

**RESOLUTION NO. 13-35**

**RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST AMENDING THAT CERTAIN "RESOLUTION OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST AUTHORIZING DIRECT LOANS TO CERTAIN BORROWERS PARTICIPATING IN THE STATE FISCAL YEAR 2013 NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE FINANCING PROGRAM", ADOPTED ON APRIL 11, 2013, WITH RESPECT TO THE DIRECT TRUST LOAN TO BE MADE BY THE TRUST TO THE BOROUGH OF CALDWELL**

**WHEREAS**, on April 11, 2013, the Board of Directors (the "Board") of the New Jersey Environmental Infrastructure Trust (the "Trust") adopted a resolution entitled "Resolution of the New Jersey Environmental Infrastructure Trust Authorizing Direct Loans to Certain Borrowers Participating in the State Fiscal Year 2013 New Jersey Environmental Infrastructure Financing Program" (the "Original Resolution"; capitalized terms used herein and not otherwise defined herein shall have the respective meanings ascribed thereto in the Original Resolution); and

**WHEREAS**, the Original Resolution authorized the Trust to make Direct Trust Loans to the Direct Loan Borrowers set forth on Schedule I thereto, including, without limitation, the Direct Trust Loan to the Borough of Caldwell ("Caldwell") with respect to Project No. S340523-04-1 (the "Supplemental Caldwell Project"), in the respective principal amounts not to exceed the amounts set forth on Schedule I thereto under the heading "Maximum Trust Loan Amount"; and

**WHEREAS**, the Caldwell Project is supplemental to Project No. S340523-04 (the "Original Caldwell Project"), which was financed through the New Jersey Environmental Infrastructure Financing Program (the "Financing Program") in 2007; and

**WHEREAS**, the amount set forth on Schedule I to the Original Resolution under the heading "Maximum Trust Loan Amount" with respect to Caldwell and the Supplemental Caldwell Project was calculated based upon an allocation of twenty-five percent (25%) of the costs of the Supplemental Caldwell Project to be financed from the proceeds of the Direct Trust Loan to Caldwell, and seventy-five percent (75%) of the costs of the Supplemental Caldwell Project to be financed from the proceeds of the NJDEP Loan to Caldwell; and

**WHEREAS**, fifty percent (50%) of the costs of the Original Caldwell Project were financed from the proceeds of a Trust Loan to Caldwell, and fifty percent (50%) of the costs of the Original Caldwell Project were financed from the proceeds of an NJDEP Loan to Caldwell; and

**WHEREAS**, pursuant to the policy of the Financing Program, it is the intent of the Financing Program to extend a Trust Loan and an NJDEP Loan with respect to a supplemental project in the same relative proportions as the Trust Loan and the NJDEP Loan were extended in connection with the corresponding original project; and

**WHEREAS**, the application of such Financing Program policy would result in the Direct Trust Loan providing fifty percent (50%) (as opposed to twenty-five percent (25%)) of the financial assistance from the Financing Program for the Supplemental Caldwell Project; and

**WHEREAS**, based upon such application of Financing Program policy, the principal amount of the Direct Trust Loan to be made to Caldwell with respect to the Supplemental Caldwell Project will exceed the “Maximum Trust Loan Amount” with respect to such Supplemental Caldwell Project as was set forth on Schedule I to the Original Resolution; and

**WHEREAS**, Caldwell (i) currently is rated “A1” by Moody’s Investors Service and “AA-” by Standard & Poor’s Ratings Services, and (ii) has timely made all debt service payments with respect to the Trust Loan and the NJDEP Loan that financed the Original Caldwell Project, as well as with respect to prior Trust Loans and NJDEP Loans to Caldwell that no longer are outstanding; and

**WHEREAS**, notwithstanding the provisions of the Direct Loan Policy Resolution relating to the limitation of \$300,000 on the principal amount of a Direct Trust Loan, it is the desire of the Trust to amend the Original Resolution for the purpose of increasing the maximum principal amount of the Direct Trust Loan authorized to be made by the Trust to Caldwell for the Supplemental Caldwell Project in a manner that is consistent with the overall policy of the Financing Program relating to the allocation of the Trust Loan and the NJDEP Loan with respect to supplemental projects.

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

**Section 1.** Notwithstanding the provisions of the Direct Loan Policy Resolution relating to the limitation of \$300,000 on the principal amount of a Direct Trust Loan, the Original Resolution is hereby amended for the purpose of amending and restating the information with respect to Caldwell and the Supplemental Caldwell Project that is set forth on Schedule I to the Original Resolution, under the heading therein entitled “Maximum Trust Loan Amount”, with the information set forth on Schedule A hereto.

**Section 2.** All terms and provisions of the Original Resolution not expressly amended or supplemented hereby shall remain in full force and effect.

**Section 3.** This Resolution shall take effect immediately, subject to the provisions of the Act.

Adopted Date: June 13, 2013

Motion Made By: Ms. Kreipke

Motion Seconded By: Mr. Barrack

Ayes: 7

Nays: 0

Abstentions: 0

SCHEDULE A

DIRECT LOAN BORROWERS

<u>Direct Loan Borrower</u>	<u>Direct Loan Project No.</u>	<u>Maximum Trust Loan Amount</u>
Caldwell Borough	S340523-04-1	\$429,930