

RESOLUTION NO. 12-42

**RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST
AUTHORIZING A SUPPLEMENTAL LOAN TO
THE BOROUGH OF OCEAN GATE**

WHEREAS, the New Jersey Environmental Infrastructure Trust (the “Trust”), pursuant to and 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 (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”), 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”), is authorized, pursuant to a supplemental financing program (the “Supplemental Financing Program”), to make short-term or temporary loans (each, a “Supplemental Loan”) to eligible project sponsors (each, a “Borrower”) for the purpose of financing, with respect to a project (each, an “Existing Project”) for which a loan previously has been made to such Borrower by the Trust pursuant to N.J.S.A. 58:11B-9(a) (each, an “Existing Loan”), to pay for additional eligible costs of such Existing Project (the “Additional Costs”), that have been incurred by such Borrower in connection with the completion of such Existing Project and in excess of (i) the principal amount of the Existing Loan, plus (ii) the principal amount of the companion loan made to the Borrower by the State, acting by and through the New Jersey Department of Environmental Protection (the “NJDEP”), provided that each such Supplemental Loan made by the Trust to a Borrower satisfies the requirements of the Act, including, without limitation, N.J.S.A. 58:11B-9.4, and any applicable Regulations; and

WHEREAS, the Board of Directors of the Trust (the “Board”) established the terms, requirements and parameters of the Supplemental Financing Program for State Fiscal Year 2013 (the “SFY 2013 Supplemental Financing Program”) in Resolution No. 12-41, duly adopted by the Board on July 12, 2012 (the “Authorizing Resolution”); and

WHEREAS, it is the desire of the Trust, pursuant to and in satisfaction of the applicable terms and provisions of the Act, the Regulations, the Authorizing Resolution and this Resolution, to authorize a Supplemental Loan pursuant to the SFY 2013 Supplemental Financing Program to the Borough of Ocean Gate (“Ocean Gate”) for the purpose of financing Additional Costs of an Existing Project bearing the number W1521001-001 (the “Ocean Gate Existing Project”); and

WHEREAS, it is the desire of the Trust to certify the Additional Costs of the Ocean Gate Existing Project, in accordance with the terms and provisions of N.J.A.C. 7:22-4.13; and

WHEREAS, it is the desire of the Trust that the Supplemental Loan by the Trust to Ocean Gate pursuant to the SFY 2013 Supplemental Financing Program for the purpose of funding Additional Costs of the Ocean Gate Existing Project shall incorporate the loan and re-payment terms and conditions set forth in the form of an obligation in substantially the form attached as Exhibit A to the Authorizing Resolution (the “Obligation”).

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

Section 1. The Board hereby authorizes the making of a Supplemental Loan by the Trust to Ocean Gate pursuant to the SFY 2013 Supplemental Financing Program for the purpose of funding the Additional Costs of the Ocean Gate Existing Project, provided, however, that (a) the principal amount of such Supplemental Loan shall not exceed \$75,000, and (b) such Supplemental Loan shall fully comply with (i) the terms and provisions of the Act and the Regulations applicable thereto, (ii) the terms and provisions of the Authorizing Resolution, (iii) the terms and provisions of this Resolution, and (iv) the loan and re-payment terms and provisions as set forth in the Obligation.

Section 2. Based upon its review and evaluation of the application of Ocean Gate with respect to the Additional Costs of the Ocean Gate Existing Project, the Trust hereby certifies for funding the Additional Costs of the Ocean Gate Existing Project in accordance with N.J.A.C. 7:22-4.13; provided, however, that prior to closing with respect to the Supplemental Loan by the Trust to Ocean Gate, the Additional Costs of the Ocean Gate Existing Project shall have been certified for funding by the Commissioner of the New Jersey Department of Environmental Protection, in accordance with the terms and provisions of N.J.A.C. 7:22-3.13.

Section 3. The Chairman, Vice Chairman and Executive Director of the Trust (each, an “Authorized Officer”) are hereby severally authorized and directed to execute and deliver any certificates, instruments or documents related to the Supplemental Loan by the Trust to Ocean Gate pursuant to the SFY 2013 Supplemental Financing Program for the purpose of funding the Additional Costs of the Ocean Gate Existing Project.

Section 4. Upon the execution of any certificates, instruments or documents referenced in Section 3 hereof by any 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 5. The Authorized Officers are hereby severally authorized and directed to take such other actions, after consultation with Bond Counsel to the Trust and the Office of the Attorney General of the State, that any Authorized Officer deems necessary, convenient or desirable to effect the transactions contemplated hereby.

Section 6. 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)), provided, however, that this Resolution shall not become effective unless and until the Authorizing Resolution becomes effective in accordance with the terms of Section 4(i) of the Act (N.J.S.A. 58:11B-4(i)).

Adopted Date: July 12, 2012

Motion Made By: Mr. Requa

Motion Seconded By: Mr. Briant

Ayes: 6

Nays: 0

Abstentions: 0