

RESOLUTION NO. 10-17

RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST RELATING TO CERTAIN ACTION TO BE TAKEN BY THE TRUST IN ORDER TO AUTHORIZE THE DISSOLUTION OF THE DELRAN SEWERAGE AUTHORITY AND THE ASSIGNMENT OF THE DUTIES AND OBLIGATIONS THEREOF TO THE TOWNSHIP OF DELRAN

WHEREAS, the New Jersey Environmental Infrastructure Trust (formerly known as the New Jersey Wastewater Treatment Trust) (the “Trust”), a public body corporate and politic under the laws of the State of New Jersey (the “State”), is organized and existing pursuant to the New Jersey Environmental Infrastructure Trust Act, constituting Chapter 334 of the Pamphlet Laws of 1985 of the State (codified at N.J.S.A. 58:11B-1 *et seq.*), as the same has been, and in the future may be, amended and supplemented from time to time (the “Act”); and

WHEREAS, pursuant to Sections 5(m) and 9(a) of the Act, the Trust is authorized (i) to make and contract to make loans (the “Trust Loans”) to certain borrowers (the “Borrowers”) to finance a portion of the cost of environmental infrastructure projects (the “Projects”) and (ii) to acquire and contract to acquire notes, bonds or other obligations issued or to be issued by the Borrowers to evidence and secure the Trust Loans, all in accordance with the provisions of the Act; and

WHEREAS, prior to the date hereof, the Trust entered into that certain “Loan Agreement, by and between the New Jersey Environmental Infrastructure Trust and Delran Sewerage Authority,” dated as of November 1, 1992 (the “1992 Authority Trust Loan Agreement”); and

WHEREAS, prior to the date hereof, the Trust entered into that certain “Loan Agreement, by and between the New Jersey Environmental Infrastructure Trust and Delran Sewerage Authority,” dated as of November 1, 1993 (the “1993 Authority Trust Loan Agreement”; the 1992 Authority Trust Loan Agreement and the 1993 Authority Trust Loan Agreement shall be referred to collectively herein as the “Authority Trust Loan Agreements”); and

WHEREAS, pursuant to Section 6(a) of the Act, the Trust may from time to time issue bonds, notes or other obligations in any principal amount as in the judgment of the Trust shall be necessary to provide sufficient funds for any of its corporate purposes, all in accordance with the provisions of the Act; and

WHEREAS, pursuant to Section 6(c) of the Act, bonds, notes or other obligations of the Trust shall be authorized by a resolution of the Trust; and

WHEREAS, the Trust adopted its “Wastewater Treatment Insured Bond Resolution, Series 1992B” on October 29, 1992 (the “Original 1992 Bond Resolution”), authorizing the issuance of its \$30,670,000 original aggregate principal amount of “Wastewater Treatment Insured Bonds, Series 1992B” (the “Series 1992B Bonds”), for the purpose of funding certain Trust Loans to those Borrowers set forth in Schedule I attached to the Original 1992 Bond Resolution, including, without limitation, a Trust Loan to Delran Sewerage Authority (the “Authority”), made, pursuant to the terms of the 1992 Authority Trust Loan Agreement, in the original aggregate principal amount of \$5,965,000 (the “1992 Authority Trust Loan”), for the purpose of financing a portion of the cost of the Authority’s Project (the “1992 Authority Project”), as more fully described in the 1992 Authority Trust Loan Agreement; and

WHEREAS, on April 30, 1998, the Trust issued its “Wastewater Treatment Insured Refunding Bonds, Series 1998E (1992B Financing Program)” (the “Series 1998E Refunding Bonds”; the Series 1992B Bonds and the Series 1998E Refunding Bonds shall be referred to collectively herein as the “1992 Bonds”), in the original aggregate principal amount of \$14,610,000, pursuant to the terms and provisions of the Original 1992 Bond Resolution, as supplemented by a resolution of the Trust adopted on March 10, 1998 and entitled “Supplemental Bond Resolution Authorizing the Issuance of Wastewater Treatment Insured Refunding Bonds, Series 1998E (1992B Financing Program) of the New Jersey Environmental Infrastructure Trust” (the “1998E Supplemental Bond Resolution”; the Original 1992 Bond Resolution as supplemented by the 1998E Supplemental Bond Resolution shall be referred to herein as the “1992 Bond Resolution”), for the purpose of refunding a portion of the Series 1992B Bonds; and

WHEREAS, the Trust adopted its “Wastewater Treatment Insured Bond Resolution, Series 1993” on October 21, 1993 (the “Original 1993 Bond Resolution”), authorizing the issuance of its \$64,285,000 original aggregate principal amount of “Wastewater Treatment Insured Bonds, Series 1993” (the “Series 1993 Bonds”), for the purpose of funding certain Trust Loans to those Borrowers set forth in Schedule I attached to the Original 1993 Bond Resolution, including, without limitation, a Trust Loan to the Authority, made, pursuant to the terms of the 1993 Authority Trust Loan Agreement, in the original aggregate principal amount of \$1,485,000 (the “1993 Authority Trust Loan”, the 1992 Authority Trust Loan and the 1993 Authority Trust Loan shall be referred to collectively herein as the “Authority Trust Loans”), for the purpose of financing a portion of the cost of the Authority’s Project (the “1993 Authority Project”; the 1992 Authority Project and the 1993 Authority Project shall be referred to collectively herein as the “Authority Projects”), as more fully described in the 1993 Authority Trust Loan Agreement; and

WHEREAS, on May 7, 2003, the Trust issued its “Wastewater Treatment Insured Refunding Bonds, Series 2003 (1993 Financing Program)” (the “Series 2003 Refunding Bonds”; the Series 1993 Bonds and the Series 2003 Refunding Bonds shall be referred to collectively herein as the “1993 Bonds”), in the original aggregate principal amount of \$39,655,000, pursuant to the terms and provisions of the Original 1993 Bond Resolution, as supplemented by a resolution of the Trust adopted on March 27, 2003 and entitled “Supplemental Bond Resolution Authorizing the Issuance of Wastewater Treatment Insured Refunding Bonds, Series 2003 (1993 Financing Program) of the New Jersey Environmental Infrastructure Trust” (the “2003 Supplemental Bond Resolution”; the Original 1993 Bond Resolution as supplemented by the

2003 Supplemental Bond Resolution shall be referred to herein as the “1993 Bond Resolution”), for the purpose of refunding a portion of the Series 1993 Bonds; and

WHEREAS, in order to facilitate repayment by the Borrowers of (i) their respective Trust Loans, as well as (ii) their respective companion loans made to the Borrowers by the State, acting by and through the New Jersey Department of Environmental Protection, for the purpose of financing a portion of the costs of their respective Projects (the “Fund Loans”), the Trust and the State have agreed that each Borrower may make one combined repayment of its respective Trust Loan and Fund Loan on the required repayment dates pursuant to the terms of, respectively, (i) the “Loan Servicing Agreement for Wastewater Treatment Insured Bonds, Series 1992B, by and among New Jersey Wastewater Treatment Trust, the State of New Jersey, acting by and through the Treasurer of the State of New Jersey, on behalf of the New Jersey Department of Environmental Protection, and New Jersey National Bank, as Loan Servicer,” dated as of November 1, 1992 (the “1992 Loan Servicing Agreement”), and (ii) the “Loan Servicing Agreement for Wastewater Treatment Insured Bonds, Series 1993, by and among New Jersey Wastewater Treatment Trust, the State of New Jersey, acting by and through the Treasurer of the State of New Jersey, on behalf of the New Jersey Department of Environmental Protection, and New Jersey National Bank, as Loan Servicer,” dated as of November 1, 1993 (the “1993 Loan Servicing Agreement”); and

WHEREAS, the Township of Delran (the “Township”) has determined, pursuant to the provisions of Section 20 of the Local Authorities Fiscal Control Law, constituting Chapter 313 of the Pamphlet Laws of 1983 of the State (codified at N.J.S.A. 40A:5A-1 *et seq.*), and the acts amendatory thereof and supplemental thereto, to dissolve the Authority; and

WHEREAS, the Township, as part of the dissolution of the Authority, has determined to assume responsibility for (i) the payment of all creditors and obligees of the Authority, (ii) all services provided by the Authority and deemed necessary for the health, safety and welfare of the recipients of such services, and (iii) the payment of the bonds or notes of the Authority previously issued and outstanding, including, without limitation, (a) the Borrower Bond (as defined in the 1992 Authority Trust Loan Agreement) (the “1992 Borrower Bond”) and (b) the Borrower Bond (as defined in the 1993 Authority Trust Loan Agreement) (the “1993 Borrower Bond”); the 1992 Borrower Bond and the 1993 Borrower Bond shall be referred to collectively herein as the “Borrower Bonds”); and

WHEREAS, in connection with the actions described in clause (iii) of the immediately preceding recital, the Township will issue (i) its general obligation bond (the “1992 Township Borrower Bond”) to the Trust, in exchange for the 1992 Borrower Bond, to evidence and secure the repayment obligations relating to the 1992 Authority Trust Loan, and (ii) its general obligation bond (the “1993 Township Borrower Bond”); the 1992 Township Borrower Bond and the 1993 Township Borrower Bond shall be referred to collectively herein as the “Township Borrower Bonds”) to the Trust, in exchange for the 1993 Borrower Bond, to evidence and secure the repayment obligations relating to the 1993 Authority Trust Loan; and

WHEREAS, pursuant to Section 4.02 of the 1992 Authority Trust Loan Agreement, neither the 1992 Authority Trust Loan Agreement nor the 1992 Borrower Bond may be assigned or assumed by the Authority for any reason, unless (i) the Trust and U.S. Bank National Association, Morristown, New Jersey (successor to First Fidelity Bank, National Association), as trustee pursuant to the 1992 Bond Resolution (the “1992 Trustee”), shall have approved said assignment or assumption in writing, (ii) the Township, as assignee, shall have expressly assumed in writing the full and faithful observance and performance of the Authority’s duties, covenants, agreements and obligations under the 1992 Authority Trust Loan Agreement and, to the extent permitted under applicable law, the 1992 Borrower Bond, (iii) immediately after such assignment or assumption, the Township, as assignee, shall not be in default in the performance or observance of any duties, covenants, obligations or agreements of the Authority under the 1992 Authority Trust Loan Agreement or the 1992 Borrower Bond, and (iv) the Trust shall have received an opinion of Bond Counsel (as defined in the 1992 Bond Resolution) to the effect that such assignment or assumption will not adversely affect the exclusion of interest on the 1992 Bonds from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Internal Revenue Code of 1986, as amended (the “Code”); and

WHEREAS, pursuant to Section 4.02 of the 1993 Authority Trust Loan Agreement, neither the 1993 Authority Trust Loan Agreement nor the 1993 Borrower Bond may be assigned or assumed by the Authority for any reason, unless (i) the Trust and U.S. Bank National Association, Morristown, New Jersey (successor to First Fidelity Bank, National Association), as trustee pursuant to the 1993 Bond Resolution (the “1993 Trustee”), shall have approved said assignment or assumption in writing, (ii) the Township, as assignee, shall have expressly assumed in writing the full and faithful observance and performance of the Authority’s duties, covenants, agreements and obligations under the 1993 Authority Trust Loan Agreement and, to the extent permitted under applicable law, the 1993 Borrower Bond, (iii) immediately after such assignment or assumption, the Township, as assignee, shall not be in default in the performance or observance of any duties, covenants, obligations or agreements of the Authority under the 1993 Authority Trust Loan Agreement or the 1993 Borrower Bond, and (iv) the Trust shall have received an opinion of Bond Counsel (as defined in the 1993 Bond Resolution) to the effect that such assignment or assumption will not adversely affect the exclusion of interest on the 1993 Bonds from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Code; and

WHEREAS, pursuant to Section 2.02(e) of the 1992 Authority Trust Loan Agreement, the Authority shall not sell, lease, abandon or otherwise dispose of all or substantially all of its Wastewater Treatment System except on ninety (90) days’ prior written notice to the Trust and, in any event, shall not so sell, lease, abandon or otherwise dispose of the same unless (i) the Authority shall in accordance with Section 4.02 of the 1992 Authority Trust Loan Agreement assign or assume the 1992 Authority Trust Loan Agreement and the 1992 Borrower Bond and its rights and interests thereunder to the purchaser or lessee of the Wastewater Treatment System and such purchaser or lessee shall assume all duties, covenants, obligations and agreements of the Authority under the 1992 Authority Trust Loan Agreement and the 1992 Borrower Bond, and (ii) the Trust shall by appropriate action determine, in the reasonable exercise of its sole discretion, that such sale, lease, abandonment or other disposition will not adversely affect the Trust’s ability to meet its duties, covenants, obligations and agreements under the 1992 Bond Resolution, and will not adversely affect the value of the 1992 Authority Trust Loan Agreement

or the 1992 Borrower Bond as security for the payment of the 1992 Bonds and interest thereon or adversely affect the excludability from gross income for Federal income tax purposes of interest on the 1992 Bonds then outstanding or which could be issued in the future; and

WHEREAS, pursuant to Section 2.02(e) of the 1993 Authority Trust Loan Agreement, the Authority shall not sell, lease, abandon or otherwise dispose of all or substantially all of its Wastewater Treatment System except on ninety (90) days' prior written notice to the Trust and, in any event, shall not so sell, lease, abandon or otherwise dispose of the same unless (i) the Authority shall in accordance with Section 4.02 of the 1993 Authority Trust Loan Agreement assign or assume the 1993 Authority Trust Loan Agreement and the 1993 Borrower Bond and its rights and interests thereunder to the purchaser or lessee of the Wastewater Treatment System and such purchaser or lessee shall assume all duties, covenants, obligations and agreements of the Authority under the 1993 Authority Trust Loan Agreement and the 1993 Borrower Bond, and (ii) the Trust shall by appropriate action determine, in the reasonable exercise of its sole discretion, that such sale, lease, abandonment or other disposition will not adversely affect the Trust's ability to meet its duties, covenants, obligations and agreements under the 1993 Bond Resolution, and will not adversely affect the value of the 1993 Authority Trust Loan Agreement or the 1993 Borrower Bond as security for the payment of the 1993 Bonds and interest thereon or adversely affect the excludability from gross income for Federal income tax purposes of interest on the 1993 Bonds then outstanding or which could be issued in the future; and

WHEREAS, pursuant to Section 6.04 of the 1992 Authority Trust Loan Agreement, the 1992 Authority Trust Loan Agreement may not be amended, supplemented or modified without the prior written consent of the Trust and the Authority and without the satisfaction of all conditions set forth in Section 11.12 of the 1992 Bond Resolution; and

WHEREAS, pursuant to Section 6.04 of the 1993 Authority Trust Loan Agreement, the 1993 Authority Trust Loan Agreement may not be amended, supplemented or modified without the prior written consent of the Trust and the Authority and without the satisfaction of all conditions set forth in Section 11.12 of the 1993 Bond Resolution; and

WHEREAS, pursuant to Section 11.12 of the 1992 Bond Resolution, the Trust shall not supplement, amend, modify or terminate the 1992 Authority Trust Loan Agreement, or consent to any such supplement, amendment, modification or termination, without the written consent of the 1992 Trustee, which consent shall not be unreasonably withheld and shall be granted only if (i) in the opinion of the 1992 Trustee, after such supplement, amendment, modification or termination is effective, such 1992 Authority Trust Loan Agreement shall continue to meet the requirements of Article VI of the 1992 Bond Resolution and (ii) the 1992 Trustee first obtains an opinion of Bond Counsel to the effect that such supplement, amendment, modification or termination will not adversely affect the exclusion of interest on the 1992 Bonds from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Code; and

WHEREAS, pursuant to Section 11.12 of the 1993 Bond Resolution, the Trust shall not supplement, amend, modify or terminate the 1993 Authority Trust Loan Agreement, or consent to any such supplement, amendment, modification or termination, without the written consent of the 1993 Trustee, which consent shall not be unreasonably withheld and shall be granted only if (i) in the opinion of the 1993 Trustee, after such supplement, amendment, modification or

termination is effective, such 1993 Authority Trust Loan Agreement shall continue to meet the requirements of Article VI of the 1993 Bond Resolution and (ii) the 1993 Trustee first obtains an opinion of Bond Counsel to the effect that such supplement, amendment, modification or termination will not adversely affect the exclusion of interest on the 1993 Bonds from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Code.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST (the “Board”), as follows:

Section 1. (a) Pursuant to the requirements of Section 4.02(i) of the 1992 Authority Trust Loan Agreement, the Board hereby consents to, and approves of, the assignment of the duties and obligations of the Authority, pursuant to the 1992 Authority Trust Loan Agreement, to the Township, and the assumption by the Township of the obligations of the Authority pursuant to the 1992 Borrower Bond, which shall be evidenced by the issuance and delivery by the Township of the 1992 Township Borrower Bond, all pursuant to the “Assignment and Assumption Agreement (1992) among the New Jersey Environmental Infrastructure Trust, the Township of Delran, in the County of Burlington, New Jersey, and The Delran Sewerage Authority” (the “1992 Assignment Agreement”), in substantially the form attached hereto as Exhibit A and made a part hereof, and the Board hereby authorizes and directs the execution and delivery of the 1992 Assignment Agreement by the Chairman, the Vice Chairman, the Executive Director or the Acting Executive Director of the Trust, acting as an authorized officer on behalf of the Trust (each an “Authorized Officer”), and the attestation thereof by the Secretary of the Trust or the Assistant Secretary of the Trust (the “Secretary”), who also shall apply the seal of the Trust thereto, such approval being subject to the prior authorization and execution of the 1992 Assignment Agreement by each of the Township and the Authority.

(b) Pursuant to the requirements of Section 4.02(i) of the 1993 Authority Trust Loan Agreement, the Board hereby consents to, and approves of, the assignment of the duties and obligations of the Authority, pursuant to the 1993 Authority Trust Loan Agreement, to the Township, and the assumption by the Township of the obligations of the Authority pursuant to the 1993 Borrower Bond, which shall be evidenced by the issuance and delivery by the Township of the 1993 Township Borrower Bond, all pursuant to the “Assignment and Assumption Agreement (1993) among the New Jersey Environmental Infrastructure Trust, the Township of Delran, in the County of Burlington, New Jersey, and The Delran Sewerage Authority” (the “1993 Assignment Agreement”; the 1992 Assignment Agreement and the 1993 Assignment Agreement shall be referred to collectively herein as the “Assignment Agreements”), in substantially the form attached hereto as Exhibit A and made a part hereof, and the Board hereby authorizes and directs the execution and delivery of the 1993 Assignment Agreement by an Authorized Officer, and the attestation thereof by the Secretary, who also shall apply the seal of the Trust thereto, such approval being subject to the prior authorization and execution of the 1993 Assignment Agreement by each of the Township and the Authority.

Section 2. (a) Pursuant to the requirements of Section 4.02(i) of the 1992 Authority Trust Loan Agreement, the Board hereby authorizes and directs the Authorized Officer to seek from the 1992 Trustee written approval of the assignment of the duties and obligations of the Authority, pursuant to the 1992 Authority Trust Loan Agreement, to the Township, and the

assumption by the Township of the obligations of the Authority pursuant to the 1992 Borrower Bond, which shall be evidenced by the issuance and delivery by the Township of the 1992 Township Borrower Bond, all pursuant to the 1992 Assignment Agreement.

(b) Pursuant to the requirements of Section 4.02(i) of the 1993 Authority Trust Loan Agreement, the Board hereby authorizes and directs the Authorized Officer to seek from the 1993 Trustee written approval of the assignment of the duties and obligations of the Authority, pursuant to the 1993 Authority Trust Loan Agreement, to the Township, and the assumption by the Township of the obligations of the Authority pursuant to the 1993 Borrower Bond, which shall be evidenced by the issuance and delivery by the Township of the 1993 Township Borrower Bond, all pursuant to the 1993 Assignment Agreement.

Section 3. (a) Pursuant to the requirements of Section 4.02(iv) of the 1992 Authority Trust Loan Agreement, the Board hereby authorizes and directs the Authorized Officer to obtain the written opinion of Bond Counsel, which opinion shall state that the assignment and assumption, pursuant to the 1992 Assignment Agreement, described in Section 1 hereof will not adversely affect the exclusion of interest on the 1992 Bonds from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Code.

(b) Pursuant to the requirements of Section 4.02(iv) of the 1993 Authority Trust Loan Agreement, the Board hereby authorizes and directs the Authorized Officer to obtain the written opinion of Bond Counsel, which opinion shall state that the assignment and assumption, pursuant to the 1993 Assignment Agreement, described in Section 1 hereof will not adversely affect the exclusion of interest on the 1993 Bonds from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Code.

Section 4. Pursuant to the requirements of Section 2.02(e) of each of the Authority Trust Loan Agreements, the Board hereby acknowledges receipt of written evidence of the desire and intent to assign to the Township the Wastewater Treatment System.

Section 5: (a) Pursuant to the requirements of Section 11.12 of the 1992 Bond Resolution, the Board hereby authorizes and directs the Authorized Officer to obtain from the Trustee written consent to the amendment supplementing and amending the 1992 Authority Trust Loan Agreement (“Amendment No. 1 to 1992 Trust Loan Agreement”) to effect the transactions contemplated hereby.

(b) Pursuant to the requirements of Section 11.12 of the 1993 Bond Resolution, the Board hereby authorizes and directs the Authorized Officer to obtain from the Trustee written consent to the amendment supplementing and amending the 1993 Authority Trust Loan Agreement (“Amendment No. 1 to 1993 Trust Loan Agreement”; the Amendment No. 1 to 1992 Trust Loan Agreement and the Amendment No. 1 to 1993 Trust Loan Agreement shall be referred to collectively herein as the “Amendments No. 1 to Trust Loan Agreement”) to effect the transactions contemplated hereby.

Section 6. (a) Pursuant to the requirements of Section 6.04 of the 1992 Authority Trust Loan Agreement, the Board hereby consents to Amendment No. 1 to 1992 Trust Loan Agreement, substantially in the form attached hereto as Exhibit D to Exhibit A and made a part

hereof, such consent by the Board being subject to receipt by the Trust of the consent of the Trustee described in Section 5(a) hereof. The Board, subject to receipt by the Trust of the consent described in Section 5(a) hereof, further authorizes and directs the execution and delivery of Amendment No. 1 to 1992 Trust Loan Agreement by the Authorized Officer, and the attestation thereof by the Secretary, who also shall apply the seal of the Trust thereto.

(b) Pursuant to the requirements of Section 6.04 of the 1993 Authority Trust Loan Agreement, the Board hereby consents to Amendment No. 1 to 1993 Trust Loan Agreement, substantially in the form attached hereto as Exhibit D to Exhibit A and made a part hereof, such consent by the Board being subject to receipt by the Trust of the consent of the Trustee described in Section 5(b) hereof. The Board, subject to receipt by the Trust of the consent described in Section 5(b) hereof, further authorizes and directs the execution and delivery of Amendment No. 1 to 1993 Trust Loan Agreement by the Authorized Officer, and the attestation thereof by the Secretary, who also shall apply the seal of the Trust thereto.

Section 7. (a) Upon receipt and in reliance thereon of the opinion described in Section 3(a) hereof, the Authorized Officer is authorized and directed, after consultation with Bond Counsel, the office of the Attorney General of the State, acting as general counsel to the Trust (the “General Counsel”), and, if necessary, Public Financial Management, Inc., acting as financial advisor to the Trust (the “Financial Advisor”; Bond Counsel, General Counsel and the Financial Advisor shall be referred to collectively herein as the “Consultants”), to execute a certificate pursuant to the requirements of Section 2.02(e)(ii) of the 1992 Authority Trust Loan Agreement stating that the Trust, in the reasonable exercise of its sole discretion, has determined that the assignment of the Wastewater Treatment System to the Township will not adversely affect the Trust’s ability to meet its duties, covenants, obligations and agreements under the 1992 Bond Resolution, and will not adversely affect the value of the 1992 Authority Trust Loan Agreement or the 1992 Borrower Bond, as replaced by the 1992 Township Borrower Bond, as security for the payment of the 1992 Bonds and interest thereon, or adversely affect the exclusion of interest on the 1992 Bonds then outstanding, or that could be issued in the future, from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Code.

(b) Upon receipt and in reliance thereon of the opinion described in Section 3(b) hereof, the Authorized Officer is authorized and directed, after consultation with the Consultants, to execute a certificate pursuant to the requirements of Section 2.02(e)(ii) of the 1993 Authority Trust Loan Agreement stating that the Trust, in the reasonable exercise of its sole discretion, has determined that the assignment of the Wastewater Treatment System to the Township will not adversely affect the Trust’s ability to meet its duties, covenants, obligations and agreements under the 1993 Bond Resolution, and will not adversely affect the value of the 1993 Authority Trust Loan Agreement or the 1993 Borrower Bond, as replaced by the 1993 Township Borrower Bond, as security for the payment of the 1993 Bonds and interest thereon, or adversely affect the exclusion of interest on the 1993 Bonds then outstanding, or that could be issued in the future, from gross income for the purpose of Federal income taxation pursuant to Section 103(a) of the Code.

Section 8. (a) Pursuant to the requirements of Section 20 of the 1992 Loan Servicing Agreement, the Board hereby authorizes the amendment of the 1992 Loan Servicing Agreement for the purpose of modifying all references to “Delran Sewerage Authority” therein, including, without limitation, those references found in the schedule(s) attached thereto, to mean “Township of Delran”. The Board further authorizes and directs the Authorized Officer to execute and deliver “Amendment No. 1 to Loan Servicing Agreement for Wastewater Treatment Insured Bonds, Series 1992B, by and among New Jersey Environmental Infrastructure Trust, the State of New Jersey, acting by and through the Treasurer of the State of New Jersey, on behalf of the New Jersey Department of Environmental Protection, and The Bank of New York (successor to New Jersey National Bank), as Loan Servicer” (the “Amendment No. 1 to 1992 Loan Servicing Agreement”), substantially in the form attached hereto as Exhibit E to Exhibit A and made a part hereof, and hereby further authorizes the Secretary to attest the signature of the Authorized Officer and to apply the seal of the Trust thereto.

(b) Pursuant to the requirements of Section 20 of the 1993 Loan Servicing Agreement, the Board hereby authorizes the amendment of the 1993 Loan Servicing Agreement for the purpose of modifying all references to “Delran Sewerage Authority” therein, including, without limitation, those references found in the schedule(s) attached thereto, to mean “Township of Delran”. The Board further authorizes and directs the Authorized Officer to execute and deliver “Amendment No. 1 to Loan Servicing Agreement for Wastewater Treatment Insured Bonds, Series 1993, by and among New Jersey Environmental Infrastructure Trust, the State of New Jersey, acting by and through the Treasurer of the State of New Jersey, on behalf of the New Jersey Department of Environmental Protection, and The Bank of New York (successor to New Jersey National Bank), as Loan Servicer” (the “Amendment No. 1 to 1993 Loan Servicing Agreement”; the Amendment No. 1 to 1992 Loan Servicing Agreement and the Amendment No. 1 to 1993 Loan Servicing Agreement shall be referred to collectively herein as the “Amendments No. 1 to Loan Servicing Agreement”), substantially in the form attached hereto as Exhibit E to Exhibit A and made a part hereof, and hereby further authorizes the Secretary to attest the signature of the Authorized Officer and to apply the seal of the Trust thereto.

Section 9. The Authorized Officer is hereby authorized and directed to take all actions deemed necessary or desirable by the Authorized Officer in consultation with the Consultants to complete the dissolution of the Authority and the assignment of the duties and obligations thereof, pursuant to the Authority Trust Loan Agreements, to the Township, and the assumption by the Township of the obligations of the Authority pursuant to the Borrower Bonds, which shall be evidenced by the issuance and delivery by the Township of the Township Borrower Bonds (collectively, the “Dissolution”), including, without limitation, the execution of any certificates in furtherance thereof. The Authorized Officer is further authorized and directed to obtain from Bond Counsel and General Counsel those letters of opinion that the Authorized Officer, in consultation with the Consultants, deems necessary and desirable in order to complete the Dissolution.

Section 10. The Authorized Officer is hereby authorized and directed to make such changes to the forms of each of the Assignment Agreements, the Amendments No. 1 to Trust Loan Agreement and the Amendments No. 1 to Loan Servicing Agreement, the forms of which are attached hereto as Exhibit A, Exhibit D to Exhibit A and Exhibit E to Exhibit A, respectively, as the Authorized Officer, after consultation with the Consultants, deems in his sole discretion to be necessary or desirable for the execution thereof and to consummate the transactions contemplated and authorized hereby, which execution thereof shall conclusively evidence the Authorized Officer's approval of the final forms thereof.

Section 11. The Authorized Officer is hereby authorized and directed to take all actions deemed necessary or desirable thereby, in consultation with the Consultants, to complete the Dissolution, including, without limitation, the execution of any certificates in furtherance thereof.

Section 12. 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: April 8, 2010

Motion Made By: Mr. Gardner

Motion Seconded By: Mr. Chebra

Ayes: 7

Nays: 0

Abstentions: 0

EXHIBIT A

Form of Assignment Agreement