, BLX will be entitled to rely entirely on information provided by the Obligor and the Trustee and/or their agents and assigns without independent verification.

The fee with respect to the Bonds will be determined pursuant to Exhibit B hereto. This engagement is terminable by either party by written notice to the other, such termination to be effective immediately. BLX shall be entitled to assign its rights and obligations under this engagement in whole or in part upon prior written notice to the Obligor; provided that no such notice is required so long as Orrick retains the obligation to deliver legal opinions hereunder. No additional fees will be charged by Orrick for providing the legal services described herein. BLX will separately compensate Orrick for such services.

BLX and/or Orrick may have client relationships with other parties involved in some manner with the Bonds or the Obligor (for example, underwriters, trustees, rating agencies, insurers, credit providers, lenders, contractors, developers, advisors, investment advisors/providers/brokers, public entities and others) whether with respect to the Bonds or some unrelated matter(s). However, to the extent that a conflict-of-interest is created by this engagement, the Obligor hereby waives any such conflict.

If this engagement letter is satisfactory, please have an authorized official execute one copy and return it to the undersigned.

Very truly yours,
BLX Group LLC

Erik Dingwall
Managing Director

Accepted:

UNION COUNTY IMPROVEMENT AUTHORITY

By:

Print Name:

Title:

Date:

Anthony R. Scutari

Chairman

JAN. 9, 2014



Exhibit A

Par Amount	Issue Description	Issue Date	Next Calculation Date	Next Payment Date	Report and Opinion Fee	Comments
\$18,365,000	(County Guaranteed), 1993 Series A	06/01/93	06/01/98	06/01/98	\$3,250.00	Computations performed through 5th bond year.
\$12,130,000	County Guaranteed Capital Equipment Lease, Revenue Bonds, Series 1996	08/20/96	08/20/01	08/20/01	\$3,250.00	Computations performed through 5th bond year.
\$33,900,000	Plainfield Board of Education Project, Series 1997	02/01/97	02/01/02	02/01/02	\$3,250.00	Computations performed through 5th bond year.
\$4,000,000	Lease Revenue Bonds (Linden Airport Project) Series 1998A Bonds	09/24/98	09/24/03	09/24/03	\$3,250.00	Computations performed through 5th bond year.
\$9,085,000	General Obligation Lease Revenue Bonds, Series 1999	08/06/99	08/06/04	08/06/04	\$3,250.00	Computations performed through 5th bond year.
\$10,040,000	General Obligation Lease Revenue Bonds, Series 2001	10/13/01	10/13/06	10/13/06	\$3,250.00	Computations performed through 5th bond year.
\$5,125,000	Revenue Refunding Bonds, Correctional Facilities Project, Series 2002	06/01/02	06/01/07	06/01/07	\$500.00	\$3,250 if the issue fails to meet the 6-month expenditure exception
\$17,730,000	Loan Revenue Bonds, Series 2003 (Pooled Early Retirement Incentive Refunding)	04/01/03	04/01/08	04/01/08	\$3,250.00	Computations performed through 5th bond year.
\$6,405,000	General Obligation Lease Revenue Bonds, Series 2003 (Capital Equipment and Infrastructure Improvement Lease Program)	06/03/03	06/03/08	06/03/08	\$3,250.00	Computations performed through 5th bond year.
\$5,100,000	Revenue Refunding Bonds (Correctional Facility Project, Series 2003)	06/13/03	06/13/08	06/13/08	\$500.00	\$3,250 if the issue fails to meet the 6-month expenditure exception
\$1,660,000	County Guaranteed Mortgage Revenue Bonds, Series 2003 (Sheridan Gardens Project – Roselle)	07/15/03	07/15/08	07/15/08	\$3,250.00	Computations performed through 5th bond year.
\$5,760,000	General Obligation Guaranteed Lease Revenue Bonds, Series 2003A (Tax-Exempt) (Union Township Train Station Redevelopment Project)	08/27/03	08/27/08	08/27/08	\$3,250.00	Computations performed through 5th bond year.
\$1,600,000	City Guaranteed Loan Revenue Bonds, Series 2003A (Tax-Exempt) (Police Athletic League, Inc. of Linden, New Jersey Project)	08/28/03	08/28/08	08/28/08	\$3,250.00	Computations performed through 5th bond year.
\$7,565,000	Capital Equipment and Infrastructure Lease Revenue Bonds, Series 2004	12/22/04	12/22/09	12/22/09	\$3,250.00	Computations performed through 5th bond year.
\$8,900,000	Lease Revenue Bonds, Series 2004 (Juvenile Detention Center Facility Project)	12/29/04	12/29/09	12/29/09	\$3,250.00	Computations performed through 5th bond year.

Total Fees: \$43,250.00

Member ROUNTIZEE introduced and moved the adoption of the following resolution and Member SALERNO seconded the motion:

RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY (“AUTHORITY”) DELEGATING AUTHORITY TO THE EXECUTIVE DIRECTOR TO TAKE ANY AND ALL ACTIONS NECESSARY OR DESIRABLE IN ORDER TO PROVIDE FOR THE CONTINUED OWNERSHIP, OPERATION AND MAINTENANCE OF THE AUTHORITY’S RENEWABLE ENERGY PROJECTS UNDER ITS RENEWABLE ENERGY PROGRAM

WHEREAS, the Authority has undertaken the development and implementation of 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, including any related electrical modifications or other work required 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 (the “Local Units”);

WHEREAS, on August 31, 2010, the Authority issued “Request for Proposals for a Developer of Photovoltaic Systems with respect to certain Local Government Facilities in the County of Union, New Jersey” (the “RFP”) to design, permit, acquire, construct, install, operate and maintain the Renewable Energy Projects;

WHEREAS, the Authority selected and designated Tioga Solar Union County 1, LLC (the “Company”) as the successful respondent to the RFP and thereafter entered into a Lease Agreement, a Power Purchase Agreement and certain other agreements with the Company and others in furtherance thereof; and

WHEREAS, on May 4, 2011, the Authority issued its \$15,190,000 County of Union Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011 (Federally Taxable) (the Bonds”, of which \$13,160,000 is presently outstanding) to finance up to 70% of the costs of the Renewable Energy Projects, with the Company financing the balance of such costs;

WHEREAS, Tioga Energy, which was engaged in the solar energy business throughout the United States, advised the Authority that on April 30, 2013, it (not the Company) initiated an assignment for the benefit of creditor’s under California law (“ABC process”) in order to liquidate and dissolve its business (after the initiation of such process, Tioga Energy is referred to as “Tioga ABC”); and

WHEREAS, due principally to a substantial drop in the market value of SRECs from the time the Bonds were issued (over \$600 per SREC) to Spring 2013 (approximately \$120 per SREC), the Renewable Energy Projects do not presently generate sufficient revenues to allow the Company to make lease payments that cover debt service on the Bonds in full;

WHEREAS, effective May 1, 2013, the Company discontinued making full lease payments under the Lease Purchase Agreement, and on May 4, 2013 the Authority declared the Company in default thereunder;

WHEREAS, representatives of Tioga ABC, which currently holds the membership interests in the Company, is also charged with finding a substitute owner of the Company, subject to the consent of the Authority, following the liquidation and dissolution of Tioga ABC, and toward that end Tioga ABC will be sending a letter, a draft of which is attached hereto as Exhibit A, inviting certain parties to submit a proposal to Tioga ABC acquire the ownership interests in the Company and to provide for the continued operation and maintenance of the Renewable Energy Projects; and

WHEREAS, it is in the best of interests of the Authority and the taxpayers of Union County to evaluate proposals and consent to a successor owner of the Company, in an expeditious a manner as possible and to grant sufficient authority to the officers of the Authority to do so;

NOW, THEREFORE BE IT resolved by the Union County Improvement Authority that:

1. The Executive Director of the Authority is authorized, directed and empowered to take any and all actions necessary, appropriate or desirable: (i) to permit Tioga ABC to solicit parties interested in becoming a successor owner of the Company, and to transfer of all of the membership interests in the Company to a successor, substantially in conformance with the letter attached hereto as Exhibit A, with such changes as Tioga ABC may require; and (ii) to provide for the continued operation and maintenance of the Renewable Energy Projects; and the Executive Director is expressly authorized to negotiate, execute and deliver such consents and other agreements and documents, and to take any and all other actions as such person may deem necessary, appropriate or proper to implement the provisions of the resolutions herein and to consummate the transactions contemplated hereby.

2. This resolution shall take effect immediately.

The foregoing resolution was adopted by the following roll call vote:

Recorded Vote

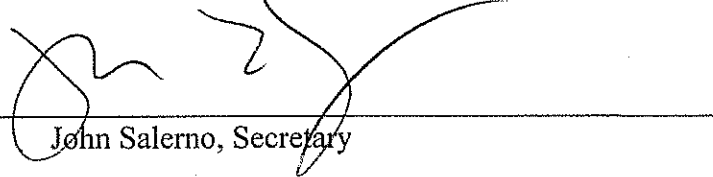
NAMES	AYE	NO	ABSTAIN	ABSENT
Anthony R. Scutari, Chairperson	✓			
Carolyn Vollero, V. Chairperson	✓			
John Salerno, Secretary	✓			
Sebastian D'Elia, Member	✓			
Linda Hines, Member	✓			
Samuel T. McGhee, Member				✓
Cherron Rountree, Member	✓			
Bryan Thomas Tomko, Member	✓			

CERTIFICATION

I, JOHN SALERNO, Secretary of the Union County Improvement Authority, HEREBY CERTIFY that the foregoing **RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY ("AUTHORITY") DELEGATING AUTHORITY TO THE EXECUTIVE DIRECTOR TO TAKE ANY AND ALL ACTIONS NECESSARY OR DESIRABLE IN ORDER TO PROVIDE FOR THE CONTINUED OWNERSHIP, OPERATION AND MAINTENANCE OF THE AUTHORITY'S RENEWABLE ENERGY PROJECTS UNDER ITS RENEWABLE ENERGY PROGRAM** is a true copy of a resolution adopted by the governing body of the Improvement Authority on January 8, 2014.

UNION COUNTY IMPROVEMENT AUTHORITY

By:



John Salerno, Secretary

Date: January 8, 2014

[SEAL]

EXHIBIT A

TIOGA ENERGY (ASSIGNMENT FOR THE BENEFIT OF CREDITORS), LLC
Post Office Box 391600
Mountainview, California 94039-1600

December __, 2013

[Address]

Re: Tioga Solar Union County I, LLC – Invitation to Submit a Proposal

Dear _____:

The purpose of this letter is to invite you to submit a proposal to acquire 100% of the membership interests in Tioga Solar Union County I, LLC (“Tioga Union”). A brief description of Tioga Union follows. If you are so interested, please direct your proposal via email to Andrew Decamera at adecamera@shrwood.com, with a copy to Jerrold Binney, Esq., at jbinney@decotiislaw.com.

Tioga Energy (Assignment for the Benefit of Creditors), LLC (“Tioga ABC”) is the assignee of Tioga Energy, Inc., a California based company that was engaged in the solar energy industry. Tioga ABC is in the process of liquidation through an assignment for the benefit of creditors under California law. One of Tioga ABC’s assets is all of the membership interests in Tioga Union.

Tioga Union is a special purpose entity that, through a Lease Agreement and Power Purchase Agreements, beneficially owns and operates approximately 3.2 mw of solar facilities on 31 buildings in Union County, New Jersey (the “Projects”). Basic information about Tioga Union, including a summary of the Projects, is attached as Exhibit A. The principal transaction documents can be found as appendices to the Union County Improvement Authority’s (the “Authority”) Official Statement for its \$15,190,000 County of Union Guaranteed Renewable Energy Program Lease Revenue Bonds, Series 2011 (Federally Taxable) (the “Bonds”), a copy of which is attached hereto as Exhibit B. The Official Statement contains a description of the Projects, although some installations have changed. Pursuant to a Pledge and Security Agreement, dated May 1, 2011, among Tioga ABC, as assignee of Tioga Energy, Inc., Tioga Union, the Authority and a bond trustee, the Authority holds a security interest in the membership interests of Tioga Union.

Principally because of the dramatic drop in the New Jersey Solar Renewable Energy Credit (“SREC”) market since the time the Projects were financed, Tioga Union’s revenues are not sufficient to cover operating costs and lease payments. While operating costs have continued to be paid and all facilities are in operation, there have been shortfalls in lease payments since May 1, 2013. The Authority sent Tioga Union a notice of default under the Lease Agreement, and the

Authority has accelerated amounts due thereunder. The Authority has not, however, terminated the Lease Agreement. The failure to make lease payments in full could require the County of Union, as guarantor on the Bonds, to fund the deficiency in debt service on the Bonds.

Tioga ABC's representatives have advised the Authority that they do not believe Tioga Union can be sold by it in a way that would add value to the Tioga ABC estate. Tioga ABC has represented that it would advise and consult with the Authority in connection with Tioga ABC's efforts to find a successor owner of Tioga Union. Toward that end, we are sending you this invitation to submit a proposal to acquire 100% of the membership interests in Tioga Union. Acquisition of the membership interests, in and of itself, would not personally obligate the selected acquirer on any of the underlying transaction documents, except that the Authority would likely continue to require that the membership interests be pledged to it as security for Tioga Union's obligations. You are free to propose, however, whatever amendments, if any, to the transaction documents that you believe would be necessary to take over Tioga Union. For example, you may propose that an O&M fee be paid from an identified source of funds. Areas of particular interest to the Authority and the County include the following: (i) demonstrated experience operating and maintaining solar projects such as the Projects; (ii) minimizing, to the extent possible, any obligation of the County on its guaranty of the Bonds; and (iii) providing economic value to the Authority. More complete solicitation criteria is attached as Exhibit C.

THE MEMBERSHIP INTERESTS IN TIOGA UNION HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), THE SECURITIES LAWS OF THE STATE OF NEW JERSEY OR ANY OTHER STATE OR JURISDICTION, IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION. ACQUISITION OF SUCH MEMBERSHIP INTERESTS INVOLVES A HIGH DEGREE OF RISK. NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THE MEMBERSHIP INTERESTS OR PASSED UPON THE ADEQUACY OR ACCURACY OF THE INFORMATION PROVIDED HEREIN. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

If have any questions, please direct them to Andrew Decamera, with a copy to Jerrold Binney, at the above email addresses. If you are interested in submitting a proposal, please do so as instructed above on or before January 15, 2014. Thank you.

Sincerely,

EXHIBIT A

Description of Tioga Union is Attached

SUPPLEMENT TO ATTACHED INFORMATION

The information that follows was prepared by, or on behalf of, Tioga ABC, and is dated as of April 30, 2013. Please be advised of the following developments:

1 – Tioga Union breached its obligation to make Lease Payments on May 1, 2013. Such breach has not been cured. Revenues generated by the Projects are principally proceeds from the sale of Solar Renewable Energy Certificates (“SREC”) and proceeds from the sale of electric energy to various governmental entities in the County. Revenues generated are required to be deposited with the Bond Trustee and credited against the Lease Payments. Due principally to the drop in SREC prices since the time the Bonds were issued, the Projects are not currently generating revenues sufficient to satisfy the Lease Payment obligations in full.

2 – SREC prices are variable and change from time to time. Recent prices are in the \$140 range.

ALL OF THE INFORMATION PROVIDED HEREIN HAS BEEN PROVIDED BY OR ON BEHALF OF TIOGA ABC. NO EXPRESS OR IMPLIED REPRESENTATIONS OR WARRANTIES ARE MADE BY ANY PERSON AS TO THE COMPLETENESS OF THIS INFORMATION OR, IN THE CASE OF PROJECTIONS, ESTIMATES, FUTURE PLANS, OR FORWARD LOOKING ASSUMPTIONS OR STATEMENTS, AS TO THEIR ATTAINABILITY OR THE ACCURACY AND COMPLETENESS OF THE ASSUMPTIONS FROM WHICH THEY ARE DERIVED, AND IT IS EXPECTED THAT EACH PERSON SUBMITTING A PROPOSAL WILL PURSUE ITS OWN INDEPENDENT INVESTIGATION AND ANALYSIS. BY ACCEPTANCE OF THIS LETTER, EACH PERSON WHO SUBMITS A PROPOSAL RECOGNIZES AND ACCEPTS THE NEED TO CONDUCT ITS OWN INVESTIGATION AND DUE DILIGENCE.

EACH PERSON WHO INDICATES AN INTENTION TO SUBMIT A PROPOSAL WILL BE GIVEN AN OPPORTUNITY TO ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, REPRESENTATIVES OF TIOGA ABC AND/OR THE UNION COUNTY IMPROVEMENT AUTHORITY TO OBTAIN ANY ADDITIONAL INFORMATION NECESSARY TO FORMULATE A PROPOSAL. IF YOU HAVE ANY QUESTIONS REGARDING THIS LETTER, OR DESIRE ANY ADDITIONAL INFORMATION OR DOCUMENTS, PLEASE WRITE OR CALL TIOGA ABC, AS PROVIDED IN THE LETTER TO WHICH THIS EXHIBIT IS ATTACHED.

EXHIBIT B

Official Statement

EXHIBIT C

ABC Solicitation Criteria

I. General Qualifications

- Demonstrate history of financial and operational management of solar projects.
- Demonstrate specific examples of successful solar projects.
- Demonstrate experience with financial and operational management of solar projects in New Jersey.
- Demonstrate familiarity with power purchase agreements or similar structural models.
- Demonstrate experience and/or familiarity in dealing with New Jersey governmental entities on solar projects; knowledge of New Jersey regulatory systems.

II. Specific Proposals

- Management team structure and approach; anticipated presence in New Jersey.
- Proposal and solution to UCIA debt service from a short-term and long-term perspective, including debt restructuring, if any.
- Proposal, if any, on the issue of tax advantages.
- Proposal, if any, for providing the Authority with any kind of security or guaranty; line of credit.
- Proposal for plan to operate and maintain the system (including monitoring and billing, administration) and breakdown of the annual cost thereto; specify if O&M will be “in house” or sub-contracted.
- Proposal, if any, for any capital improvements to the system and/or facilities.
- Demonstrate ability to commence immediately.
- Provide audited financials for 2011 and 2012, if any.
- Proposed form of O&M Agreement, if any.

Tioga Union Solicitation – Names/Addresses

1. Steve Creamer, Chairman
Sustainable Power Group (S-Power)
2749 E. Parley's Way, Suite 310
Salt Lake City, UT 84109

2. Joe Kastner, Principal
Radian Generation
222 Columbus Avenue, #420
San Francisco, CA 94133

3. James Mann, General Counsel
Sunlight General Capital
28 W. 44th Street, Suite 1011
New York, NY 10036

4. Adje Mensah, CEO
A.F. Mensah
55 Witherspoon Street, #301
Princeton, NJ 08542

5. Gabriel Phillips, CEO
GP Renewables & Trading, LLC
131 Varick Street, Suite 1006
New York, NY 10013

6. Laura Stern, President
Nautilus Solar Energy, LLC
396 Springfield Avenue, 2nd Floor
Summit, NJ 07901

7. Anand Rangarajan
Cambridge Capital Corp.
200 Madison Ave
Convent Station, NJ 07960

RESOLUTION NO.: 04-2014

Member ROUNTREE introduced and moved the adoption of the following resolution and Member VOLLERO seconded the motion:

**RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE ISSUANCE OF REQUESTS FOR QUALIFICATIONS
FOR PROFESSIONAL SERVICES FOR THE YEAR BEGINNING
FEBRUARY 2014**

WHEREAS, the Union County Improvement Authority (the "Authority") has been duly created by ordinance of the Union County Board of Chosen Freeholders as a public body corporate and politic of the State of New Jersey pursuant to and in accordance with the County Improvement Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended and supplemented from time to time; and

WHEREAS, in order to carry out the stated purposes and goals for which the Authority was created, and pursuant to N.J.S.A. 40A:11-1 *et seq.*, the Authority will require the provision of certain general and specialized consulting and professional services relating to and in furtherance of its activities; and

WHEREAS, the Authority wishes to undertake a fair and open process to solicit qualified professional services through the issuance of Requests for Qualifications ("RFQ") for, among other services, General Counsel, Bond Counsel, Auditing, Financial Advisor, Engineering, Construction Management, Public Relations, Architectural, Special Counsel, Appraisal, Insurance Brokerage, and Arbitrate Calculation; and

WHEREAS, the Authority has established a procedure for a qualifications process, which requires, at a minimum, (1) public advertisement of the RFQ's on the official Authority website for at least ten (10) calendar days, (2) establishment of appropriate evaluation criteria, documented in writing and disclosed prior to the solicitation of qualifications, (3) public opening of responses to the RFQ; (4) evaluation of responses by an appointed Evaluation Committee and recommendations based on same; and (5) announcement of awards of contracts at the Authority's Reorganization Meeting in February 2014;

NOW, THEREFORE BE IT RESOLVED by the Union County Improvement Authority, that the Executive Director may issue RFQ's for the professional services the Authority requires for the year 2014 in accordance with the process set forth above; and

BE IT FURTHER RESOLVED that this resolution shall take effect immediately.

The foregoing resolution was adopted by the following roll call vote:

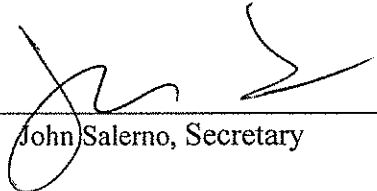
Recorded Vote

NAMES	AYE	NO	ABSTAIN	ABSENT
Anthony R. Scutari, Chairperson	✓			
Carolyn Vollero, V. Chairperson	✓			
John Salerno, Secretary	✓			
Sebastian D'Elia, Member	✓			
Linda Hines, Member	✓			
Samuel T. McGhee, Member				✓
Cherron Rountree, Member	✓			
Bryan Thomas Tomko, Member	✓			

CERTIFICATION

I, JOHN SALERNO, Secretary of the Union County Improvement Authority, HEREBY CERTIFY that the foregoing **RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE ISSUANCE OF REQUESTS FOR QUALIFICATIONS FOR PROFESSIONAL SERVICES FOR THE YEAR BEGINNING FEBRUARY 2014** is a true copy of a resolution adopted by the governing body of the Improvement Authority on January 8, 2014.

UNION COUNTY IMPROVEMENT AUTHORITY

By: 
 John Salerno, Secretary

Dated: January 8, 2014

(SEAL)

RESOLUTION NO.: 05-2014

Member SALERNO introduced and moved the adoption of the following resolution and Member VOLLERO seconded the motion:

**RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY
APPROVING A BILL LIST AND THE RELEASE OF VOUCHERS FOR
PROCESSING AND PAYMENT, SUBJECT TO CERTIFICATION THAT
SUFFICIENT FUNDS ARE AVAILABLE**

WHEREAS, the Union County Improvement Authority (the "Authority") has been duly created by an Ordinance of the Board of Chosen Freeholders of the County of Union, New Jersey), as a public body and corporate and politic of the State of New Jersey pursuant to and in accordance with the County Improvement Authorities Law, N.J.S.A. 40:37A-44, *et seq.*; and

WHEREAS, the Authority may incur expenses on behalf of specific projects as well as for its general and administrative needs; and

WHEREAS, the Authority has reviewed the invoices which are summarized on the Bill List attached hereto and made part hereof, and has determined that all invoices are correct, genuine and eligible for payment;

NOW, THEREFORE, BE IT RESOLVED by the Union County Improvement Authority that the Interim Executive Director be authorized to release vouchers for the processing and payment of the invoices on the attached Bill List, subject to certification that sufficient funds are available.

The foregoing resolution was adopted by the following roll call vote:

Recorded Vote

NAMES	AYE	NO	ABSTAIN	ABSENT
Anthony R. Scutari, Chairperson	✓			
Carolyn Vollero, V. Chairperson	✓			
John Salerno, Secretary	✓			
Sebastian D'Elia, Member	✓			
Linda Hines, Member	✓			
Samuel T. McGhee, Member				✓
Cherron Rountree, Member	✓			
Bryan Thomas Tomko, Member	✓			

CERTIFICATION

I, JOHN SALERNO, Secretary of the Union County Improvement Authority, HEREBY CERTIFY that the foregoing **RESOLUTION OF THE UNION COUNTY IMPROVEMENT AUTHORITY APPROVING A BILL LIST AND THE RELEASE OF VOUCHERS FOR PROCESSING AND PAYMENT, SUBJECT TO CERTIFICATION THAT SUFFICIENT FUNDS ARE AVAILABLE** is a true copy of a resolution adopted by the governing body of the Authority on January 8, 2014.

UNION COUNTY IMPROVEMENT AUTHORITY

By: _____

John Salerno, Secretary

Dated: January 8, 2014

(SEAL)