



New Jersey Environmental Infrastructure Trust  
3131 Princeton Pike  
Building 4 Suite 216  
Lawrenceville, NJ 08648-2201

Robert A. Briant, Jr., Vice Chairman  
Roger Ellis, Treasurer  
Mark Longo, Secretary  
Ford M. Scudder, Acting State Treasurer  
Bob Martin, DEP Commissioner  
Charles A. Richman, DCA Commissioner  
David E. Zimmer, Executive Director

August 4, 2016

## PUBLIC NOTICE

Public notice is hereby given that the New Jersey Environmental Infrastructure Trust ("Trust") Board of Directors will hold a public meeting on **Thursday, August 11, 2016 at 10:00 a.m., in the large conference room, at 3131 Princeton Pike, Building 4, Suite 216, Lawrenceville, New Jersey.** Formal action may be taken at this meeting.

To the extent known, the agenda of the public meeting will be as follows:

1. Call to Order – Vice Chairman
2. Open Public Meeting Act Statement
3. Roll Call
- 4.\* Approval of the Minutes of the July 14, 2016 Meeting
5. Announcements
6. Public Comment
7. Unfinished Business:
  - A. Discussion of the Construction Status Report (hand-out) (G. Chebra)
  - B. Discussion and Status of SFY2017 Financing Program Projects (hand-out) (G. Chebra)
  - C. Update on Outstanding Trust Requests for Proposals (D. Zimmer)
  - D. Update on Construction Loan Program (D. Zimmer)
  - E. Status on Aged Inventory (L. Kaltman)
8. New Business
  - A.\* Discussion and Acceptance of the June 2016 Treasurer's Report (J. Hansbury)
  - B.\* Discussion and Approval of a Resolution authorizing the Reallocation of Certain Disaster Relief Emergency Financing Program expenses (L. Kaltman)
  - C.\* Discussion and Approval of a Resolution authorizing the Renewal of the Trust's SAIL Engineering Consulting Services Agreement for One-Year (G. Rolon)
  - D.\* Discussion and Approval of a SFY2017 NJEIFP Construction Financing Program loan exceeding \$10 MM to the Passaic Valley Sewerage Commission (PVSC) (F. Scangarella)
  - E.\* Discussion and Approval of a Resolution Amending and Restating Resolution No. 14-08 authorizing SAIL Loans to PVSC (D. Zimmer)
  - F.\* Resolution Recognizing the Committed Service of James Requa as a Member of the Board (D. Zimmer)
- 9.\* Executive Session (if necessary)

### \*ACTION ITEMS

Please note this is a proposed agenda and the New Jersey Environmental Infrastructure Trust may consider and take action on such other business, which may come before it at this public meeting. In addition, the New Jersey Environmental Infrastructure Trust may not act upon the items listed in the above-proposed agenda in its discretion.



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**JUL 14 2016**

Honorable Chris Christie  
Governor of the State of New Jersey  
State House  
PO Box 001  
Trenton, New Jersey 08625

Dear Governor Christie:

In accordance with the provisions of the New Jersey Environmental Infrastructure Trust Act, I hereby transmit for your review and consideration the minutes of the July 14, 2016 meeting of the New Jersey Environmental Infrastructure Trust. The New Jersey Environmental Infrastructure Trust Act provides that the Governor has ten days from the delivery of the minutes, excluding weekends and holidays, to review and accept such minutes. In the event that the minutes are not acted upon within the statutory time frame by you, the minutes become effective automatically.

Sincerely,

Mark Longo  
Secretary

Enclosure

cc: Honorable Stephen Sweeney, President of the Senate  
Honorable Vincent Prieto, Speaker of the General Assembly



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July 14, 2016

## NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST

### OPEN PUBLIC MEETING

### MINUTES – July 14, 2016

#### 1. CALL TO ORDER:

A meeting of the New Jersey Environmental Infrastructure Trust was convened on Thursday, July 14, 2016 in the conference room of 3131 Princeton Pike, Building 4, Suite 216, Lawrenceville, New Jersey. Vice Chairman Briant called the meeting to order at 10:00 a.m.

#### 2. OPEN PUBLIC MEETING ACT STATEMENT:

Executive Director Zimmer read the Open Public Meeting Act Statement into the record. Mr. Zimmer reported that he had received a letter from Commissioner Richman appointing Timothy Cunningham as his representative for all NJEIT Board meetings.

#### 3. ROLL CALL:

Ms. Melissa Pierce conducted roll call to which Mr. Briant, Mr. Longo, Mr. Ellis, Mr. Kennedy and Mr. Griffin all responded affirmatively.

##### DIRECTORS

Robert A. Briant, Jr., Vice Chairman  
Mark Longo, Secretary  
Roger Ellis, Treasurer (\*)  
Dan Kennedy  
(for DEP Commissioner Martin)  
Michael Griffin  
(for Acting State Treasurer Scudder)

##### OTHERS

David E. Zimmer, Executive Director  
Frank Scangarella, Assistant Director  
Lauren Seidman Kaltman, Chief Financial Officer  
John Hansbury, Chief Budget Officer  
Michael Collins, Governor's Authorities Unit  
Clifford T. Rones, Deputy Attorney General  
Richard Nolan, McCarter & English LLP  
Geoffrey Stewart, Public Financial Management  
Eugene Chebra, Municipal Finance & Construction

(\*) Participated via teleconference

#### **4. APPROVAL OF THE MINUTES:**

Vice Chairman Briant opened discussion of the minutes of the Thursday, June 9, 2016 Trust Board meeting.

There were no comments or questions. Vice Chairman Briant requested a motion for approval.

Mr. Kennedy moved for the approval of the minutes. Mr. Longo seconded the motion. The motion was carried 5 to 0 with 0 abstentions.

#### **5. ANNOUNCEMENTS:**

Executive Director Zimmer summarized a number of the substantive events that have occurred since the last Board meeting and the related correspondence which was issued since the last Trust Board meeting:

- On **June 30, 2016**, Executive Director Zimmer and Assistant Director Scangarella attended the Hoboken Southwest Park Ground Breaking ceremony with county and local officials;
- On **June 28, 2016**, Executive Director Zimmer participated in the NAIOP's Regulatory, Legislative and Legal seminar in Edison, NJ;
- On **June 22, 2016**, Executive Director Zimmer, Assistant Director Scangarella, DEP Bureau Chief Eugene Chebra and staff met with representatives from the US-RDA and officials from Spotswood Borough to discuss project financing;
- On **June 13, 2016**, Chief Budget Officer Hansbury participated at the Brownfields Interagency Working Group meeting at Montclair State University;
- The next Trust Board meeting is scheduled for **Thursday, August 11, 2016** at 10:00 am at the Trust's offices.

A copy of the announcements are available on the Trust's webpage under the Recent Board Meeting Documents tab. <http://njeit.org/board-meetings> (locate "Meeting Date", then select "Minutes", the announcements will be at the end of the file.)

There were no comments or questions.

#### **6. PUBLIC COMMENTS:**

Vice Chairman Briant invited comments from the public. There were no comments.

#### **7. UNFINISHED BUSINESS:**

A. Mr. Chebra, of the NJDEP's Municipal Finance and Construction Element, reported that there are 208 active projects totaling \$986,915,870 and 1,112 closed projects with loans outstanding totaling \$5,299,736,256 for a grand total of 1,320 projects at \$6,286,652,126.

B. Mr. Chebra discussed the SFY2017 Combined Financing Loan Programs:

**SFY2017 Clean Water Financing Program:**

Certified & Received Long-Term Loan:	0 Projects Totaling	\$ -
Certified with Construction Loan:	21 Projects Totaling	\$158,030,004
Certified:	18 Projects Totaling	\$57,895,322
Project Received Authorized to Advertise - approval expected by 6/30/17:	20 Projects Totaling	\$239,200,000
Planning and Design Loan:	8 Projects Totaling	\$20,150,000
Project Approval expected by 6/30/17:	112 Projects Totaling	\$1,163,865,000
Project Approval not expected by 6/30/17:	38 Projects Totaling	\$423,270,000
Total Clean Water Projects	217 Projects Totaling	\$2,166,085,000

**SFY2017 Drinking Water Financing Program:**

Certified & Received Long-Term Loan:	0 Projects Totaling	\$ -
Certified with Construction Loan:	16 Projects Totaling	\$66,059,952
Certified:	11 Projects Totaling	\$10,745,415
Project Received Authorized to Advertise - approval expected by 6/30/17:	13 Projects Totaling	\$75,200,000
Planning and Design Loan:	0 Projects Totaling	\$ -
Project Approval expected by 6/30/17:	71 Projects Totaling	\$409,146,000
Project Approval not expected by 6/30/17:	30 Projects Totaling	\$156,851,363
Total Drinking Water Projects	141 Projects Totaling	\$731,797,363

**SFY2017 Grand Totals:**

<b>Clean &amp; Drinking Water Program Totals:</b>	<b>358 Projects</b>	<b>\$2,780,413,056</b>
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There were no comments or questions.

C. Executive Director Zimmer did not offer a report on the Trust's outstanding RFPs:

There were no comments.

D. Executive Director Zimmer next reported on the status of the Construction Loan Program:

- The Trust received 8 new applications for short-term loan financing since the June Board meeting;
  - The Trust has received 52 Construction Loan applications to-date totaling **\$205.4** million.
- The Trust has closed 10 Construction Loan applications totaling **\$61.9** million.
  - The Trust has closed on 33 Construction Loan applications to-date totaling **\$138.2** million.
- The Trust disbursed **\$6** million since the June Board meeting.

- 32 projects have received Construction Loan disbursement from the Trust to-date totaling **\$29.3** million.

The Construction Loan report was provided to the Board of Directors of the Trust in satisfaction of the requirements of Section 12 of the authorizing Resolution No. 16-02 adopted on January 14, 2016.

There were no comments or questions.

## 8. NEW BUSINESS:

- A. Executive Director Zimmer requested that the Trust’s Chief Budget Officer, John Hansbury, introduce Resolution No. 16-31 accepting the May 2016 Treasurer’s Report.

<i>Revenues</i> earned in May 2016:	\$ 1,127,115		
YTD Total Revenues Earned:	\$ 6,655,624	115	% of Budget
YTD Total Revenues Budgeted:	\$ 5,808,792		
<i>Expenses</i> Incurred in May 2016:	\$ 623,847		
YTD Total Expenses Incurred:	\$ 4,979,261	91	% of Budget
YTD Total Expenses Budgeted:	\$ 5,445,684		
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Difference YTD v. Budgeted YTD total:	\$1,313,255		Excess cash flow

Mr. Hansbury asked if there were any comments or questions. Hearing none, Vice Chairman Briant requested a motion for approval.

The resolution was moved for adoption by Mr. Griffin and seconded by Mr. Longo.  
The motion was carried 5 to 0 with 0 abstentions.

- A. Executive Director Zimmer requested Trust’s Chief Financial Officer, Lauren Kaltman, introduce Resolution No. 16-32 approving the Trust’s SFY2017 NANO Loan Program. This Resolution authorizes loans to be made by the Trust and the NJDEP pursuant to the SFY2017 NANO Program in an aggregate amount not to exceed \$4,000,000. Each NANO loan recipient will receive a fifty percent (50%) NJDEP principal forgiveness loan, a twenty-five percent (25%) NJDEP zero percent interest loan and a twenty-five percent (25%) Trust loan. This Resolution also provides that the NANO loan amount to any individual borrower shall be not less than \$100,000 and not greater than \$1,000,000. Within the NANO Program, the NJDEP will make available, 100% principal forgiveness loans to very small water systems, for populations of 500 or less, in an aggregate principal amount up to \$500,000. The aggregate principal amount of these 100% principal forgiveness loans will count against the total of \$4,000,000 authorized for the NANO Program.

Mr. Zimmer asked if there were any comments or questions. Hearing none, Vice Chairman Briant requested a motion for approval.

The resolution was moved for adoption by Mr. Longo and seconded by Mr. Kennedy.

The motion was carried 5 to 0 with 0 abstentions.

- B. Executive Director Zimmer introduced Resolution No. 16-33 amending and restating Resolution No. 12-44 modifying the membership of the Marketing Committee. In August, 2012 the Board created a marketing committee to oversee the direction of work related to the development of the Strategic Marketing Plan. This Resolution amends the membership of that Committee to be comprised of the Vice Chairman of the Board, the Department of Environmental Protection's Representative and the State Treasurer's Representative.

Mr. Zimmer asked if there were any comments or questions. Hearing none, Vice Chairman Briant requested a motion for approval.

The resolution was moved for adoption by Mr. Ellis and seconded by Mr. Kennedy.  
The motion was carried 5 to 0 with 0 abstentions.

- C. Executive Director Zimmer introduced Resolution No. 16-30 recognizing the committed service of Warren Victor.

After comments from Executive Director Zimmer and Vice Chairman Briant regarding Mr. Victor's service.

The resolution was moved for adoption by Mr. Briant and seconded by Mr. Ellis.  
The motion was carried 5 to 0 with 0 abstentions.

Vice Chairman Briant read the Resolution to Mr. Victor and held a plaque presentation ceremony for him.

## 9. **EXECUTIVE SESSION:**

Chairman Briant asked if there was a need for an Executive Session. Executive Director Zimmer responded there was not.

Vice Chairman Briant asked Executive Director Zimmer if there was any further action required by the Board. Mr. Zimmer answered there was not.

Vice Chairman Briant then asked for a motion for an adjournment.

Mr. Longo moved to adjourn the meeting. The motion was seconded by Mr. Kennedy.  
The motion was carried 5 to 0 with 0 abstentions.

The meeting was adjourned at 10:30 a.m.



In Honor of  
**Warren H. Victor**

**RESOLUTION NO. 16 - 30**

**WHEREAS**, Warren H. Victor commenced service as a member of the Board of Directors of the New Jersey Environmental Infrastructure Trust (“Trust”) by appointment of the Governor in 1988; and

**WHEREAS**, during more than two decades on the Trust Board, Mr. Victor served in a variety of officer positions including Assistant Secretary, Treasurer, and Vice Chairman, and in 2011 was appointed by the Governor to serve as Chairman; and

**WHEREAS**, Mr. Victor’s institutional knowledge and individual expertise in best business practices, marketing, and general finance issues contributed to the professional management of New Jersey’s State Revolving Fund Financing Program; and

**WHEREAS**, throughout his tenure on the Trust Board, through strategic initiatives and leadership, Mr. Victor guided many of the Financing Program’s successes including the adoption of the Master Program Trust, introduction of the short-term financing program, implementation of the Trust’s credit policy, and development of numerous funding programs; and

**WHEREAS**, it is the desire of the Board of Directors to acknowledge Mr. Victor’s lasting contributions and professionalism to the Trust and express its appreciation;

**NOW, THEREFORE, BE IT RESOLVED**, that the Trust’s Board of Directors extends its heartfelt gratitude to Warren H. Victor for his many years of service to the State of New Jersey, and commends him for his professionalism and dedication to public service; and

**BE IT FURTHER RESOLVED**, that the Board of Directors and the entire Trust staff extend their sincere best wishes to Mr. Victor in his pursuit of future endeavors.

Adopted Date:	July 14, 2016
Motion Made By:	Mr. Robert Briant, Jr., Vice-Chairman
Motion Seconded By:	Mr. Roger Ellis, Treasurer
Ayes:	5
Nays:	0
Abstentions:	0



**RESOLUTION NO. 16 - 31**

**RESOLUTION AUTHORIZING APPROVAL OF THE  
MAY 2016 TREASURER'S REPORT**

WHEREAS, the New Jersey Environmental Infrastructure Trust (the "Trust") has reviewed the Treasurer's Report for May 2016; and

WHEREAS, the Trust has placed in its files certain correspondence relating to expenses incurred in relation to the Trust.

NOW THEREFORE BE IT RESOLVED, that the Trust hereby accepts the Treasurer's Report for May 2016 and requests that the same be entered into the record.

Adopted Date: July 14, 2016

Motion Made By: Michael Griffin

Motion Seconded By: Mark Longo

Ayes: 5

Nays: 0

Abstentions: 0

## RESOLUTION NO. 16 – 32

### RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST AUTHORIZING THE STATE FISCAL YEAR 2017 SMALL SYSTEM LOAN PROGRAM

**WHEREAS**, pursuant to (i) Section 5(m) and Section 9(a) of the New Jersey Environmental Infrastructure Trust Act, constituting Chapter 334 of the Pamphlet Laws of 1985 of the State of New Jersey (the “State”), as amended and supplemented (N.J.S.A. 58:11B-1 *et seq.*) (the “Act”), and (ii) the regulations promulgated pursuant to the Act (N.J.A.C. 7:22-2.1 *et seq.*), as the same have been, and in the future may from time to time be, amended and supplemented (the “Regulations”), the New Jersey Environmental Infrastructure Trust (the “Trust”), a public body corporate and politic under the laws of the State created pursuant to the Act, is authorized to make and contract to make loans (each, a “Trust Loan”) to project sponsors (each, a “Project Sponsor”) to finance a portion of the costs of the respective environmental infrastructure system projects thereof (each, a “Project”), which Project Sponsors may lawfully undertake or acquire and for which they are authorized by law to borrow funds, subject to such terms and conditions as the Trust shall determine to be consistent with the Act and the purposes of the Trust; and

**WHEREAS**, the NJEIT has partnered with the New Jersey Department of Environmental Protection (the “NJDEP”) to make loans to Project Sponsors for the financing of water supply projects pursuant to the New Jersey Environmental Infrastructure Financing Program (the “NJEIFP” or the “Financing Program”); and

**WHEREAS**, specifically, the Trust and the State, acting by and through the NJDEP, make loans pursuant to the NJEIFP to finance improvements to water supply systems serving populations of 10,000 or fewer (“Small Water Systems”), which loans are extended primarily to Project Sponsors consisting of small water companies and Home Owner Associations; and

**WHEREAS**, Small Water Systems generally possess relatively limited financial and professional resources and, therefore, generally require a significantly greater commitment by the Financing Program in order to evaluate such Small Water Systems and the Projects thereof, and to ensure that such Small Water Systems satisfy the conditions precedent to participation in the Financing Program, including, without limitation, creditworthiness standards of the Financing Program; and

**WHEREAS**, notwithstanding the challenges for the Financing Program in assessing the credit risk associated with Small Water System loans, the NJDEP has concluded that continued NJEIFP loans to Small Water Systems to finance drinking water improvements are necessary and appropriate to address important public health issues for the affected communities; and

**WHEREAS**, the Board of Directors of the Trust (the “Board”) desires to establish the Small System Loan Program also known as the Nano Infrastructure Loan Program, (the “SSLP” or “Nano program”), for State Fiscal Year 2017 (“SFY2017”) to serve as the funding mechanism for

improvements to Small Drinking Water Systems while also addressing the credit risks posed by such Financing Program applicants.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the Trust, as follows.

**Section 1.** The Board hereby authorizes the establishment of the SFY2017 SSLP, provided that each of the following SSLP requirements is satisfied in full:

- a) SSLP loans made to qualifying Project Sponsors by the Trust and the NJDEP during SFY2017 pursuant to the SSLP shall not exceed \$4,000,000 in aggregate principal amount. In the event that less than \$4,000,000 in aggregate principal amount of SSLP Loans are made in SFY2017, any remaining SSLP funds not utilized in SFY2017 may be used by the Trust for the financing of other programs within the NJEIFP during SFY2017;
- b) the total of all SSLP loans for any given qualifying Project Sponsor for SFY2017 shall be no greater than \$1,000,000 and, other than with respect to a Project Sponsor that is a very Small Water System, no less than \$100,000 in aggregate principal amount;
- c) the maximum principal forgiveness for all SSLP loans for any qualifying Project Sponsor for SFY2017 is \$500,000;
- d) Allowable costs of any Project in excess of that which is financed through the SSLP shall be financed as follows: an NJDEP zero interest loan in the amount of seventy-five percent (75%) of the excess costs, and a Trust Loan in the amount sufficient to finance twenty-five percent (25%) of the excess costs;
- e) other than as set forth in paragraph (e) below, each SSLP loan shall consist of the following components: (i) an NJDEP principal forgiveness loan in the amount of fifty percent (50%) of the allowable costs of the applicable Project, (ii) an NJDEP zero interest loan in the amount of twenty-five percent (25%) of the allowable costs of the applicable Project, and (iii) a Trust Loan in the amount sufficient to finance twenty-five percent (25%) of the allowable costs of the applicable Project (the "Trust Loan Component");
- f) SSLP Loans in an amount not to exceed \$500,000 (which amount shall be a portion of the total SSLP authorized amount of \$4,000,000 set forth in paragraph (a) above), may be made to Small Water Systems serving populations of 500 or fewer ("Very Small Water Systems"), and shall consist of an NJDEP principal forgiveness loan in the amount of one hundred percent (100%) of the allowable costs of the applicable Project. Borrowers qualifying under this provision will be required to contribute 15% of the SSLP loan amount;

- g) the Trust Loan Component of all SSLP loans made to qualifying Project Sponsors by the Trust during SFY2017 pursuant to the SSLP shall not exceed \$1,000,000 in aggregate principal amount;
- h) the source of funds for the Trust Loan Component of all SSLP loans made by the Trust during SFY2017 pursuant to the SSLP shall consist of one or both of (i) operating funds of the Trust that are not required for, or committed to, the operations of the Trust for State Fiscal Years 2017 and 2018 (“Available Funds”), and/or (ii) bonds to be issued by the Trust (“Trust Bonds”); provided, however, that the Trust may, in the future, issue Trust Bonds for the purpose of replacing the Available Funds used to finance the Trust Loan Component of SSLP loans made by the Trust during SFY2017, which Trust Bonds shall be issued pursuant to a bond resolution to be adopted by the Board prior to the issuance thereof;
- i) unless otherwise authorized or directed by the Board, the Trust Loan Component of each SSLP Loan shall bear interest at a rate per annum equal to the rate of the bonds issued by the Trust or as calculated pursuant to the “Interest Rate Calculation”, as set forth in that certain Resolution adopted by the Trust on February 9, 2012 and entitled “Amended and Restated Resolution of the New Jersey Environmental Infrastructure Trust Relating to the Direct Loan Program and Certain Policies Regarding the Administration Thereof and the Granting of Direct Loans”;
- j) the Chairman, Vice Chairman and Executive Director of the Trust (each, an “Authorized Officer”) are each hereby authorized, at their respective discretion, (i) after consultation with Bond Counsel to the Trust, the Office of the Attorney General of the State and the Financial Advisor to the Trust, and (ii) if and to the extent that a credit assessment of the Project Sponsor in question so warrants, to require a Project Sponsor to establish a loan guarantee fund (the “Guarantee Fund”), in addition to the LLR Fund (as defined in and to the extent required by Section 4 hereof), in the event that (A) the principal amount of the SSLP loan for which such Project Sponsor currently is applying, together with (B) the aggregate principal amount of all other SSLP loans of such Project Sponsor then outstanding, exceed \$1,000,000 in aggregate principal amount, which Guarantees Fund shall serve as additional collateral for the repayment of the Trust Loan Component of each of the outstanding SSLP loans of such Project Sponsor; to the extent required by an Authorized Officer pursuant to the terms hereof, the Guarantees Fund shall be established in an amount deemed appropriate thereby, but shall not exceed maximum annual debt service for the aggregate then-outstanding principal amount of the Trust Loan Components of the SSLP loans of such Project Sponsor, multiplied by 2;
- k) any applicant with respect to the SSLP (in addition to satisfying all other SFY2017 NJEIFP loan conditions) shall demonstrate that its Small Water System is (and shall

continue to be) managed in a professional manner that is consistent with the Federal Fiscal Year 2017 Drinking Water Intended Use Plan;

- l) SSLP loan recipients shall not be subject to the imposition by the NJDEP of an administrative fee; and
- m) SSLP loan recipients shall not be subject to the imposition by the Trust of an administrative fee to cover any portion of the financing costs of the SSLP loan, but (i) shall be subject to an annual Trust administrative fee for loan servicing in the annual amount of 0.30% of the original principal amount of the Trust, and (ii) shall be assessed the annual fee required in connection with the LLR Fund, as defined in and to the extent required by Section 3 hereof.

Except as otherwise provided by this Resolution, as a condition precedent to the receipt by an applicant of an SSLP loan, such applicant shall comply fully with each eligibility requirement that shall apply to any applicant for participation in the SFY2017 NJEIFP.

**Section 2.** Any SFY2017 SSLP loan made by the Trust shall be evidenced by the following:

- (a) a bond, note or other appropriate obligation of the Project Sponsor to be issued to the Trust (the "Obligation"), with the following covenants (in addition to other SFY2017 NJEIFP loan covenants): (i) a municipality shall provide to the Trust a general obligation ("GO") pledge of the unlimited *ad valorem* taxing power thereof; (ii) a utility authority that has entered into a service agreement containing one or more GO pledges from its municipal or county participants shall pledge to the Trust its right to receive payments pursuant to such service agreement; (iii) each such authority shall provide to the Trust a pledge of its revenues and shall be subject to the various covenants and requirements of its general indenture or resolution, as applicable; (iv) a water company shall provide to the Trust a pledge of its revenues and shall be subject to the various covenants and requirements of its general indenture or resolution, including, without limitation, its obligation to raise and collect annual fees and charges to the extent necessary to cover all operating, capital and debt service expenses in order to manage and operate its water supply system in good working condition;
- (b) any other documentation as shall be deemed necessary and appropriate by the Authorized Officer, after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State (collectively, the requirements of (a) and (b) of this Section 3 shall be referred to herein as the "Loan Instruments").

Each Obligation and all other Loan Instruments shall be in such form as shall be approved by an Authorized Officer, after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State. The Loan Instruments shall include such terms and provisions

relating to the SFY2017 NJEIFP as shall be determined by the Authorized Officer, after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State, as being necessary in connection with (i) the satisfaction of the requirements of the Act and the Regulations and (ii) the implementation of the terms of this Resolution.

**Section 3.** Each SSLP loan recipient that does not provide as security for its Obligation a direct or indirect municipal or county GO pledge shall be assessed an annual loan loss reserve fee consisting of 1% of the total outstanding principal amount of the Trust Loan Component of such recipient's SSLP loan as of the given calculation date. This fee shall be non-refundable and shall be deposited by the Trust upon receipt thereof into a loan loss reserve fund ("LLR Fund") that shall be established and held by the Trust or a fiduciary thereof. All monies deposited into the LLR Fund shall be applied by the Trust solely to provide additional security for SSLP loans. In addition, the Trust is hereby authorized and directed to accept any supplement to the LLR Fund that shall be paid by the NJDEP, initially from loan repayments of its Drinking Water annual capitalization grants, which supplement shall be in such amount as shall be necessary to secure any and all default risks with respect to the SSLP loans, as such default risks are assessed and determined by an Authorized Officer, after consultation with Bond Counsel to the Trust, the Office of the Attorney General of the State and the Financial Advisor to the Trust. To the extent that, at any time, the amount on deposit in the LLR Fund, inclusive of any NJDEP contribution thereto, exceeds total outstanding SSLP loan amounts, the NJDEP contribution to the LLR Fund in an amount equal to the excess outstanding SSLP loan amount may, at the discretion of an Authorized Officer, be withdrawn from the LLR Fund and repaid to the NJDEP.

**Section 4.** The Authorized Officers are hereby severally authorized and directed to execute (i) any Loan Instrument to which the Trust is a party (the "Trust Loan Instruments") and (ii) any certificates, instruments or documents contemplated therein or otherwise related to the participation of any Project Sponsor in the SFY2017 SSLP.

**Section 5.** Upon execution of the Trust Loan Instruments by an Authorized Officer, the Secretary and the Assistant Secretary of the Trust are each hereby severally authorized and directed, where required, to affix the corporate seal of the Trust, and to attest to the signature of such Authorized Officer, thereon and on any certificates, instruments or documents contemplated therein or related thereto.

**Section 6.** Any Authorized Officer is hereby authorized and directed to take such other actions that such Authorized Officer, in his respective sole discretion after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State, deems necessary, convenient or desirable in order to effect the establishment of the SFY2017 SSLP and the transactions contemplated hereby.

**Section 7.** The SSLP shall fully comply with the provisions of the Act, the Regulations applicable thereto and the terms of this Resolution.

**Section 8.** This Resolution shall become effective in accordance with the terms of Section 4(i) of the Act (N.J.S.A. 58:11B-4(i)).

Adopted Date: July 14, 2016

Motion Made By: Mark Longo

Motion Seconded By: Dan Kennedy

Ayes: 5

Nays: 0

Abstentions: 0

**RESOLUTION NO. 16 - 33**  
**RESOLUTION OF THE TRUST MODIFYING MEMBERSHIP**  
**OF THE MARKETING COMMITTEE**

**WHEREAS**, the New Jersey Environmental Infrastructure Trust (the "Trust"), a public body corporate and politic duly created and existing pursuant to the New Jersey Environmental Infrastructure Trust Act, constituting Chapter 334 of the Pamphlet Laws of 1985 of the State of New Jersey (the "State"), as amended and supplemented (the "Act"), is authorized, pursuant to Sections 5(m) and 9(a) of the Act, to make and contract to make loans pursuant to loan agreements with local government units and public water utilities (each a "Borrower") to finance a portion of the cost of environmental infrastructure system projects that Borrowers may lawfully undertake or acquire and for which they are authorized by law to borrow funds; and

**WHEREAS**, the Trust is authorized to make and enter contracts necessary for the performance of its duties pursuant to N.J.S.A. 58:11B-5D; and

**WHEREAS**, pursuant to Resolution 12-33, the Trust authorized the Executive Director to solicit proposals for Strategic Marketing Services; and

**WHEREAS**, on July 20, 2012, the Trust issued a Request for Proposals for Strategic Marketing Services; and

**WHEREAS**, pursuant to Resolution 12-44, the Trust established a Marketing Committee to receive the findings of the procurement committee regarding its evaluation of strategic marketing service proposals; and

**WHEREAS**, pursuant to Resolution 12-44, the Trust designated the Chairman of the Board, Vice- Chairman of the Board, and State Treasurer's Representative to serve as members of the Marketing Committee; and

**WHEREAS**, no contract for Strategic Marketing Services was awarded pursuant to the 2012 Request for Proposals; and

**WHEREAS**, on June 20, 2016, the Trust reissued a Request for Proposals for Strategic Marketing Services; and

**WHEREAS**, it is the desire of the Board to amend Board Resolution 12-44 to change the composition of the membership of the Marketing Committee.

**NOW THEREFORE, BE IT RESOLVED** that the Trust hereby revises the membership of the Marketing Committee to consist of the Vice-Chairman, the State Department of Environmental Protection's Representative and the State Treasurer's Representative.

Adopted Date: July 14, 2016

Motion Made By: Roger Ellis

Motion Seconded By: Dan Kennedy

Ayes: 5

Nays: 0

Abstentions: 0



**SUMMARY OF ANNOUNCEMENTS:**

Executive Director Zimmer summarized the substantive events and correspondence issued since the last Trust Board meeting.

- On **June 30, 2016**, Executive Director Zimmer and Assistant Director Scangarella attended the Hoboken Southwest Park Ground Breaking ceremony with county and local officials;
- On **June 28, 2016**, Executive Director Zimmer participated in the NAIOP’s Regulatory, Legislative and Legal seminar in Edison, NJ;
- On **June 22, 2016**, Executive Director Zimmer, Assistant Director Scangarella, DEP Bureau Chief Eugene Chebra and staff met with representatives from the US-RDA and officials from Spotswood Borough to discuss project financing;
- On **June 13, 2016**, Chief Budget Officer Hansbury participated at the Brownfields Interagency Working Group meeting at Montclair State University;
- Executive Director Zimmer continues to serve as Co-chair of the Jersey Water Works Finance Committee and co-hosts quarterly meetings;
- Assistant Director Scangarella and the Trust’s I.T. staff continue to meet with the DEP technology and process staffs to further the development of the Financing Program’s H<sub>2</sub>LOans computer system;
- Trust senior staff continue to meet with consultants from CohnReznick to discuss testing of the Trust’s Policies and Procedures; and
- Importantly, the next Board meeting is scheduled for **August 11, 2016** at 10:00 a.m. at the Trust’s offices.

**SUMMARY OF CORRESPONDENCE:**

During the past month, the Trust received or sent the following noteworthy correspondence. Pursuant to the Trust’s Green Initiative, the agenda package does not include copies of the following correspondence. Board members should contact the Trust Secretary if they wish to receive hard copies.

- 5.02 Certificates were sent to the following Program borrowers:

2005	West Orange Twp	S340865-02
2012A	Princeton Twp	S340656-07B

A copy of the announcements are available on the Trust’s webpage (<https://www.njeit.org>) under the recent Board meeting documents section, the announcements will be at the end of the Minutes for each meeting.

**RESOLUTION NO. 16 -**

**RESOLUTION AUTHORIZING APPROVAL OF THE  
JUNE 2016 TREASURER'S REPORT**

**WHEREAS**, the New Jersey Environmental Infrastructure Trust (the "Trust") has reviewed the Treasurer's Report for June 2016; and

**WHEREAS**, the Trust has placed in its files certain correspondence relating to expenses incurred in relation to the Trust.

**NOW THEREFORE, BE IT RESOLVED**, that the Trust hereby accepts the Treasurer's Report for June 2016 and requests that the same be entered into the record.

Adopted Date:

Motion Made By:

Motion Seconded By:

Ayes:

Nays:

Abstentions:

RESOLUTION NO. 16 -

**RESOLUTION  
AUTHORIZING REALLOCATION OF CERTAIN  
DISASTER RELIEF EMERGENCY FINANCING PROGRAM EXPENSES**

**WHEREAS**, the New Jersey Environmental Infrastructure Trust (Trust) is authorized to make and enter all contracts necessary or incidental to the performance of its duties pursuant to N.J.S.A. 58:11B-5(d); and

**WHEREAS**, on August 8, 2013, the Board of Directors of the Trust (Board) authorized the Disaster Relief Emergency Financing Program (a.k.a. "Statewide Infrastructure Loan Program" or "SAIL Program") in Resolution No. 13-47, wherein authorization was given to issue loans to qualified borrowers through the SAIL Program; and

**WHEREAS**, on December 12, 2013, the Board approved Resolution No. 13-66 authorizing the Executive Director to, among other things, execute an agreement with Grant Thornton for engineering consulting services for projects seeking financing through the SAIL Program for costs sought to be reimbursed by FEMA (Contract);

**WHEREAS**, on December 12, 2013, the Board approved Resolution 13-73 authorizing the Executive Director to expend Available Trust Revenues of up to \$2 million per State Fiscal Year in order to fund all or a portion of (i) underwriting fees and costs of issuance incurred by the Trust in connection with the implementation and administration of the SAIL Program, among other things; and

**WHEREAS**, in SFY2016, the Trust has incurred and paid, on behalf of current SAIL Program participants, a total of \$35,847.15 to Grant Thornton through June 30, 2016, pursuant to the Contract for Project Management tasks related to eight (8) SAIL Program projects, in anticipation of allocating and collecting each SAIL Program participant's pro-rata portion of these expenses upon completion of that project; and

**WHEREAS**, it is appropriate, pursuant to Section 3 of Resolution No. 13-73, for the Trust to facilitate the SAIL Program by providing forgiveness of the above incurred administrative expenses that have not as yet been billed to the SAIL Program participants.

**NOW THEREFORE, BE IT RESOLVED**, that the Board directs the Executive Director to account for Contract disbursements to Grant Thornton for SAIL Program Management administration services, which have not yet been billed or allocated by the Trust to SAIL Program participants, as SAIL Program administrative expenses pursuant to Resolution 13-73, subject to the discretion of the Chairman or Vice Chairman of the Trust; and

**BE IT FURTHER RESOLVED**, that the Board directs the Executive Director to account for Contract disbursements to Grant Thornton for SAIL Program Management administration services, which shall be incurred in State Fiscal Year 2017 on behalf of SAIL Program participants in an amount not to exceed \$100,000 as the invoices are reviewed by Trust staff.

Adopted Date:

Motion Made By:

Motion Seconded By:

Ayes:

Nays:

Abstentions:

**RESOLUTION NO. 16 -**

**RESOLUTION AUTHORIZING A ONE-YEAR EXTENSION OF THE  
ORIGINAL CONTRACT FOR ENGINEERING CONSULTING  
SERVICES CONTRACT WITH GRANT THORNTON, LLC**

**WHEREAS**, in Resolution No. 13-47, the Board of Directors (“Board”) of the New Jersey Environmental Infrastructure Trust (“Trust”) authorized the Disaster Relief Emergency Financing Program wherein authorization was given to issue loans to qualified borrowers through the Statewide Assistance Infrastructure Loan Program (SAIL Program); and

**WHEREAS**, the Trust is authorized to procure Engineering Consulting Services pursuant to N.J.S.A. 58:11B-5L; and

**WHEREAS**, pursuant to Trust Resolution No. 13-56, the Board authorized the Executive Director of the Trust to solicit proposals through the Treasury for engineering consulting services for projects seeking financing through SAIL for costs sought to be reimbursed by FEMA; and

**WHEREAS**, the Trust competitively procured consulting engineering services through distribution of a Request for Quote (“RFQ”) to a pool of prequalified contractors in Pool 3 – Integrity Monitoring/Anti-Fraud, and, upon receipt of four (4) proposals that were submitted in response to the RFP, the members of the selection committee independently ranked all four (4) proposals received based on value, price and other factors; and

**WHEREAS**, pursuant to Resolution 13-66, the Board authorized the Chairman or Vice Chairman of the Trust to execute an agreement with the highest ranked firm, Grant Thornton, LLP in accordance with the terms and conditions of form of agreement attached to the RFP; and

**WHEREAS**, on January 8, 2014, an agreement was entered between the Trust and Grant Thornton (“Original Contract”) to provide technical and engineering oversight consulting services for a term ending November 8, 2016; and

**WHEREAS**, the Original Contract approved by the Board pursuant to Resolution 13-66 contains a provision for an extension for up to one-year, subject to Board approval; and

**WHEREAS**, Grant Thornton provides essential functions in the review of projects in the SAIL Program evaluating project costs, engineering design, project construction and requisitions for compliance with applicable FEMA eligibility standards; and

**WHEREAS**, it is the desire of the Board to exercise the one-year option for renewal of its Original Contract with Grant Thornton as outlined in the Original Contract as the Board deems the continuation of utilizing Grant Thornton's services, for review of SAIL Program projects, to be appropriate.

**NOW THEREFORE, BE IT RESOLVED**, the Board hereby approves and authorizes the renewal of the Trust's Original Contract with Grant Thornton for an additional term of one-year, terminating on November 8, 2017, pursuant to the terms and conditions set forth in the original agreement; and

**BE IT FURTHER RESOLVED THAT** the Vice Chairman of the Trust is hereby authorized to execute a letter agreement with Grant Thornton substantially under the terms and conditions of the Original Contract. The terms and conditions of the amended agreement shall include, but not be limited to:

- a. the provision of services as outlined in the Trust's RFP distributed on November 4, 2013, the RFP Addendum dated November 13, 2013, and the proposal submitted by Grant Thornton dated November 19, 2013; and
- b. the payment of all fees for all services as detailed in the November 19, 2013 submittal; and
- c. the term of the contract shall be for a period of one-year, terminating on November 8, 2017, with no option for further renewal; and
- d. such other terms and conditions as may be contemplated by the RFP and the materials enclosed therewith as deemed necessary and appropriate by the Vice Chairman of the Trust.

Adopted Date:

Motion Made By:

Motion Seconded By:

Ayes:

Nays:

Abstentions:

**RESOLUTION NO. 16 -**

**RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST  
AUTHORIZING PASSAIC VALLEY SEWERAGE COMMISSION  
STATE FISCAL YEAR 2017 CONSTRUCTION LOAN**

**WHEREAS**, the New Jersey Environmental Infrastructure Trust (Trust), in accordance with (i) the “New Jersey Environmental Infrastructure Trust Act”, constituting Chapter 334 of the Pamphlet Laws of 1985 of the State of New Jersey (codified at N.J.S.A. 58:11B-1 *et seq.*), as the same may from time to time be amended and supplemented (Act), and (ii) the regulations promulgated pursuant to the Act (N.J.A.C. 7:22-2.1 *et seq.*), as the same may from time to time be amended and supplemented (Regulations), is authorized, pursuant to an interim financing program (Construction Financing Program), to make loans (Construction Loan) for terms not to exceed three full state fiscal years to eligible project sponsors (Borrower) for the purpose of financing the allowable costs of environmental infrastructure projects, provided that each such Construction Loan satisfies the requirements of the Regulations, including, without limitation, N.J.A.C. 7:22-4.47; and

**WHEREAS**, pursuant to the provisions of N.J.A.C. 7:22-4.47, a proposed project sponsor is eligible to be a Borrower for a Construction Loan pursuant to the Construction Financing Program, provided all of the following conditions are satisfied in full: (i) the project is listed on the project priority list developed in accordance with N.J.A.C. 7:22-4.8(a) for funding in the forthcoming State Fiscal Year that has been submitted to the State Legislature pursuant to N.J.S.A. 58:11B-20; (ii) the proposed project sponsor has submitted a complete application for the project in accordance with N.J.A.C. 7:22-4.11; (iii) the project has been certified for funding by the Trust in accordance with N.J.A.C. 7:22-4.13; (iv) the project is in the fundable range in the forthcoming funding cycle given the project's rank and the anticipated availability of Department of Environmental Protection (Department) and Trust monies; and (v) the proposed project sponsor has not previously received a Construction Loan through the Construction Financing Program for the same project scope; and

**WHEREAS**, the Board of Directors of the Trust (Board) duly adopted Resolution No. 16-22 on May 12, 2016 entitled “Amended and Restated Resolution Authorizing Various Short-Term Financing Programs for State Fiscal Year 2017” (Authorizing Resolution) in order to provide funding for the implementation of various short-term loan programs during State Fiscal Year 2017 including the Construction Financing Program (SFY2017 Construction Loan Program); and

**WHEREAS**, pursuant to the terms of the Authorizing Resolution, the Authorized Officers (as defined therein) are each severally authorized, after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State, to approve the participation of a Borrower in the SFY2017 Construction Loan Program, provided that such Borrower qualifies for such participation pursuant to the provisions of the Act and the Regulations and the terms of the Trust Authorizing Resolution; and

**WHEREAS**, pursuant to Section 4 of the Trust Authorizing Resolution, any Construction Loan approved by the Authorized Officers, following the requisite consultations, and made by the Trust to a Borrower as part of the SFY2017 Construction Loan Program shall not exceed \$10,000,000 in principal amount, subject to further official action in the form of the adoption of a resolution by the Board; and

**WHEREAS**, the Passaic Valley Sewerage Commission (PVSC) has requested from the Trust a loan from the SFY2017 Construction Loan Program, in anticipation of a long-term loan from each of the Trust and the New Jersey Department of Environmental Protection (Department) as part of the SFY2017 New Jersey Environmental Infrastructure Financing Program (NJEIFP), for the purpose of completing an environmental infrastructure project to be constructed in Newark and designated by the Department as Project # S340689-38 (PVSC Project); and

**WHEREAS**, pursuant to the construction schedules with respect to the PVSC Project, a construction loan not to exceed three full fiscal years will be made available for the PVSC Project for construction, all or a portion of which will be completed prior to PVSC's receipt of The Trust and Department long-term NJEIFP loans, thereby resulting in a request by PVSC for a Construction Loan from the SFY2017 Construction Loan Program in an amount not to exceed \$19,500,000; and

**WHEREAS**, with respect to the limitation established in Section 4 of the Authorizing Resolution providing that any Construction Loan approved by the Authorized Officers, following the requisite consultations, and made by the Trust to a Borrower as part of the SFY2017 Construction Loan Program shall not exceed \$10,000,000 in principal amount, subject to further official action in the form of the adoption of a resolution by the Board, the Trust now desires, given the facts and circumstances set forth in the recitals hereto, to create as an exception to such limitation an Interim Loan, as part of the SFY2017 Construction Loan Program, to the aforementioned project sponsors in amounts not to exceed \$19,500,000 for the purpose of completing the PVSC Project; and

**WHEREAS**, it is the desire of the Trust that, other than the exception to Section 4 of the Authorizing Resolution described in the immediately preceding recital, each project sponsor shall comply with (i) all other requirements of the Authorizing Resolution, (ii) all applicable requirements of the Act, and (iii) all applicable requirements of the Regulations.

**NOW THEREFORE, BE IT RESOLVED** by the Board of Directors of the New Jersey Environmental Infrastructure Trust, as follows:

**Section 1.** Notwithstanding the limitation established in Section 4 of the Authorizing Resolution providing that a Loan approved by the Authorized Officers, following the requisite consultations, and made by the Trust to a Borrower as part of the SFY2017 Construction Loan Program shall not exceed \$10,000,000 in principal amount, the Board, given the facts and circumstances set forth in the recitals hereto, hereby authorizes, as an exception to such limitations established in Section 4 of the Authorizing Resolution, a Construction Loan, as part of



the SFY2017 Construction Loan Program, to PVSC in an amount not to exceed \$19,500,000 for the purpose of completing the following PVSC Project.

<b>Project Sponsor</b>	<b>Project #</b>	<b>Description</b>	<b>Total Authorized Loan Amount</b>
Passaic Valley Sewerage Commission	S340689-38	Concrete rehabilitation and protective coating of the final clarifiers at the PVSC treatment facility	\$19,500,000

**Section 2.** Other than the exception created by the provisions of Section 1 of this Resolution, the Construction Loan made to the aforementioned project sponsor as part of the SFY2017 Construction Loan Program shall comply fully with (i) each of the terms, provisions and conditions precedent set forth in the Authorizing Resolution, (ii) all applicable requirements of the Act, and (iii) all applicable requirements of the Regulations.

Adopted Date:

Motion Made By:

Motion Seconded By:

Ayes:

Nays:

Abstentions:

RESOLUTION NO. 16 -

**AMENDED AND RESTATED RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST (I) CERTIFYING CERTAIN PROJECTS OF THE PASSAIC VALLEY SEWERAGE COMMISSIONERS FOR FINANCING THROUGH THE DISASTER RELIEF EMERGENCY FINANCING PROGRAM, (II) MAKING CERTAIN DETERMINATIONS WITH RESPECT TO RELIEF LOANS TO THE PASSAIC VALLEY SEWERAGE COMMISSIONERS, AND (III) AUTHORIZING OTHER NECESSARY AND INCIDENTAL ACTIONS IN CONNECTION THEREWITH**

**WHEREAS**, the New Jersey Environmental Infrastructure Trust (the “Trust”), pursuant to and in accordance with the “New Jersey Environmental Infrastructure Trust Act”, constituting Chapter 334 of the Pamphlet Laws of 1985 of the State of New Jersey (the “State”) (codified at N.J.S.A. 58:11B-1 *et seq.*), as the same has been, and in the future may from time to time be, amended and supplemented (the “Act”), is authorized, pursuant to a Disaster Relief Emergency Financing Program, also known as the “Statewide Assistance Infrastructure Loan Program” or “SAIL”, to make loans (each, a “Relief Loan”) to eligible project sponsors (each, a “Borrower”) for the purpose of financing the allowable costs of eligible environmental infrastructure projects (each, a “Project”), provided that each such Relief Loan made by the Trust to a Borrower and each such Project satisfies the requirements of the Act; and

**WHEREAS**, the Board of Directors of the Trust (the “Board”) established the terms, requirements and parameters of SAIL pursuant to Resolution No. 13-73, duly adopted by the Board on December 12, 2013 and entitled “Second Amended and Restated Resolution of the New Jersey Environmental Infrastructure Trust Authorizing the Disaster Relief Emergency Financing Program” (the “SAIL Program Resolution”; a copy of which is attached hereto as Exhibit A; capitalized terms used and not otherwise defined herein shall have the respective meanings ascribed thereto in the SAIL Program Resolution); and

**WHEREAS**, the SAIL Program Resolution set forth the Relief Funding Eligibility Conditions that must be satisfied prior to the making of a Relief Loan by the Trust to a Borrower for a Project, which Relief Funding Eligibility Conditions include, without limitation, the certification of the Project by the Board; and

**WHEREAS**, the Passaic Valley Sewerage Commissioners (“PVSC”), is a public body corporate and politic with corporate succession duly created and validly existing pursuant to N.J.S.A. 58:14-1 *et seq.*, as amended and supplemented; and

**WHEREAS**, with respect to each of the PVSC projects that are identified in the Project Priority List set forth in the Trust’s State Fiscal Year 2017 May Report (specifically, projects numbered S340689-23, 25, 30, 33, 37, 40, 41, 42, and 43) (collectively, the “PVSC Projects”), PVSC has applied to the Trust for financing through SAIL for (i) approximately ten percent (10%) of the total project cost thereof (with the aggregate total project costs estimated to equal \$508,000,000), with such ten percent (10%) of each total project cost relating to the “match” that is required by FEMA to be contributed by a FEMA grant recipient to the cost of a given project

(the “Local Share Costs”), and (ii) any additional non-FEMA eligible costs that are otherwise allowable and eligible under the SAIL Program (the “Non-FEMA Eligible Costs”); and

**WHEREAS**, the Trust desires to certify the PVSC Projects for financing through SAIL pursuant to the provisions of the Act and the SAIL Program Resolution, subject to the receipt by the Trust of the certification thereof by the Commissioner of the NJDEP; and

**WHEREAS**, the Trust desires to extend Relief Loans to PVSC (each a “PVSC Relief Loan”) in an aggregate principal amount not to exceed \$50,800,000 for the purpose of financing the Local Share Costs of the PVSC Projects, provided, however, that such aggregate principal amount may be increased by an amount that shall not exceed \$10,000,000 for each PVSC Project that is the subject of a PVSC Relief Loan to the extent that (i) Non-FEMA Eligible Costs are incurred by PVSC in connection with a given PVSC Project and (ii) such Non-FEMA Eligible Costs relating to such PVSC Project are eligible for funding under the SAIL Program; and

**WHEREAS**, the terms and conditions of the PVSC Relief Loans shall be as set forth in the Memorandum of Agreement, dated July 20, 2016 (“MOA”; a copy of which is attached hereto as Exhibit B), by and between the Trust and PVSC, and it is the desire of the Board to ratify the MOA and the terms and provisions thereof; and

**WHEREAS**, the Board adopted Resolution No. 14-08 on February 20, 2014 (the “Original PVSC Authorizing Resolution”; a copy of which is attached hereto as Exhibit C), which PVSC Authorizing Resolution certified certain PVSC projects for funding through SAIL and approved certain structural features relating to Relief Loans to PVSC, in the context of SAIL parameters established by the SAIL Program Resolution; and

**WHEREAS**, it is the desire of the Board to amend and restate in its entirety the Original PVSC Authorizing Resolution (i) to address certain changed facts and circumstances relating to PVSC and the PVSC Projects, and (ii) to ensure that SAIL and the PVSC Relief Loans effectively respond to the unique applicant needs that are presented by PVSC, in the context of SAIL parameters established by the SAIL Program Resolution.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the New Jersey Environmental Infrastructure Trust, as follows:

**Section 1.** The Board hereby amends and restates the Original PVSC Authorizing Resolution in its entirety pursuant to the terms and provisions hereof.

**Section 2.** The MOA, and the terms and provisions thereof in the form attached hereto as Exhibit B, are hereby ratified and approved by the Board for the purpose of authorizing the PVSC Relief Loans to PVSC pursuant to the terms hereof.

**Section 3.** Subject to the prior receipt by the Trust of the certification thereof by the Commissioner of the NJDEP, the Board hereby certifies the PVSC Projects for financing pursuant to SAIL in accordance with the provisions of the Act, the SAIL Program Resolution and this Amended and Restated Resolution (including the terms of the MOA approved hereby).

**Section 4.** The Board hereby authorizes and approves the PVSC Relief Loans by the Trust to PVSC for the purpose of financing the PVSC Projects, pursuant to and in accordance with the terms and provisions of the Act, the SAIL Program Resolution and this Amended and Restated Resolution (including the terms of the MOA approved hereby), including, without limitation, the provisions of the SAIL Program Resolution relating to the prior satisfaction in full by PVSC of the Relief Funding Eligibility Conditions. The Board hereby further determines that the PVSC Relief Loans shall be made (via one or more loans) by the Trust to PVSC in an aggregate principal amount that shall not exceed \$50,800,000 for the purpose of financing the Local Share Costs of the PVSC Projects, provided, however, that such aggregate principal amount may be increased by an amount that shall not exceed \$10,000,000 for each PVSC Project that is the subject of a PVSC Relief Loan to the extent that (i) Non-FEMA Eligible Costs are incurred by PVSC in connection with a given PVSC Project, and (ii) such Non-FEMA Eligible Costs relating to such PVSC Project are eligible for financing under the SAIL Program .

**Section 5.** The Board hereby determines that, notwithstanding any provision of the SAIL Program Resolution to the contrary, (i) one hundred percent (100%) of the aggregate principal amount of the PVSC Relief Loans shall be financed with monies received by the Trust pursuant to the Appropriation, and (ii) each PVSC Relief Loan shall bear interest at the rate that has been established by the Board, as of the date of closing with respect to such PVSC Relief Loan, for the short term financing programs of the Trust.

**Section 6.** Any Authorized Officer is hereby authorized and directed to execute such documents and to take such other actions that such Authorized Officer, in his respective sole discretion after consultation with the Professional Advisors, deems necessary, convenient or desirable to effect the transactions contemplated hereby.

**Section 7.** This Amended and Restated Resolution shall take effect immediately, subject to the provisions of the Act.

Adopted Date:

Motion Made By:

Motion Seconded By:

Ayes:

Nays:

Abstentions:

**Agenda Item 9**

**RESOLUTION NO. 16 -**

**EXECUTIVE SESSION**

BE IT HEREBY RESOLVED, That pursuant to N.J.S.A. 10:4-12 and N.J.S.A. 10:4-13, the members of the New Jersey Environmental Infrastructure Trust (the "Trust") hold an executive session regarding contract negotiations, personnel matters and advice from counsel.

BE IT FURTHER RESOLVED, That it is expected that discussions undertaken at this executive session will be made public once a final position is adopted by the Trust regarding such actions.

Adopted Date:

Motion Made By:

Motion Seconded By:

Ayes:

Nays:

Abstentions: