

RESOLUTION NO. 2016 -0317(1)

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE FLORIDA PACE FUNDING AGENCY, APPROVING AND PROVIDING THE DIRECTION AND AUTHORIZATION TO EXECUTE THE RESTATED THIRD PARTY ADMINISTRATION SERVICES AGREEMENT BY AND AMONG COUNTERPOINTE ENERGY SOLUTIONS LLC, COUNTERPOINTE ENERGY SOLUTIONS (FL) LLC, AND THE FLORIDA PACE FUNDING AGENCY, AND APPROVING THE INITIAL PROGRAM MANAGEMENT PLAN THEREUNDER; AND AUTHORIZING AND DIRECTING ALL OFFICIALS, OFFICERS, EMPLOYEES AND AGENTS TO TAKE SUCH ACTIONS AS MAY BE NECESSARY OR DESIRABLE IN FURTHERANCE OF THE PURPOSES OF THIS RESOLUTION; AND, PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE FLORIDA PACE FUNDING AGENCY AS FOLLOWS:

SECTION 1. FINDINGS. It is hereby ascertained, determined and declared as follows:

(A) The Board has duly considered the proposed Restated Third Party Administration Agreement ("Agreement") by and between CounterPointe Energy Solutions LLC, a Delaware limited liability company ("CES"), and its wholly-owned affiliate CounterPointe Energy Solutions (FL) LLC, a Delaware limited liability company (the "Contractor"), and the Florida PACE Funding Agency (the "Agency").

(B) CES is the successor to Leidos Engineering, LLC, upon occurrence, by event recognized, notice received, appointment, acceptance and approval by the parties thereto and by those consenting thereto, which responded to the Agency's Solicitation No. FPP 2012-001, entitled Request for Proposals for Third Party Administration Services and Investment Banking and Program Financing Services.

(C) The Agreement *inter alia* results from the due appointment of a successor third party administrator pursuant to Article VIII of that certain Base Indenture dated as of February 1, 2014, without objection by Leidos Engineering, LLC or Partners Reinsurance, Ltd.

(D) The Contractor is the designated and approved Affiliate (as such term is used in the Agreement) of CES, and desires and proposes to provide to the Agency, and

the Agency desires to continue to obtain from CES through the Contractor, the successor third party administration services described in the Agreement on the restated terms and conditions set forth therein and the Project Management Plan prepared by and tendered by the Contractor ("PMP").

SECTION 2. APPROVAL OF AGREEMENT AND PMP. Upon consideration of the circumstances, the Board determines that execution and delivery of the Agreement and PMP present the best available approach to achieve better service in a new market, to better accomplish service, funding and financing availability to interested property owners, and will serve to increase economic development statewide, and best allows the Agency to facilitate the achievement of the compelling State interests described in section 163.08, Florida Statutes. The Agreement and the PMP attached hereto are hereby approved by the Board. Any of the Chair, Vice Chair or Executive Director are directed and authorized to execute the Agreement on behalf of the Agency in the form attached, with such minor modifications as are approved by the Agency's General Counsel and the other parties thereto.

SECTION 3. SUPPLEMENTAL DIRECTION AND AUTHORITY. The Board hereby directs and authorizes the Executive Director, members of the Board, officers, attorneys and other agents or employees of the Agency do all acts and things required of them in order to effect the prompt appointment of the Contractor as successor to Leidos Engineering, LLC in substantially the manner outlined in the Agreement and to do and cause to be done all acts and things necessary or proper for carrying out the transactions contemplated by the Agreement, the PMP or this Resolution.

SECTION 4. EFFECTIVE DATE. This resolution shall take effect immediately upon adoption.

PASSED AND DULY ADOPTED at a meeting of the Florida PACE Funding Agency on the 17th day of March 2016.

**BOARD OF DIRECTORS OF THE
FLORIDA PACE FUNDING AGENCY**

By: Barbara S. Lewis
Chair

(Seal)

ATTEST:



Secretary