

The regular meeting of the Ewing-Lawrence Sewerage Authority was held on Tuesday, April 16, 2013 at 600 Whitehead Road, Lawrenceville, New Jersey 08648.

Present: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski; Robert Filler, Executive Director and W. Barry Rank, Esquire.

Also attending: Allan Jacobs, Jacobs Environmental Consulting; Christopher Langhart of McManimon and Scotland; David Sopronyi, ELSA Staff Engineer and Tim Bradley and Tushar Roy of Kleinfelder Omni.

Mr. Cermele called the meeting to order and Mr. Filler gave the invocation. After the Pledge of Allegiance, Mr. Cermele advised that all requirements of the Local Public Meetings Act have been met. He also advised that any contracts awarded today would comply with the requirements of P.L. 1975, c. 127 (N.J.A.C. 17:27).

Res. 44:13. On motion of Mr. Geter and seconded by Mrs. Zamonski it was moved that the March 19, 2013 meeting minutes be approved as presented.

The above resolution was adopted on the following roll call vote:

Ayes: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski

Nays: None.

Absent: None.

Res. 45:13. On motion of Mr. Colavita and seconded by Mrs. Zamonski it was moved that the March 2013 Flow, Maintenance and Connection Reports be filed.

The above resolution was adopted on the following roll call vote:

Ayes: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski

Nays: None.

Absent: None.

Res. 46:13. On motion of Mr. DiFrancesco and seconded by Mr. Vereen and unanimously carried, the Schedule of Bills for April 16, 2013 in the total amount of \$888,840.86 was accepted.

There was no public participation.

Tim Bradley of Kleinfelder Omni updated the Board on the progress of the design of the Facilities Upgrade project.

Mr. Filler reported that the Regional Sludge Management Committee met on March 27, 2013. Trenton Fuel Works is going to be required to submit an application for the solid waste management plan.

Mr. Filler reported that bids were received on April 3, 2013 for Maintenance on Trucks over 11,000 lbs and Semi-Trailers. Only one bid was received as follows:

Hub Truck Leasing	\$64.00 per hr (regular)
Trenton, NJ	\$96.00 per hr (overtime)
	\$128.00 per hr (double)
	10% Material Handling Charge
	Estimated Annual Cost - \$19,900.00

Mr. Hill recommends that the contract be awarded to Hub Truck Leasing as the lowest, responsible, responsive bidder.

Res. 47:13. On motion of Mr. DiFrancesco and seconded by Mr. Geter it was moved that the Authority award the contract for Maintenance on Trucks over 11,000 Lbs and Trailers to Hub Truck Leasing of Trenton, NJ

for a one-year period in accordance with their bid received April 3, 2013 as the lowest, responsible, responsive bidder.

The above resolution was adopted on the following roll call vote:

Ayes: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski

Nays: None.

Absent: None.

Mr. Filler recommended approval of the following resolutions in connection with New Jersey Environmental Infrastructure Trust financing.

Res. 48:13. On motion of Mr. DiFrancesco and seconded by Mr. Geter the following resolution was presented for adoption:

SUPPLEMENTAL BOND RESOLUTION OF THE EWING-LAWRENCE SEWERAGE AUTHORITY
AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$2,000,000 PRINCIPAL AMOUNT OF SEWER
REVENUE BONDS, TO BE ISSUED THROUGH THE NEW JERSEY ENVIRONMENTAL
INFRASTRUCTURE TRUST INTERIM FINANCING PROGRAM

WHEREAS, on October 13, 1961, the Ewing-Lawrence Sewerage Authority (the "Authority"), a public body corporate and politic of the State of New Jersey organized pursuant to the sewerage authorities law (N.J.S.A. 40:14A-1 et seq.) (the "Act"), adopted a resolution entitled, "Resolution Authorizing and Providing for the Issuance of Sewer Revenue Bonds of the Ewing-Lawrence Sewerage Authority", as amended and supplemented (the "General Bond Resolution" or "Resolution"), providing for the issuance of revenue bonds of the Authority and authorizing the issuance of "Additional Bonds," as such term is herein defined, for the purpose of, among others, raising funds to pay the cost of acquisition or construction of any Project (as defined in the General Bond Resolution), upon the terms and conditions set forth in the General Bond Resolution; and

WHEREAS, in accordance with the provisions of Sections 216 and 217 of the General Bond Resolution, the Authority wishes to authorize a series of one or more Additional Bonds of the Authority, each designated "Interim Sewer Revenue Bond(s)", (hereinafter referred to as the "Interim Bond") in the principal amount of not to exceed \$2,000,000 to provide for (1) the Costs (as defined in the Act) associated with, (a) construction of a new UV disinfection facility to enable compliance with a new DCBM effluent limitation, (b) replacement various equipment and systems at or near the end of their useful service life, (c) correcting hydraulic bottlenecks that during severe wet weather conditions can cause the primary clarifiers to overflow, and (d) construction of new preliminary treatment facilities to provide screening of influent wastewater and improved grit removal and (2) the payment of costs associated with the issuance of the Interim Bond pursuant to this 2013 Supplemental Interim Bond Resolution (as hereinafter defined); and

WHEREAS, the Interim Bond shall be of equal rank and priority as any Bonds (as defined in the General Bond Resolution) of the Authority previously issued and any Additional Bonds hereinafter issued by the Authority; and

WHEREAS, the Authority wishes to provide terms and conditions with respect to such Interim Bond in addition to those which have been previously established under and pursuant to the Resolution and delegate the sale of such Interim Bond to the Executive Director of the Authority;

NOW THEREFORE, BE IT RESOLVED BY THE EWING-LAWRENCE SEWERAGE AUTHORITY, as follows:

ARTICLE I

General Provisions

Section 101. Short Title. This resolution may hereafter be cited by the Authority and is hereinafter sometimes referred to as the “2013 Supplemental Interim Bond Resolution”.

Section 102. Terms Defined in Resolution. Whenever used or referred to in this 2013 Supplemental Interim Bond Resolution all words and terms which are defined in Section 101 of the resolution of the Authority adopted October 13, 1961 entitled, “Resolution Authorizing and Providing for the Issuance of Sewer Revenue Bonds of the Ewing-Lawrence Sewerage Authority”, as amended and supplemented, shall have the same meanings given to such words and terms, as determined in Section 101 thereof, except to the extent words and terms are defined or shall otherwise be established in Section 103 hereof.

Section 103. Other Definitions. As used or referred to, and unless the context clearly indicates a different meaning or use, in this 2013 Supplemental Interim Bond Resolution:

“2013 Project” means the (1) the Costs (as defined in the Act) associated with, (a) construction of a new UV disinfection facility to enable compliance with a new DCBM effluent limitation, (b) replacement various equipment and systems at or near the end of their useful service life, (c) correcting hydraulic bottlenecks that during severe wet weather conditions can cause the primary clarifiers to overflow, and (d) construction of new preliminary treatment facilities to provide screening of influent wastewater and improved grit removal and (2) the payment of costs associated with the issuance of the Interim Bond;

“2013 Supplemental Interim Bond Resolution” means this supplemental resolution of the Authority;

“Escrow Agreement” means that certain escrow agreement to be entered into by and between the Authority, the Trust, the State and the escrow agent named in such agreement (the “Escrow Agent”), as trustee for the holder of the Interim Bond being issued pursuant to this 2013 Supplemental Interim Bond Resolution through the Program;

“Financing Documents” means the Trust Loan Agreement, the Fund Loan Agreement and the Escrow Agreement, as defined herein or any other documents provided and/or required by the Program and applicable to the Interim Bond;

“Fund Loan Agreement” means that certain loan agreement to be entered into by and between the Authority and the State, pursuant to the Program;

“Interim Bond” means the Authority’s interim sewer revenue bonds in the principal amount of not to exceed \$2,000,000 as authorized under the Resolution;

“Paying Agent” means The Bank of New York Mellon, Woodland Park, New Jersey, as appointed in Section 306 herein;

“Program” means the New Jersey Environmental Infrastructure Trust Financing Program;

“Registrar” means The Bank of New York Mellon, Woodland Park, New Jersey, as appointed in Section 306 herein;

“Resolution” or “General Bond Resolution” means the general bond resolution of the Authority adopted on October 13, 1961 entitled, “Resolution Authorizing and Providing for the Issuance of Sewer Revenue Bonds of the Ewing-Lawrence Sewerage Authority”, as amended and supplemented by various resolutions, including this 2013 Supplemental Interim Bond Resolution;

“State” means the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection, pursuant to the Program;

“Trust” means the New Jersey Environmental Infrastructure Trust;

“Trust Loan Agreement” means that certain loan agreement to be entered into by and between the Authority and the Trust, pursuant to the Program;

“Trustee” means The Bank of New York Mellon, Woodland Park, New Jersey, as appointed in Section 306 herein;

Words importing persons include firms, associations and corporations; and

Words importing the singular number include the plural number and vice versa.

Section 104. Incorporation of 2013 Supplemental Interim Bond Resolution. This 2013 Supplemental Interim Bond Resolution supplements and amends the General Bond Resolution. The General Bond Resolution is incorporated herein by reference thereto.

Section 105. Severability of Invalid Provisions. If any one or more of the covenants or agreements provided in this 2013 Supplemental Interim Bond Resolution, on the part of the Authority, the Trust, the State, the Escrow Agent or the Trustee, to be performed should be contrary to law, then such covenant or covenants, agreement or agreements, shall be deemed separable from the remaining covenants and agreements and shall in no way affect the validity of the other provisions of this 2013 Supplemental Interim Bond Resolution or of any Interim Bond.

(End of Article I)

ARTICLE II

Determinations By and Obligations
of the Authority

Section 201. Authority for 2013 Supplemental Interim Bond Resolution. This 2013 Supplemental Interim Bond Resolution is adopted pursuant to the Act and the Resolution and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2013 Supplemental Interim Bond Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Act and the Resolution to further secure the payment of the principal or redemption price of and interest on the Interim Bond.

Section 202. Interim Bond to Constitute Additional Bonds. The Interim Bond shall constitute Additional Bonds as such term is defined in the Resolution and shall be issued pursuant to and in accordance with the Resolution.

Section 203. Resolution to Constitute Contract. In consideration of the purchase and acceptance of the Interim Bond by those who shall hold the same from time to time, the provisions of the Resolution shall be deemed to be and shall constitute a contract between the Authority, the Trustee and the holder from time to time of the Interim Bond; the pledge made in the Resolution and the covenants and agreements herein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Interim Bond over any other thereof except as expressly provided in or pursuant to the Resolution.

Section 204. Estimated Cost of 2013 Project. The Authority hereby determines that the aggregate estimated Cost (as defined in the Act) of the 2013 Project shall not exceed \$2,000,000, inclusive of any original issue discount, capitalized interest and all reserves (except for funds required to be deposited in the Reserve Fund (as defined in the Resolution), in an amount equal to Maximum Debt Service (as defined in the Resolution)).

(End of Article II)

ARTICLE III

Authorization, Purpose, Execution
and Issuance of Interim Bond

Section 301. Authorization and Purpose of the Interim Bond. The Interim Bond of the Authority in the principal amount of not to exceed \$2,000,000 are hereby authorized to be issued pursuant to Sections 216 and 217 of the Resolution, such Interim Bond to be entitled "Interim Sewer Revenue Bonds, Series 2013", or such other title as the Authority may designate. The Interim Bond is authorized and will be issued to provide funds for the Cost of the 2013 Project.

Section 302. Description of the Bonds; Delegation of Sale of the Interim Bond.

(A) Term. The Interim Bond shall be one (1) in number and issued to the Trust, with interest rates fixed to maturity and anticipated to be 0%, shall be dated the date of issuance, shall bear interest at the rate or rates, and shall mature over a term not exceeding December 15, 2015, on a date to be determined, subject to prior redemption but shall be deemed payable in the amounts as provided for by the Financing Documents and subparagraph (B) of this Section.

(B) Delegation to Issue Bonds. The Authorized Officer (as hereinafter defined) of the Authority is hereby designated as the individual who shall have the power to sell and to award the Interim Bond (of the same or different series) on behalf of the Authority, to the Trust, pursuant to the Program, including the power to determine (giving due consideration to the terms and conditions of the preceding paragraph and any applicable rules or restrictions of the Program), among other things (i) the amount of Interim Bond to be issued, provided such amount does not exceed \$2,000,000, (ii) the time and the manner of sale of the Interim Bond, (iii) the denominations and rate or rates of interest to be borne by the Interim Bond, and (iv) such other terms and conditions as may be necessary or related to the sale of the Interim Bond. Such sale, award, terms and conditions of the Interim Bond issued pursuant to the Program shall be determined and evidenced by the Financing Documents, if applicable, to be executed by the Authorized Officer on behalf of the Authority, subject to the rules, conditions, maturity schedule and interest rate established by the Program, with respect to the Interim Bond being issued to the Trust, (plus administrative fees). Such sale and award provisions of the Interim Bond, as set forth herein, may be further evidenced by a certificate of the Authorized Officer (the "Certificate"), executed as of the date of sale and award of the Interim Bond. The Certificate is hereby deemed to satisfy the requirements of Section 217(A)(3) of the General Bond Resolution. The Financing Documents and the Certificate, to the extent one is required, shall be presented by the Executive Director to the Members of the Authority at the next regular meeting of the Authority following such sale and award as evidence of the terms and details of the sale of such Bonds.

(C) Execution of the Financing Documents. The Financing Documents are hereby authorized to be executed and delivered in connection with the Program. Such Financing Documents may be executed and delivered on behalf of the Authority by either the Chairman, the Vice Chairman, or the Executive Director (each an "Authorized Officer"), in their respective sole discretion, after consultation with counsel and any advisors to the Authority (collectively, the "Authority Consultants"), and after further consultation with the Trust, the State and their representatives, agents, counsel and advisors (collectively, the "Program Consultants", together with the Authority Consultants, the "Consultants") shall determine, with such determination to be conclusively evidenced by the execution of such Financing Documents by an Authorized Officer as determined hereunder. The Secretary or Assistant Secretary of the Authority is hereby authorized to attest to the execution of the Financing Documents by an Authorized Officer of the Authority as determined hereunder, and to affix the corporate seal of the Authority to such Financing Documents.

(D) Intentionally Omitted.

(E) Form of Interim Bond. The Interim Bond shall be in substantially the form described and contained in the General Bond Resolution, with such changes as may be required by the Financing Documents.

(F) Further Authorizations. The Authorized Officers of the Authority are hereby further severally authorized to (i) execute and deliver, and the Secretary or Assistant Secretary of the Authority is hereby further authorized to attest to such execution and to affix the corporate seal of the Authority to, any document, instrument or

closing certificate deemed necessary, desirable or convenient by the Authorized Officers, the Secretary or Assistant Secretary of the Authority, as applicable, in their respective sole discretion, after consultation with the Consultants, to be executed in connection with the execution and delivery of the Financing Documents and the consummation of the transactions contemplated thereby, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Authorized Officers deem necessary, desirable or convenient in relation to the execution thereof.

Section 303. Issuance of the Interim Bond and Application of Proceeds of Sale. The Interim Bond authorized by Section 301 herein, is hereby directed to be executed by or on behalf of the Authority by its Authorized Officer and delivered to the Trust. All of the proceeds of sale of the Interim Bond received upon delivery thereof, shall, simultaneously with the issuance of the Interim Bond, be paid and applied by the Authority in accordance with the Resolution and the Financing Documents and as provided in an Order of the Authority executed by the Chairman or the Executive Director of the Authority consistent with the General Bond Resolution and the Financing Documents.

Section 304. No Recourse on the Interim Bond. No recourse shall be had for the payment of the principal of or the interest on the Interim Bond or for any claim based thereon or on this 2013 Supplemental Interim Bond Resolution or the General Bond Resolution against any member or other officer of the Authority or any person executing the Interim Bond. The Interim Bond is not and shall not be in any way a debt or liability of the State of New Jersey or of any county or municipality and do not and shall not create or constitute any indebtedness, liability or obligation of said State or of any county or municipality, either legal, moral or otherwise.

Section 305. Execution of Interim Bond. The Chairman and/or the Executive Director of the Authority is hereby authorized to execute by the manual or facsimile signature the Interim Bond in the name and on behalf of the Authority attested by the manual or facsimile signature of its Secretary.

Section 306. Appointment of Trustee, Paying Agent and Registrar. In accordance with the provisions of Article IX of the Resolution, The Bank of New York Mellon, Woodland Park, New Jersey (the "Bank") is hereby appointed Trustee (the "Trustee"), Paying Agent (the "Paying Agent"), and Registrar (the "Registrar") for the Bonds. The Bank shall accept and shall carry out its duties and obligations as Trustee, Paying Agent and Registrar as provided in and as required by the terms of the Resolution.

(End of Article III)

ARTICLE IV

Miscellaneous

Section 401. Covenant of Authority as to Compliance with Federal Tax Matters. The Authority hereby covenants that it will take all actions within its control that are necessary to assure that interest on the Interim Bond is excludable from gross income under the Internal Revenue Code of 1986, as amended (the "Code") and the Authority will refrain from taking any action that would adversely affect the exclusion of interest on the Interim Bond from gross income under the provisions of the Code.

Section 402. Effective Date. This resolution shall take effect immediately.

(End of Article IV)

The above resolution was adopted on the following roll call vote:

Ayes: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski

Nays: None.

Absent: None.

Res. 49:13. On motion of Mr. DiFrancesco and seconded by Mr. Geter the following resolution was presented for adoption:

RESOLUTION OF THE EWING-LAWRENCE SEWERAGE AUTHORITY MAKING APPLICATION TO THE LOCAL FINANCE BOARD PURSUANT TO N.J.S.A. 40A:5A-6 AND N.J.S.A. 58:11B-9(a)

WHEREAS, the Ewing-Lawrence Sewerage Authority (the "Authority") desires to make application to the Local Finance Board for its review and findings in connection with a proposed resolution authorizing the interim financing of certain improvements through the issuance of a short-term bond or one or more series of bonds, through the New Jersey Environmental Infrastructure Trust Financing Program;

WHEREAS, the Authority believes that:

- (a) it is in the public interest to accomplish such purpose;
- (b) said purpose or improvements are for the health, welfare, convenience or betterment of the inhabitants of the local unit or units;
- (c) the amounts to be expended for said purpose or improvements are not unreasonable or exorbitant;
- (d) the proposal is an efficient and feasible means of providing services for the needs of the inhabitants of the local unit or units and will not create an undue financial burden to be placed upon the local unit or units;

NOW THEREFORE, BE IT RESOLVED BY THE EWING-LAWRENCE SEWERAGE AUTHORITY as follows:

Section 1. The application to the Local Finance Board is hereby approved, and the Authority's Bond Counsel and financial advisor, along with other representatives of the Authority, are hereby authorized to prepare such application and to represent the Authority in matters pertaining thereto.

Section 2. The Secretary of the Authority is hereby directed to prepare and file a copy of the proposed resolution with the Local Finance Board as part of such application.

Section 3. The Local Finance Board is hereby respectfully requested to consider such application and to record its findings and recommendations as provided by the applicable New Jersey Statute.

The above resolution was adopted on the following roll call vote:

Ayes: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski

Nays: None.

Absent: None.

Res. 50:13. On motion of Mr. Colavita and seconded by Mr. Vereen the following resolution was presented for adoption:

SUPPLEMENTAL BOND RESOLUTION OF THE EWING-LAWRENCE SEWERAGE AUTHORITY AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$27,000,000 PRINCIPAL AMOUNT OF SEWER REVENUE BONDS, AND ANY NOTES ISSUED IN ANTICIPATION THEREOF, TO BE ISSUED THROUGH THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST FINANCING PROGRAM

WHEREAS, on October 13, 1961, the Ewing-Lawrence Sewerage Authority (the "Authority"), a public body corporate and politic of the State of New Jersey organized pursuant to the sewerage authorities law (N.J.S.A. 40:14A-1 et seq.) (the "Act"), adopted a resolution entitled, "Resolution Authorizing and Providing for the Issuance of Sewer Revenue Bonds of the Ewing-Lawrence Sewerage Authority", as amended and supplemented (the

“General Bond Resolution” or “Resolution”), providing for the issuance of revenue bonds of the Authority and authorizing the issuance of "Additional Bonds," as such term is herein defined, for the purpose of, among others, raising funds to pay the cost of acquisition or construction of any Project (as defined in the General Bond Resolution), upon the terms and conditions set forth in the General Bond Resolution; and

WHEREAS, in accordance with the provisions of Sections 216 and 217 of the General Bond Resolution, the Authority wishes to authorize a series of Additional Bonds of the Authority, each designated “Sewer Revenue Bonds”, (hereinafter referred to as the “Bonds”) in the principal amount of not to exceed \$27,000,000 to provide for (1) the Costs (as defined in the Act) associated with: (a) construction of a new UV disinfection facility to enable compliance with a new DCBM effluent limitation, (b) replacement various equipment and systems at or near the end of their useful service life, (c) correcting hydraulic bottlenecks that during severe wet weather conditions can cause the primary clarifiers to overflow, and (d) construction of new preliminary treatment facilities to provide screening of influent wastewater and improved grit removal, (2) the payment of any interim financing related to the 2013 Project as defined herein, (3) the payment of costs associated with the issuance of the Bonds pursuant to this 2013 Supplemental Resolution (as hereinafter defined) and (4) the financing of capitalized interest, as necessary; and

WHEREAS, the Bonds shall be of equal rank and priority as any Bonds (as defined in the General Bond Resolution) of the Authority previously issued and any Additional Bonds hereinafter issued by the Authority; and

WHEREAS, the Authority wishes to provide terms and conditions with respect to such Bonds in addition to those which have been previously established under and pursuant to the Resolution and delegate the sale of such Bonds to the Executive Director of the Authority;

NOW THEREFORE, BE IT RESOLVED BY THE EWING-LAWRENCE SEWERAGE AUTHORITY, as follows:

ARTICLE I

General Provisions

Section 101. Short Title. This resolution may hereafter be cited by the Authority and is hereinafter sometimes referred to as the “2013 Supplemental Resolution”.

Section 102. Terms Defined in Resolution. Whenever used or referred to in this 2013 Supplemental Resolution all words and terms which are defined in Section 101 of the resolution of the Authority adopted October 13, 1961 entitled, “Resolution Authorizing and Providing for the Issuance of Sewer Revenue Bonds of the Ewing-Lawrence Sewerage Authority”, as amended and supplemented, shall have the same meanings given to such words and terms, as determined in Section 101 thereof, except to the extent words and terms are defined or shall otherwise be established in Section 103 hereof.

Section 103. Other Definitions. As used or referred to, and unless the context clearly indicates a different meaning or use, in this 2013 Supplemental Resolution:

“2013 Project” means the (1) the Costs (as defined in the Act) associated with: (a) construction of a new UV disinfection facility to enable compliance with a new DCBM effluent limitation, (b) replacement various equipment and systems at or near the end of their useful service life, (c) correcting hydraulic bottlenecks that during severe wet weather conditions can cause the primary clarifiers to overflow, and (d) construction of new preliminary treatment facilities to provide screening of influent wastewater and improved grit removal, (2) the payment of any interim financing related to the 2013 Project as defined herein, (3) the payment of costs associated with the issuance of the Bonds pursuant to this 2013 Supplemental Resolution (as hereinafter defined) and (4) the financing of capitalized interest, as necessary;

“2013 Supplemental Resolution” means this supplemental resolution of the Authority;

“Bonds” means the Authority’s sewer revenue bonds in the principal amount of not to exceed \$27,000,000 and any notes issued in anticipation thereof as authorized under the Resolution;

“Escrow Agreement” means that certain escrow agreement to be entered into by and between the Authority, the Trust, the State and the escrow agent named in such agreement (the “Escrow Agent”), as trustee for the holders of the Bonds being issued pursuant to this 2013 Supplemental Resolution through the Program;

“Financing Documents” means the Trust Loan Agreement, the Fund Loan Agreement and the Escrow Agreement, as defined herein;

“Fund Loan Agreement” means that certain loan agreement to be entered into by and between the Authority and the State, pursuant to the Program;

“Paying Agent” means The Bank of New York Mellon, Woodland Park, New Jersey, as appointed in Section 306 herein;

“Program” means the New Jersey Environmental Infrastructure Trust Financing Program;

“Registrar” means The Bank of New York Mellon, Woodland Park, New Jersey, as appointed in Section 306 herein;

“Resolution” or “General Bond Resolution” means the general bond resolution of the Authority adopted on October 13, 1961 entitled, “Resolution Authorizing and Providing for the Issuance of Sewer Revenue Bonds of the Ewing-Lawrence Sewerage Authority”, as amended and supplemented by various resolutions, including this 2013 Supplemental Resolution;

“State” means the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection, pursuant to the Program;

“Trust” means the New Jersey Environmental Infrastructure Trust;

“Trust Loan Agreement” means that certain loan agreement to be entered into by and between the Authority and the Trust, pursuant to the Program;

“Trustee” means The Bank of New York Mellon, Woodland Park, New Jersey, as appointed in Section 306 herein;

Words importing persons include firms, associations and corporations; and

Words importing the singular number include the plural number and vice versa.

Section 104. Incorporation of Resolution. This 2013 Supplemental Resolution supplements and amends the General Bond Resolution. The General Bond Resolution is incorporated herein by reference thereto.

Section 105. Severability of Invalid Provisions. If any one or more of the covenants or agreements provided in this 2013 Supplemental Resolution, on the part of the Authority, the Trust, the State, the Escrow Agent or the Trustee, to be performed should be contrary to law, then such covenant or covenants, agreement or agreements, shall be deemed separable from the remaining covenants and agreements and shall in no way affect the validity of the other provisions of this 2013 Supplemental Resolution or of any Bond.

(End of Article I)

ARTICLE II

Determinations By and Obligations
of the Authority

Section 201. Authority for 2013 Supplemental Resolution. This 2013 Supplemental Resolution is adopted pursuant to the Act and the Resolution and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2013 Supplemental Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Act and the Resolution to further secure the payment of the principal or redemption price of and interest on the Bonds.

Section 202. Bonds to Constitute Additional Bonds. The Bonds shall constitute Additional Bonds as such term is defined in the Resolution and shall be issued pursuant to and in accordance with the Resolution.

Section 203. Resolution to Constitute Contract. In consideration of the purchase and acceptance of the Bonds by those who shall hold the same from time to time, the provisions of the Resolution shall be deemed to be and shall constitute a contract between the Authority, the Trustee and the holders from time to time of the Bonds; the pledge made in the Resolution and the covenants and agreements herein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the Bonds, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or pursuant to the Resolution.

Section 204. Estimated Cost of 2013 Project. The Authority hereby determines that the aggregate estimated Cost (as defined in the Act) of the 2013 Project shall not exceed \$27,000,000, inclusive of any original issue discount, capitalized interest and all reserves (except for funds required to be deposited in the Reserve Fund (as defined in the Resolution), in an amount equal to Maximum Debt Service (as defined in the Resolution)), and excluding any accrued interest on the Bonds.

(End of Article II)

ARTICLE III

Authorization, Purpose, Execution and Issuance of Bonds

Section 301. Authorization and Purpose of the Bonds. The Bonds of the Authority in the principal amount of not to exceed \$27,000,000 are hereby authorized to be issued pursuant to Sections 216 and 217 of the Resolution, such Bonds to be entitled "Sewer Revenue Bonds, Series 2013", or such other title as the Authority may designate. The Bonds are authorized and will be issued to provide funds for the Cost of the 2013 Project.

Section 302. Description of the Bonds; Delegation of Sale of the Bonds.

(A) Term. The Bonds shall be two (2) in number and issued to the State and the Trust, respectively, with interest rates fixed to maturity, shall be dated the date of issuance, shall bear interest at the rate or rates, and shall mature over a term not exceeding August 1, 2037, shall mature on the 15th day of December but shall be payable on February 1 and August 1 in the years and in the amounts as provided for by the Financing Documents and subparagraph (B) of this Section.

(B) Delegation to Issue Bonds. The Authorized Officer (as hereinafter defined) of the Authority is hereby designated as the individual who shall have the power to sell and to award the Bonds (of the same or different series) on behalf of the Authority, to the State and Trust, respectively, pursuant to the Program, including the power to determine (giving due consideration to the terms and conditions of the preceding paragraph and any applicable rules or restrictions of the Program), among other things (i) the amount of Bonds to be issued, provided such amount does not to exceed \$27,000,000, (ii) the time and the manner of sale of the Bonds and the Escrow Closing (as hereinafter defined) in connection therewith, (iii) the denominations and rate or rates of interest to be borne by the Bonds, and (iv) such other terms and conditions as may be necessary or related to the sale of the Bonds. Such sale, award, terms and conditions of the Bonds issued pursuant to the Program shall be determined and evidenced by the Financing Documents, to be executed by the Authorized Officer on behalf of the Authority, subject to the rules, conditions, maturity schedule and interest rate established by the Program, with respect to the Bond being issued to the Trust, with such interest rate on such Bond being based upon the pass through interest rates received by the Trust in

connection with its sale of bonds (plus administrative fees) (the "Trust Loan Bond"), combined with the cash funds received from the State in connection with the Program, with respect to the Bond being issued to the State (the "Fund Loan Bond"). Such sale and award provisions of the Bonds, as set forth herein, may be further evidenced by a certificate of the Authorized Officer (the "Certificate"), executed as of the date of sale and award of the Bonds. The Certificate is hereby deemed to satisfy the requirements of Section 217(A)(3) of the General Bond Resolution. The Financing Documents and the Certificate, to the extent one is required, shall be presented by the Executive Director to the Members of the Authority at the next regular meeting of the Authority following such sale and award as evidence of the terms and details of the sale of such Bonds.

(C) Execution of the Financing Documents. The Financing Documents are hereby authorized to be executed and delivered in connection with the Program. Such Financing Documents may be executed and delivered on behalf of the Authority by either the Chairman, the Vice Chairman, or the Executive Director (each an "Authorized Officer"), in their respective sole discretion, after consultation with counsel and any advisors to the Authority (collectively, the "Authority Consultants"), and after further consultation with the Trust, the State and their representatives, agents, counsel and advisors (collectively, the "Program Consultants", together with the Authority Consultants, the "Consultants") shall determine, with such determination to be conclusively evidenced by the execution of such Financing Documents by an Authorized Officer as determined hereunder. The Secretary or Assistant Secretary of the Authority is hereby authorized to attest to the execution of the Financing Documents by an Authorized Officer of the Authority as determined hereunder, and to affix the corporate seal of the Authority to such Financing Documents.

(D) Escrow Closing. The Authorized Officers of the Authority are hereby authorized to execute the Financing Documents and any additional certificates and opinions as may be required by the Program or Bond Counsel to the Authority, as further described in subsection (F) herein (together, the "Escrowed Documents") on or before the date when the Authority is scheduled to close the loans in escrow with the Program (the "Escrow Closing"), such Escrowed Documents to be delivered to Bond Counsel to the Authority and held by Bond Counsel to the Authority until such time as an Authorized Officer of the Authority authorizes release of same. Bond Counsel to the Authority is hereby authorized to accept and hold the Escrowed Documents in escrow on or before the Escrow Closing and to release same from escrow and deliver same upon direction of an Authorized Officer of the Authority.

(E) Form of Bonds. The Bonds shall be in substantially the form described and contained in the General Bond Resolution, with such changes as may be required by the Financing Documents.

(F) Further Authorizations. The Authorized Officers of the Authority are hereby further severally authorized to (i) execute and deliver, and the Secretary or Assistant Secretary of the Authority is hereby further authorized to attest to such execution and to affix the corporate seal of the Authority to, any document, instrument or closing certificate deemed necessary, desirable or convenient by the Authorized Officers, the Secretary or Assistant Secretary of the Authority, as applicable, in their respective sole discretion, after consultation with the Consultants, to be executed in connection with the execution and delivery of the Financing Documents and the consummation of the transactions contemplated thereby, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Authorized Officers deem necessary, desirable or convenient in relation to the execution thereof.

Section 303. Issuance of the Bonds and Application of Proceeds of Sale. The Bonds authorized by Section 301 herein, are hereby directed to be executed by or on behalf of the Authority by its Authorized Officer and delivered to the State and the Trust, respectively. All of the proceeds of sale of the Bonds, including accrued interest (if any) received upon delivery thereof, shall, simultaneously with the issuance of the Bonds, be paid and applied by the Authority in accordance with the Resolution and the Financing Documents and as provided in an Order of the Authority executed by the Chairman or the Executive Director of the Authority consistent with the General Bond Resolution and the Financing Documents.

Section 304. No Recourse on the Bonds. No recourse shall be had for the payment of the principal of or the interest on the Bonds or for any claim based thereon or on this 2013 Supplemental Resolution or the General Bond Resolution against any member or other officer of the Authority or any person executing the Bonds. The Bonds are not and shall not be in any way a debt or liability of the State of New Jersey or of any county or

municipality and do not and shall not create or constitute any indebtedness, liability or obligation of said State or of any county or municipality, either legal, moral or otherwise.

Section 305. Execution of Bonds. The Chairman and/or the Executive Director of the Authority is hereby authorized to execute by the manual or facsimile signature the Bonds in the name and on behalf of the Authority attested by the manual or facsimile signature of its Secretary.

Section 306. Appointment of Trustee, Paying Agent and Registrar. In accordance with the provisions of Article IX of the Resolution, The Bank of New York Mellon, Woodland Park, New Jersey (the "Bank") is hereby appointed Trustee (the "Trustee"), Paying Agent (the "Paying Agent"), and Registrar (the "Registrar") for the Bonds. The Bank shall accept and shall carry out its duties and obligations as Trustee, Paying Agent and Registrar as provided in and as required by the terms of the Resolution.

(End of Article III)

ARTICLE IV

Miscellaneous

Section 401. Covenant of Authority as to Compliance with Federal Tax Matters. The Authority hereby covenants that it will take all actions within its control that are necessary to assure that interest on the Bonds is excludable from gross income under the Internal Revenue Code of 1986, as amended (the "Code") and the Authority will refrain from taking any action that would adversely affect the exclusion of interest on the Bonds from gross income under the provisions of the Code.

Section 402. Effective Date. This resolution shall take effect immediately.

(End of Article IV)

The above resolution was adopted on the following roll call vote:

Ayes: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski

Nays: None.

Absent: None.

Res. 51:13. On motion of Mr. Geter and seconded by Mrs. Zamonski the following resolution was presented for adoption:

RESOLUTION OF THE EWING-LAWRENCE SEWERAGE AUTHORITY MAKING APPLICATION TO THE LOCAL FINANCE BOARD PURSUANT TO N.J.S.A. 40A:5A-6 AND N.J.S.A. 58:11B-9(a)

WHEREAS, the Ewing-Lawrence Sewerage Authority (the "Authority") desires to make application to the Local Finance Board for its review and findings in connection with a proposed resolution authorizing the financing of certain improvements through the issuance of one or more series of bonds, or any notes issued in anticipation thereof, through the New Jersey Environmental Infrastructure Trust Financing Program;

WHEREAS, the Authority believes that:

- (a) it is in the public interest to accomplish such purpose;
- (b) said purpose or improvements are for the health, welfare, convenience or betterment of the inhabitants of the local unit or units;
- (c) the amounts to be expended for said purpose or improvements are not unreasonable or exorbitant;

(d) the proposal is an efficient and feasible means of providing services for the needs of the inhabitants of the local unit or units and will not create an undue financial burden to be placed upon the local unit or units;

NOW THEREFORE, BE IT RESOLVED BY THE EWING-LAWRENCE SEWERAGE AUTHORITY as follows:

Section 1. The application to the Local Finance Board is hereby approved, and the Authority's Bond Counsel and financial advisor, along with other representatives of the Authority, are hereby authorized to prepare such application and to represent the Authority in matters pertaining thereto.

Section 2. The Secretary of the Authority is hereby directed to prepare and file a copy of the proposed resolution with the Local Finance Board as part of such application.

Section 3. The Local Finance Board is hereby respectfully requested to consider such application and to record its findings and recommendations as provided by the applicable New Jersey Statute.

The above resolution was adopted on the following roll call vote:

Ayes: Messrs. Cermele, Colavita, DiFrancesco, Geter and Vereen and Mrs. Zamonski

Nays: None.

Absent: None.

Mr. Filler reported that some authorities have discontinued tours of their facilities, but ELSA is still conducting them.

He also reported that a public hearing on the Mercer County Wastewater Management Plan was held on April 10, 2013 and there is now a comment period. The Board discussed its policy regarding servicing additional properties in Hopewell and agreed that it would serve the property previously discussed on the West Side of Scotch Road and consider properties in Hopewell with environmental issues.

Mr. DiFrancesco left the meeting at 12:45.

Mr. Filler presented a draft agreement to provide service to Wildflowers and the Pennington Circle properties. The Board agreed that negotiations should proceed.

The Board directed Mr. Filler to respond to Sansone regarding their property on the West Side of Scotch Road.

Mr. Geter suggested and the Board concurred that Mr. Filler should send a letter to Hopewell Township with a copy to Van Cleef advising that Van Cleef's monthly report on the Brandon Farms Pump Station indicates that repairs to the out-of service pump is being evaluated and asked when the evaluation will be completed and request a copy of same when completed. Also ask if a second pump fails what plans are in place to provide the required pump station capacity.

Mr. Rank reported that he has contacted Maeve Cannon and David Roskos and advised that it is still his opinion that ELSA does not have the authority to have alternate voting members on the Board.

Res. 52:13. On motion of Mr. Colavita and seconded by Mr. Geter and unanimously carried, the meeting was adjourned at 1:10 P.M.

Pasquale Colavita, Secretary