

RESOLUTION NO. 12 - 53

**NOMINATION AND ELECTION OF THE POSITION OF SECRETARY
OF THE TRUST**

WHEREAS, the New Jersey Environmental Infrastructure Trust (the "Trust") adopted and amended its By-Laws (last amended on August 14, 1997, with such amendment made effective on September 2, 1997);

WHEREAS, Part II, Section 1 of said By-Laws requires the Board to elect officers for the purpose of conducting business;

WHEREAS, due to the resignation of former Board of Directors member, Stephen Gardner, on March 16, 2012, a vacancy was created regarding both Mr. Gardner's public member position on the Board of Directors as well as his title at that time as Secretary of the Trust; and

WHEREAS, Roger Ellis has been appointed to the Trust Board of Directors to fill the above noted public member position vacancy on the Board of Directors; and

WHEREAS, Chairman Victor presented to the Board of Directors for their consideration the nomination and appointment of Mr. Roger Ellis to serve as Secretary of the Trust; and

Mr. Briant nominated Mr. Roger Ellis to serve in the position as Secretary of the Trust;

Mr. Barrack seconded the motion.

NOW THEREFORE BE IT RESOLVED THAT the Trust hereby elects Roger Ellis as Secretary of the Trust.

Adopted Date: October 19, 2012

Motion Made By: Mr. Briant

Motion Seconded By: Mr. Barrack

Ayes: 6

Nays: 0

Abstentions: 0