

## RESOLUTION NO. 10-30

### **RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST AUTHORIZING AND DIRECTING (I) THE INVESTMENT OF AMOUNTS ON DEPOSIT IN THE MASTER PROGRAM TRUST ACCOUNT, ESTABLISHED AND HELD PURSUANT TO THE MASTER PROGRAM TRUST AGREEMENT, PURSUANT TO A FORWARD DELIVERY AGREEMENT, AND (II) THE EXECUTION, DELIVERY AND PERFORMANCE BY THE TRUST OF SUCH FORWARD DELIVERY AGREEMENT**

**WHEREAS**, the New Jersey Environmental Infrastructure Trust is a public body corporate and politic with corporate succession (the “Trust”), duly created and validly existing under the laws of the State of New Jersey (the “State”), including, without limitation, 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 may be amended and supplemented from time to time (the “Act”); and

**WHEREAS**, the Trust previously has entered into that certain “Master Program Trust Agreement”, dated as of November 1, 1995 (the “Original Master Program Trust Agreement”), by and among the Trust, the State, acting by and through the Treasurer of the State, on behalf of the State and the New Jersey Department of Environmental Protection (the “NJDEP”), United States Trust Company of New York, as Master Program Trustee thereunder, The Bank of New York (NJ) (predecessor to The Bank of New York Mellon (“BONY”)), in several capacities thereunder, and First Fidelity Bank, N.A. (predecessor to U.S. Bank National Association (“U.S. Bank”)), in several capacities thereunder, as amended and supplemented by that certain “Agreement of Resignation of Outgoing Master Program Trustee, Appointment of Successor Master Program Trustee and Acceptance Agreement”, dated as of November 1, 2001 (the “Successor Amendment”), by and among the Trust, United States Trust Company of New York, as Outgoing Master Program Trustee, and State Street Bank and Trust Company, N.A. (predecessor to U.S. Bank Trust National Association (“U.S. Bank Trust”)), as Successor Master Program Trustee, as further amended and supplemented by that certain “First General Amendment to Master Program Trust Agreement”, dated September 1, 2006 (the “First General Amendment”), by and among the Trust, the State, acting by and through the Treasurer of the State, on behalf of the State and the NJDEP, U.S. Bank Trust, as Master Program Trustee thereunder, Wachovia Bank, National Association (predecessor to U.S. Bank), as Trustee and Loan Servicer, BONY, as Trustee and Loan Servicer, and Commerce Bank, National Association (predecessor to TD Bank, National Association), as Loan Servicer (the Original Master Program Trust Agreement, as amended and supplemented by the Successor Amendment, and as further amended and supplemented by the First General Amendment shall be referred to herein as the “Master Program Trust Agreement”; capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Master Program Trust Agreement); and

**WHEREAS**, pursuant to the terms and provisions of the First General Amendment, the definition of “Investment Securities”, as set forth in Section 1(b) of the Original Master Program Trust Agreement, was amended and supplemented to add, as a permitted investment pursuant to the Master Program Trust Agreement, the forward purchase of certain Investment Securities made via a forward delivery agreement, as further described in paragraph (k) of the definition of “Investment Securities” as set forth in the Master Program Trust Agreement (the “Forward Delivery Agreement”); and

**WHEREAS**, on February 22, 2007, the Trust and the Master Program Trustee entered into that certain “Master Program Trust Account Forward Sale Agreement” (the “Prior Forward Delivery Agreement”), with the provider identified therein, in connection with the forward purchase by the Master Program Trustee of certain Investment Securities, such Prior Forward Delivery Agreement having satisfied the terms and provisions of paragraph (k) of the definition of “Investment Securities” as set forth in Section 1(b) of the Master Program Trust Agreement, with respect to Forward Delivery Agreements; and

**WHEREAS**, the term of the Prior Forward Delivery Agreement has expired; and

**WHEREAS**, the Trust has concluded that the re-investment of funds on deposit in the Master Program Trust Account, established and held pursuant to the Master Program Trust Agreement, in a Forward Delivery Agreement will be advantageous to the Trust, the State, the Borrowers, and the holders of the Trust Bonds.

**NOW, THEREFORE, BE IT RESOLVED** by the Board of Directors of the New Jersey Environmental Trust (the “Board”), as follows:

**Section 1.** The Board hereby approves the investment of funds on deposit in the Master Program Trust Account, established and held pursuant to the Master Program Trust Agreement, in a Forward Delivery Agreement.

**Section 2.** The Board hereby authorizes the Chairman of the Trust, the Vice Chairman of the Trust, the Executive Director of the Trust and the Acting Executive Director of the Trust (each, an “Authorized Officer”) to solicit proposals from potential providers of Forward Delivery Agreements (the “Proposals”), each of which Proposal shall set forth the proposed terms of such Forward Delivery Agreement, which terms shall comply with the provisions of paragraph (k) of the definition of “Investment Securities” set forth in Section 1(b) of the Master Program Trust Agreement. Upon receipt of the Proposals, on the date set forth in the solicitation for Proposals, the Authorized Officers are hereby severally authorized and directed to open such Proposals and, after consultation with Bond Counsel to the Trust, the

Office of the Attorney General of the State, and the Investment Advisor to the Trust, accept the Proposal deemed by such Authorized Officer to be (i) compliant with the provisions of paragraph (k) of the definition of “Investment Securities” set forth in Section 1(b) of the Master Program Trust Agreement, (ii) compliant with any applicable provisions of the Act and all other applicable law, and (iii) most economically advantageous to the Trust, the State, the Borrowers, and the holders of the Trust Bonds.

**Section 3.** The Board hereby authorizes and directs the Trust to enter into a Forward Delivery Agreement with the submitter of the successful Proposal, which Forward Delivery Agreement shall comply with (i) the provisions of paragraph (k) of the definition of “Investment Securities” set forth in Section 1(b) of the Master Program Trust Agreement and (ii) any applicable provisions of the Act and all other applicable law, and which Forward Delivery Agreement shall be in form and substance acceptable to any of the Authorized Officers, in their respective sole discretion after consultation with Bond Counsel to the Trust, the Office of the Attorney General of the State, and the Investment Advisor to the Trust, which determination thereof shall be dispositively evidenced by the execution and delivery of the Forward Delivery Agreement by an Authorized Officer.

**Section 4.** Each Authorized Officer is hereby authorized to execute (i) the Forward Delivery Agreement, as well as (ii) any certificates, instruments or documents contemplated therein or related thereto in such form and with such terms and conditions as such Authorized Officer, after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State, determines to be in the best interests of the Trust.

**Section 5.** Upon execution of the Forward Delivery Agreement 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.** To the extent deemed necessary or advantageous, taking into account the economic interests of the Trust, the State, the Borrowers, and the holders of the Trust Bonds, the Authorized Officers are hereby severally authorized and directed to enter into more than one Forward Delivery Agreement for the investment of funds on deposit in the Master Program Trust Account, established and held pursuant to the Master Program Trust Agreement, after consultation with Bond Counsel to the Trust, the Office of the Attorney General of the State, and the Investment Advisor to the Trust, and provided that any such additional Forward Delivery Agreement complies with each of the terms and provisions of this Resolution.

**Section 7.** The Executive Director of the Trust or the Acting Executive Director of the Trust, as the case may be, and any other Authorized Officer are hereby severally authorized and directed to take such other actions as the Executive Director of the Trust or the Acting Executive Director of the Trust, as the case may be, or any such other Authorized Officer, after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State, deems necessary, convenient or desirable to effect the transactions contemplated hereby.

**Section 8.** This Resolution shall take effect immediately, subject to applicable estoppel periods as provided by the terms and provisions of the Act.

Adopted Date: June 10, 2010

Motion Made By: Mr. Barrack

Motion Seconded By: Mr. Victor

Ayes: 6

Nays: 0

Abstentions: 0