

RESOLUTION NO. 2013-123

THE GLOUCESTER COUNTY UTILITIES AUTHORITY

RESOLUTION OF THE GLOUCESTER COUNTY UTILITIES AUTHORITY CONSTITUTING A SUPPLEMENTAL RESOLUTION TO THE BOND RESOLUTION OF SAID AUTHORITY ADOPTED AUGUST 8, 1978, AS HERETOFORE AMENDED AND SUPPLEMENTED, AUTHORIZING THE ISSUANCE OF A SERIES OF ITS SEWER REVENUE REFUNDING BONDS, 2013 SERIES, IN THE AGGREGATE PRINCIPAL AMOUNT OF UP TO \$7,800,000, AND TAKING RELATED ACTIONS

Adopted: August 14, 2013

BACKGROUND

WHEREAS, The Gloucester County Utilities Authority ("Authority") is a public body corporate and politic organized by the County of Gloucester, New Jersey ("County") and presently subsisting under the Municipal and County Utilities Authorities Law, constituting Chapter 183 of the Laws of 1957 of the State of New Jersey, as amended and supplemented (*N.J.S.A. 40:14B-1 et seq.*) ("Act"), having the responsibilities, among others, for providing sewage conveyance and treatment services to an approximate 160-square-mile service area in the northwestern section of the County; and

WHEREAS, the Authority has heretofore issued and currently has outstanding sewer revenue bonds (including sewer revenue refunding bonds) pursuant to the Act and a bond resolution of the Authority entitled: "Resolution Providing for the Issuance of Bonds of The Gloucester County Utilities Authority and for the Rights of the Holders Thereof", adopted August 8, 1978 ("1978 Bond Resolution"), as amended and supplemented (the 1978 Bond Resolution as heretofore amended and supplemented is hereinafter collectively referred to as the "General Bond Resolution"), including, *inter alia*, \$9,970,000, aggregate original principal amount of its Sewer Revenue Refunding Bonds, 2003 Series ("2003 Bonds"), currently outstanding in the aggregate principal amount of \$7,800,000; and

WHEREAS, the Authority's financial advisor has advised that, by virtue of decreases in general market rates of interest, the Authority is able at this time to currently refund, at par, all of the outstanding 2003 Bonds maturing on January 1, 2014 through and including January 1, 2030 (as more particularly hereinafter described, the "Refunding"), and thereby to achieve significant debt service savings; and

WHEREAS, as required by the Local Authorities Fiscal Control Law, constituting Chapter 313 of the Laws of 1983 of the State of New Jersey, as amended and supplemented (*N.J.S.A. 40A:5A-1 et seq.*) ("Fiscal Control Act"), pursuant to a resolution of the Authority adopted June 12, 2013, an application for approval of the Refunding ("Refunding Application") was submitted to the Local Finance Board of the Division of Local Government Services in the New Jersey Department of Community Affairs ("Local Finance Board"); and

WHEREAS, by resolution adopted July 10, 2013, the Local Finance Board approved the Refunding Application and the issuance by the Authority of the 2013 Refunding Bonds (as hereinafter defined) after a public hearing thereon, and pursuant to the applicable provisions of the Fiscal Control Act made positive findings with respect thereto; and

WHEREAS, the Authority shall deposit the proceeds of the 2013 Refunding Bonds with The Bank of New York Mellon, Woodland Park, New Jersey, as trustee under the Bond Resolution ("Trustee") and, for purposes of clause (i) below, as escrow agent ("Escrow Agent") pursuant to the terms of an Escrow Deposit Agreement relating to the refunding of the 2003 Bonds ("Escrow Deposit Agreement") between the Authority and the Escrow Agent, to pay: (i) the cost associated with the issuance of the 2013 Refunding Bonds; and (ii) the cost of such other items as shall be set forth herein or in the Sale Resolution; and

WHEREAS, accordingly, as contemplated by the General Bond Resolution and pursuant to the requirements thereof, the Authority desires by this 2013 Refunding Supplemental

Resolution (as hereinafter defined) to authorize such refunding and, in connection therewith, to provide for the authorization and issuance of one series of Additional Bonds (as defined in and for purposes of Article III of the General Bond Resolution) to be issued as a series of sewer revenue refunding bonds (as hereinafter further described, the "2013 Refunding Bonds") to effect the above-described refunding and to provide for the payment of the costs of issuance of the 2013 Refunding Bonds; and

NOW, THEREFORE, BE IT RESOLVED BY THE GLOUCESTER COUNTY UTILITIES AUTHORITY AND THE MEMBERS THEREOF AS FOLLOWS:

**ARTICLE I
DEFINITIONS**

Section 1.01. General Bond Resolution Defined Terms to Apply; Additions Thereto.

All terms used as defined terms herein and not otherwise defined shall have the meanings ascribed thereto in the General Bond Resolution unless the context shall clearly otherwise require. In addition thereto, the following terms when used herein shall have the following meanings, unless the context shall clearly otherwise require.

"Bond Register" shall mean the books of the Authority kept in the Principal Office of the Trustee for the registration, exchange and transfer of Bonds.

"Business Day" shall mean any day other than (i) a Saturday or Sunday or a legal holiday, or (ii) a day on which banking institutions located in the State of New Jersey are required or authorized by law to close.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder and any applicable successor legislation.

"Escrow Deposit Agreement" shall mean the Escrow Deposit Agreement, dated the date of issuance and delivery of the 2013 Refunding Bonds, between the Authority and the Trustee, acting as Escrow Agent.

"Interest Payment Date" shall mean, with respect to the 2013 Refunding Bonds, January 1 and June 1, commencing January 1, 2014, in each year until maturity or earlier redemption of the 2013 Refunding Bonds.

"Record Date" shall mean with respect to an Interest Payment Date for the 2013 Refunding Bonds, unless otherwise provided by the General Bond Resolution or the Sale Resolution authorizing such Series of Additional Bonds, the fifteenth (15th) day (whether or not such day shall be a business day) of the month preceding such Interest Payment Date.

"Registered Owner", in connection with a Bond, shall mean the person or persons in whose name or names the particular Bond shall be registered on the books of the Authority kept for that purpose in accordance with the General Bond Resolution and the Bonds.

"Sale Resolution" shall mean the Supplemental Resolution determining certain terms and provisions of the 2013 Refunding Bonds in accordance with the provisions of Section 303 of the General Bond Resolution to be adopted by the Authority in connection with the sale of the 2013 Refunding Bonds and execution and delivery of the Bond Purchase Contract (as hereinafter defined).

"Special Payment Date" shall mean, with respect to Outstanding Bonds, the date set for payment of principal or interest that was not paid when due on any Interest Payment Date, which date shall be fixed by the Trustee whenever moneys become available for the payment of such interest.

"Special Record Date" shall mean the date which is fifteen (15) calendar days prior to any Special Payment Date, whether or not such date is a Business Day.

"2013 Refunding Bonds" shall mean the not-to-exceed \$7,800,000, aggregate principal amount of the Authority's Sewer Revenue Refunding Bonds, 2013 Series, having a series issue date to be specified in the Sale Resolution, authorized and delivered pursuant to this 2013 Refunding Supplemental Resolution.

"2013 Refunding Supplemental Resolution" shall mean this resolution as adopted by the Authority on August 14, 2013, together with any resolution amendatory or supplementary hereto adopted in connection with the authorization, issuance, sale and delivery of the 2013 Refunding Bonds.

Section 1.02. Specification of Dates. Any day or date specified herein for the taking of any action, including, without limitation, the payment of money or the delivery of documents or instruments, shall refer to such day or date if the same shall be a Business Day, or if not (and not otherwise provided herein), to the preceding Business Day, unless otherwise specifically so stated herein.

ARTICLE II CONCERNING THE REFUNDING AND THE 2013 REFUNDING BONDS

Section 2.01. Description of Bonds to be Refunded. Pursuant to the applicable provisions of the Act, specifically *N.J.S.A. 40:14B-25(1)*, and Section 302(A) of the General Bond Resolution, the 2003 Bonds to be refunded are described as follows:

- (a) The 2003 Bonds to be refunded (collectively, the "2003 Refunded Bonds") are the Authority's Sewer Revenue Refunding Bonds, 2003 Series, maturing on January 1 in the years and principal amounts and bearing interest at the rates described below:

<u>Date (January 1)</u>	<u>Principal Amount</u>	<u>Interest Rates</u>
2014	\$385,000	3.750%
2015	400,000	3.800
2016	415,000	3.900
2017	430,000	4.000
2018	450,000	4.100
2019	470,000	4.125
2020	490,000	4.200
2021	510,000	4.250
2022	530,000	4.300
2023	555,000	4.350
2024	575,000	4.400
2025	600,000	4.500
2026	280,000	4.500
2027	290,000	4.500
2028	305,000	4.600
2029	320,000	4.600
2030	330,000	4.600

(b) The 2013 Refunding Bonds shall be issued to effect the Refunding of Outstanding 2003 Refunded Bonds as described in Section 301(3) of the General Bond Resolution.

Section 2.02. Authorization to Issue 2013 Refunding Bonds; Certain Terms Thereof.

The Authority hereby authorizes the issuance of its Sewer Revenue Refunding Bonds, 2013 Series, on the terms and conditions herein and in the General Bond Resolution set forth. The 2013 Refunding Bonds shall be issued to effect the Refunding and to pay the costs of issuance of the 2013 Refunding Bonds.

With respect to the 2013 Refunding Bonds, it is hereby specified and determined pursuant to Section 302(A)(1)-(5), inclusive, of the General Bond Resolution as follows:

(a) The 2013 Refunding Bonds shall constitute Additional Bonds (as defined in the General Bond Resolution). The aggregate principal amount of the 2013 Refunding Bonds shall be not-to-exceed \$7,800,000. The final aggregate principal amount of the 2013 Refunding Bonds shall be set forth in the Sale Resolution and the Bond Purchase Contract.

(b) The 2013 Refunding Bonds shall bear a Series issue date to be specified in the Sale Resolution, shall have Interest Payment Dates of January 1 and June 1, commencing January 1, 2014, and shall mature on January 1 of the years, and in the annual amounts, set forth in the Sale Resolution and the Bond Purchase Contract.

(c) The 2013 Refunding Bonds shall bear interest at rates set forth in the Sale Resolution and the Bond Purchase Contract and shall be payable in the manner set forth herein, in the Sale Resolution and in the General Bond Resolution on each Interest Payment Date or Special Payment Date, as applicable.

(d) The redemption provisions, if any, for the 2013 Refunding Bonds shall be set forth in the Sale Resolution and the Bond Purchase Contract.

Section 2.03. Execution, Delivery and Certain Other Matters in Respect of the 2013 Refunding Bonds.

(a) Pursuant to Sections 303 and 409 of the General Bond Resolution and with respect to the original issuance of the 2013 Refunding Bonds, the 2013 Refunding Bonds in substantially the form relating to registered Bonds set forth in Section 1209 of the General Bond Resolution, with appropriate additions and deletions, and in the aggregate principal amount up to that authorized herein, shall be executed by or on behalf of the Authority as provided in the General Bond Resolution and shall be delivered to the Trustee for authentication thereby. In accordance with the General Bond Resolution, the 2013 Refunding Bonds shall be initially issued in book-entry-only form. Thereafter, the 2013 Refunding Bonds shall be delivered to the purchasers thereof upon receipt of the purchase price therefor, as the Authority shall direct by its written order, pursuant to Section 421(4) of the General Bond Resolution, upon the settlement of the 2013 Refunding Bonds.

(b) Principal or Redemption Price of the 2013 Refunding Bonds shall be payable at maturity or earlier redemption, if applicable (or on any applicable Special Payment Date), upon presentation thereof at the Principal Office of the Trustee. Interest on the 2013 Refunding Bonds shall be payable on each Interest Payment Date (or applicable Special Payment Date) by check or draft mailed to the persons who shall be the Registered Owners at the close of business on the applicable Record Date.

Section 2.04. Application of the Proceeds of the 2013 Refunding Bonds; Redemption of 2003 Refunded Bonds.

(a) The proceeds of the 2013 Refunding Bonds shall be applied in accordance with the provisions of Section 304(B) of the General Bond Resolution, a closing statement of the Authority executed and delivered to the Trustee upon the settlement of the 2013 Refunding Bonds and as described in Section 601 below.

(b) As part of the Refunding, the Chairman, Vice-Chairman, Executive Director and Deputy Executive Director of the Authority (each an "Authorized Officer") are each hereby severally authorized and directed to execute and deliver, in the name and on behalf of the Authority, any necessary documents to effect the defeasance of the 2003 Refunded Bonds and the call for all such 2003 Refunded Bonds for redemption from proceeds of the 2013 Refunding Bonds, together with any other moneys then held by the Trustee and available therefor.

**ARTICLE III
COVENANTS REGARDING FEDERAL TAXATION**

Section 3.01. Federal Tax Covenants. The Authority hereby covenants that:

(a) it will not make any use of the proceeds of the 2013 Refunding Bonds or do or suffer any other action or fail to take any action that would cause: (i) the 2013 Refunding Bonds to be "arbitrage bonds" as such term is defined in Section 148 of the Code and the regulations

promulgated thereunder; (ii) the interest on the 2013 Refunding Bonds to be included in the gross income of the owners thereof for federal income taxation purposes; or (iii) the interest on the 2013 Refunding Bonds to be treated as an item of tax preference under Section 57(a)(5) of the Code; and

(b) it shall calculate and pay in the manner and at the time prescribed any required rebate pursuant to Section 148(f) of the Code and the regulations promulgated thereunder and file such information report or reports as may be required by Sections 148(f) and 149(e) of the Code; and

(c) it shall take no action that would cause the 2013 Refunding Bonds to be "federally guaranteed" within the meaning of Section 149(b) of the Code.

ARTICLE IV AWARD OF 2013 REFUNDING BONDS; PURCHASE CONTRACT; CONTINUING DISCLOSURE AGREEMENT

Section 4.01. Award of 2013 Refunding Bonds; Purchase Contract. The Authority has determined to award the 2013 Refunding Bonds to _____, _____ ("Underwriter"), and enter into a purchase contract ("Bond Purchase Contract") in respect of the 2013 Refunding Bonds with the Underwriter. The Bond Purchase Contract be, and the same hereby is, approved in the form presented to this meeting, a copy of which is attached hereto as Exhibit "A" and made a part hereof, with such changes, insertions and omissions as shall hereafter be approved by an Authorized Officer in consultation with the Authority's Bond Counsel. The Authorized Officer is hereby authorized and directed to execute and deliver the Bond Purchase Contract on behalf of the Authority to the Underwriter. The Secretary and Acting Secretary of the Authority are each hereby severally authorized to attest to such execution and to affix the official corporate seal of the Authority to the Bond Purchase Contract. The execution of the Bond Purchase Contract by the Authorized Officer shall evidence the Authority's approval of the respective terms thereof and no further action therefor shall be required.

Section 4.02 Continuing Disclosure Agreement. An Authority Officer is authorized to execute and deliver, in connection with the issuance of the 2013 Refunding Bonds, a Continuing Disclosure Agreement ("Continuing Disclosure Agreement") to provide for the dissemination of secondary market disclosure in compliance with the terms and provisions of Rule 15c2-12 (codified at 17 C.F.R. §240.15c2-12), as the same may be further amended, supplemented and officially interpreted from time to time, or any successor provision thereto, promulgated by the Securities and Exchange Commission ("Commission") pursuant to the Securities Exchange Act of 1934, as amended and supplemented (codified as of the date hereof at 15 U.S.C. 77 *et seq.*) ("Rule 15c2-12"), to evidence the contractual obligations of the Authority pursuant to the terms and provisions of the Continuing Disclosure Agreement in furtherance of compliance with the terms and provisions of Rule 15c2-12.

ARTICLE V
PRELIMINARY AND FINAL OFFICIAL STATEMENTS

Section 5.01. Preliminary and Final Official Statements.

(a) The preparation of a preliminary official statement ("Preliminary Official Statement") relating to the 2013 Refunding Bonds, and the distribution (by physical and/or electronic delivery) of said Preliminary Official Statement to prospective purchasers of the 2013 Refunding Bonds and others having an interest therein, are hereby authorized and directed. The Authorized Officer is hereby authorized to deem the Preliminary Official Statement "final", as contemplated by paragraph (b)(1) of Rule 15c2-12 promulgated by the Commission pursuant to the Securities Act of 1934, as amended.

(b) The preparation of a final official statement ("Official Statement") relating to the 2013 Refunding Bonds is hereby authorized and directed. Within the earlier to occur of (i) seven (7) business days after the date of the Bond Purchase Contract and in sufficient time to accompany any confirmation requesting payment from any customer of the Underwriter or (ii) the day prior to the closing for the 2013 Refunding Bonds, the Authority will deliver sufficient copies of the Official Statement in final, printed and electronic form to the purchaser of the 2013 Refunding Bonds in order for the same to comply with the rules of the Municipal Securities Rulemaking Board ("MSRB") (including, but not limited to, revised Rule G-32 (effective June 1, 2009) requiring submissions of official statements to the MSRB through the Electronic Municipal Market Access System primary market disclosure service, an internet based filing system created and maintained by the MSRB in accordance with SEC Release No. 34-59062 of the Commission, dated December 5, 2008), Rule 15c2-12 and other applicable securities laws, rules or regulations including SEC Release No. No. 34-62184 of the Commission, dated May 26, 2010. The Authorized Officer is hereby authorized to execute the Official Statement in final form, and the distribution thereof to purchasers and others is hereby authorized and directed. The execution of the Official Statement by the Authorized Officer shall constitute conclusive evidence of approval by the Authority of the changes therein from the Preliminary Official Statement. The Authorized Officer is hereby authorized to approve any amendments or supplements to the Official Statement.

ARTICLE VI
APPLICATION OF PROCEEDS AND APPOINTMENT OF FIDUCIARY

Section 6.01 Application of Proceeds of the 2013 Refunding Bonds. The 2013 Refunding Bonds are hereby directed to be executed by or on behalf of the Authority and delivered to the Trustee for authentication by the Trustee. Thereupon, the 2013 Refunding Bonds shall be authenticated by the Trustee, and subject to the fulfillment of the criteria in, *inter alia*, Section 305 of the General Bond Resolution, delivered by the Trustee to the Authority upon its order. The proceeds of the sale of the 2013 Refunding Bonds, including accrued interest, shall be applied simultaneously with the delivery of such 2013 Refunding Bonds as follows:

- (a) there shall be deposited in the Bond Service Fund, an amount equal to the interest accrued on the 2013 Refunding Bonds from their dated date to (but not including) the date of delivery of the 2013 Refunding Bonds;

- (b) there shall be deposited in the Bond Service Fund an amount equal to the Bond Service Requirement; and
- (c) to the Trustee, as escrow agent, the amount which, when added to other amounts then held by the Trustee and available therefor, is sufficient to effect payment and redemption of the 2003 Refunded Bonds; and
- (d) the remaining balance of the proceeds of the 2013 Refunding Bonds shall be deposited into the separate account created in the Construction Fund pursuant to Section 513 of the General Bond Resolution.

**ARTICLE VII
REFUNDING OF THE 2003 BONDS**

Section 7.01 Escrow Agent. The appointment of Trustee as escrow agent ("Escrow Agent"), for the 2013 Refunding Bonds, is hereby authorized, approved, ratified and confirmed. The Chairman, Vice Chairman and Executive Director are each hereby authorized to enter into an agreement with the Escrow Agent for the services to be provided.

Section 7.02 Redemption of Callable Bonds. The Escrow Agent is hereby authorized and directed to redeem, on their first call date, the 2003 Refunded Bonds at a redemption price equal to 100% of the 2003 Refunded Bonds, plus interest accrued to the redemption date. The Escrow Agent shall mail any required notice of redemption as set forth in the 2003 Refunded Bonds and in the Escrow Deposit Agreement by and between the Authority and the Escrow Agent.

Section 7.03 Execution of Escrow Deposit Agreement. To provide for the redemption of the 2003 Refunded Bonds as set forth in Section 7.02 above, the Chairman, Vice Chairman and Executive Director are each hereby authorized to execute and deliver an Escrow Deposit Agreement ("Escrow Deposit Agreement") on behalf of the Authority and to make the deposit of moneys and investments specified therein ("Escrow Investments").

Section 7.04 Verification Agent. The Executive Director is hereby authorized to engage the services of _____, ("Verification Agent") to verify the mathematical accuracy of certain computations regarding: (i) the adequacy of the maturing principal of and interest on the Escrow Investments to pay the 2003 Refunded Bonds as set forth in the Escrow Agreement; and (ii) the yields on the 2013 Refunding Bonds and the Escrow Investments.

**ARTICLE VIII
MISCELLANEOUS**

Section 8.01. Parties Interested. Nothing contained in this 2013 Refunding Supplemental Resolution, express or implied, is intended or shall be construed to confer upon or give to any person, firm or corporation, other than the Authority, the Trustee and the Registered Owners of the 2013 Refunding Bonds, any right, remedy or claim under or by reason of this 2013 Refunding Supplemental Resolution or any covenant, condition or stipulation hereof; and

the covenants, stipulations and agreements in this 2013 Refunding Supplemental Resolution contained are and shall be for the sole and exclusive benefit of the Authority, the Trustee and the Registered Owners of the 2013 Refunding Bonds.

Section 8.02. No Personal Recourse. No covenant or agreement contained in this 2013 Refunding Supplemental Resolution or any 2013 Refunding Bond shall be deemed to be the covenant or agreement of any member, officer, agent or employee of the Authority in his individual capacity. No recourse shall be had for the payment of the principal of, interest on, or redemption premium (if any) payable upon the redemption of any 2013 Refunding Bonds, or for any claim based thereon or on this 2013 Refunding Supplemental Resolution or on any Supplemental Resolution against the Authority or any member, officer, agent or employee, past, present or future, of the Authority, or of any successor corporation, as such, either directly or through the Authority or any such successor corporation, whether by virtue of any constitutional provision, statute or rule of law, or by the enforcement of any assessment or penalty or otherwise, all such liability of such members, officers, agents or employees being released as a condition of and as consideration for the adoption of this 2013 Refunding Supplemental Resolution and the issuance of the 2013 Refunding Bonds.

Section 8.03. Successors and Assigns. All the covenants, promises and agreements in this 2013 Refunding Supplemental Resolution contained by or on behalf of the Authority, or by or on behalf of the Trustee, shall bind and inure to the benefit of their respective successors and assigns.

Section 8.04. Effect of Invalid Provisions. If any one or more of the provisions of this 2013 Refunding Supplemental Resolution or of the 2013 Refunding Bonds shall, for any reason, be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this 2013 Refunding Supplemental Resolution or of the 2013 Refunding Bonds, but this 2013 Refunding Supplemental Resolution and the 2013 Refunding Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained herein or therein.

Section 8.05. Statutory Declaration. This 2013 Refunding Supplemental Resolution is adopted by virtue of the Act and the General Bond Resolution and pursuant to their respective provisions. Pursuant to the applicable provisions of the Act, specifically *N.J.S.A. 40:14B-30(16)*, it is hereby declared that each and every matter or course of conduct set forth or referred to herein is so set forth or referred to in order to further secure the payment of the principal or Redemption Price of and interest on the 2013 Refunding Bonds.

Section 8.06. Resolution to Constitute Contract. In consideration of the purchase and the acceptance of the 2013 Refunding Bonds by those who shall own them from time to time, the provisions of the General Bond Resolution, as supplemented by this 2013 Refunding Supplemental Resolution, shall be deemed to be and shall constitute a contract among the Authority, the Trustee and the Registered Owners from time to time of the 2013 Refunding Bonds, and the pledge made in the General Bond Resolution and the covenants and the agreements therein or 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 or Registered Owners of any and all of the Outstanding Bonds (as therein defined) including the 2013 Refunding 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 Outstanding Bonds or any coupons over any other thereof, except as expressly provided herein.

Section 8.07. Notices. Any notice to, or other instrument to be filed with, or demand upon the Trustee may be served, presented or made by being hand-delivered or sent by registered or certified United States mail addressed to:

Corporate Trust Department
The Bank of New York Mellon
385 Rifle Camp Road
Woodland Park, New Jersey 07424

or such other address as shall then serve as the Trustee's principal office.

Any notice to, or other instrument to be filed with, or demand upon the Authority shall be deemed to have been sufficiently given or served by the Trustee for all purposes by being hand-delivered or sent by registered or certified United States mail addressed to:

The Gloucester County Utilities Authority
2 Paradise Road
West Deptford, New Jersey 08066
Attention: Executive Director

or such other address as may be filed in writing by the Authority with the Trustee.

Section 8.08. Descriptive Headings. The descriptive headings of the Articles and Sections of this 2013 Refunding Supplemental Resolution are inserted for convenience of reference only and shall not control or affect the meaning or construction of any of the provisions.

Section 8.09. Governing Law. This 2013 Refunding Supplemental Resolution and the 2013 Refunding Bonds shall be governed by the laws of the State of New Jersey.

Section 8.10. Prior Actions Ratified. All actions taken and documents, records and instruments delivered and executed by members, officers and staff of the Authority, and by the Authority's professional advisors, in connection with the authorization, issuance, sale and delivery of the 2013 Refunding Bonds and the refunding of the 2003 Refunded Bonds are hereby ratified, confirmed, approved and adopted, and all such persons and firms are hereby jointly and severally authorized and directed to take all actions and execute and deliver all documents, records and instruments necessary or convenient to enable the issuance of the 2013 Refunding Bonds to be prosecuted to settlement, and the proceeds thereof to be received and applied or temporarily invested as authorized.

Section 8.11. Additional Actions. The Commissioners of the Authority and the financial and administrative officers of the Authority are hereby jointly and severally authorized and directed to take such additional actions and to prepare, execute and file such documents and instruments as may be necessary or appropriate in connection with the issuance, sale and delivery of the 2013 Refunding Bonds, the investment from time to time of moneys in any funds

or accounts established under the General Bond Resolution or hereunder and the timely payment in full of the 2013 Refunding Bonds.

Section 8.12. Confirmation of Provisions of General Bond Resolution. Except as heretofore supplemented or amended or further supplemented and amended by this 2013 Refunding Supplemental Resolution, the General Bond Resolution is hereby ratified, confirmed, reapproved and readopted in all particulars and shall, except as expressly setting forth the particular terms of the 2013 Refunding Bonds (e.g., maturities, interest rates), apply to, and be for the equal and ratable benefit of, the 2013 Refunding Bonds. The General Bond Resolution, as supplemented hereby, shall be taken, read, construed and interpreted as one and the same integrated instrument. Without in any way limiting the generality of the foregoing, it is hereby declared, pursuant to the provisions of the Act, specifically *N.J.S.A. 40:14B-30(16)*, that each and every matter or course of conduct set forth or referred to herein is so set forth or referred to in order to further secure the full and timely payment of all sums at any time to become due and payable in respect of the 2013 Refunding Bonds.

Section 8.13. Advertisement of Adoption of 2013 Refunding Supplemental Resolution; Filing. In accordance with Section 28 of the Act, *N.J.S.A. 40:14B-28*, the Secretary of the Authority, or any member, officer or staff member of the Authority, is hereby authorized and directed to file a certified copy of this 2013 Refunding Supplemental Resolution for public inspection in the office of the Authority and in the office of the Clerk of the Board of Chosen Freeholders of the County and to cause to be published in a newspaper published for circulation in said County a notice in the form and in the manner required by said Section 28 of the Act. The Secretary or any member, officer or staff member of the Authority is further authorized and directed to file a certified copy of this 2013 Refunding Supplemental Resolution and any further resolutions supplemental hereto, including the Sale Resolution, and a summary of the dates, amounts, maturities and interest rates of all 2013 Refunding Bonds issued pursuant hereto, all in accordance with Section 67 of the Act, *N.J.S.A. 40:14B-67*.

Section 8.14. Governing Provisions. All resolutions or parts thereof, relating to the matters set forth herein, to the extent inconsistent with the General Bond Resolution as supplemented, including as supplemented by this 2013 Refunding Supplemental Resolution, are hereby repealed and rescinded to the extent of any such inconsistency.

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Section 8.15. Effective Date. This 2013 Refunding Supplemental Resolution shall take effect upon adoption in accordance with the Act, specifically *N.J.S.A. 40:14B-14(e)*.

**THE GLOUCESTER COUNTY UTILITIES
AUTHORITY**

By: Howard W Bruner
HOWARD W. BRUNER, Chairman

[SEAL]

ATTEST:

Walter Berglund
WALTER BERGLUND, Secretary

**RESOLUTION OF THE GLOUCESTER COUNTY UTILITIES
AUTHORITY APPROVING CHANGE ORDER NO. 2 FOR
PORCHES BRANCH INTERCEPTOR CLEANING,
TELEVISED INSPECTION AND REPAIRS**

WHEREAS, the Authority's Engineer has recommended a Change Order No. 2 Porches Branch Interceptor Cleaning, Televised Inspection and Repairs, which decreases the value of the Contract by \$2,659.00 thus changing the Contract total to \$224,278.00; and

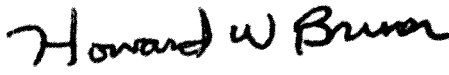
WHEREAS, Change Order No. 2 reflects additional work for the raising of nine (9) manholes upon field determination, as more specifically defined on the attached Contract Modification Proposal and Acceptance Form; and

WHEREAS, Sickels & Associates, Inc., Engineer on the Project has approved Change Order No. 2 in their July 31, 2013 report, attached hereto and made a part of this Resolution.

NOW, THEREFORE, BE IT RESOLVED by the Gloucester County Utilities Authority that Change Order No.2 is hereby approved adjusting the Contract sum from \$226,937.00 to \$224,278.00.

DULY ADOPTED at a meeting of the Gloucester County Utilities Authority conducted on August 14, 2013.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY: 

HOWARD W. BRUNER, Chairman

ATTEST:



WALTER BERGLUND, SECRETARY

CERTIFICATION

The foregoing Resolution was duly adopted at a meeting of the Gloucester County Utilities Authority conducted on August 14, 2013 at its business office located at 2 Paradise Road, West Deptford, New Jersey, all of which is hereby certified.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY:



WALTER BERGLUND, Secretary

**RESOLUTION OF THE GLOUCESTER COUNTY UTILITIES AUTHORITY
ENDORING AN APPLICATION OF THE BOROUGH OF GLASSBORO FOR AN
NJDEP TREATMENT WORKS APPROVAL FOR THE PROJECT KNOWN AS
CAMELOT – PHASE 3, SECTION 1**

WHEREAS, an application has been submitted by the Borough of Glassboro for an NJDEP Treatment Works Approval for a project known as Camelot – Phase 3, Section 1, with an allocation of 28,500 GPD, consisting of 94 townhouses and 1 single family dwelling; and

WHEREAS, plans and specifications for this project have been reviewed by the staff of the Gloucester County Utilities Authority and have been found to be proper; and

WHEREAS, this project is subject to the payment of the Authority's Sanitary Sewerage Connection fees, said fees to be paid at a later date when application is made for an allocation of capacity for this project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that it hereby endorses the above application for an NJDEP Treatment Works Approval for the project known as Camelot – Phase 3, Section 1, with an allocation of 28,500 GPD, consisting of 94 townhouses and 1 single family dwelling.

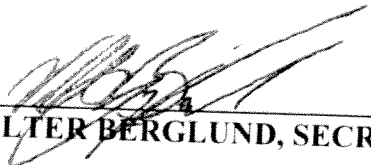
BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be forwarded to the Borough of Glassboro and the NJDEP.

DULY ADOPTED at a meeting of the Gloucester County Utilities Authority held on August 14, 2013.

GLOUCESTER COUNTY UTILITIES AUTHORITY

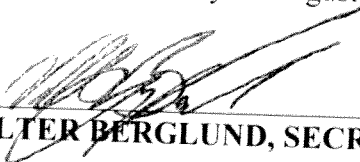
BY: Howard W Bruner
HOWARD W. BRUNER, Chairman

ATTEST:


WALTER BERGLUND, SECRETARY

CERTIFICATION

The foregoing Resolution was duly adopted by the Committee of the Gloucester County Utilities Authority at a meeting held on the 14th day of August, 2013.


WALTER BERGLUND, SECRETARY

RESOLUTION NO. 2013-126

**RESOLUTION ENDORSING AN APPLICATION OF THE BOROUGH
OF CLAYTON FOR AN ALLOCATION OF CAPACITY OF
1,350 GPD FOR THE PROJECT KNOWN AS ACADEMY WALK,
NJDEP PERMIT #03-0432**

WHEREAS, an application has been submitted by the Borough of Clayton, for an allocation of capacity of 1,350 GPD for the project known as Academy Walk, NJDEP Permit #03-0432; and

WHEREAS, this allocation of capacity covers a portion of the project, consisting of six (6) single family dwellings; and

WHEREAS, this project is currently under construction; and

WHEREAS, the Sanitary Sewerage Connection fees for this project have been paid; and

WHEREAS, the Authority's Development Projects Coordinator, Ted Bamford, has heretofore certified that there is sufficient capacity remaining at the Gloucester County Utilities Authority's treatment plant to service this project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that it hereby endorses the above application for an allocation of capacity of 1,350 GPD.

BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be forwarded to the Borough of Clayton and to the NJDEP.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY: Howard W Bruner

HOWARD W. BRUNER, Chairman

ATTEST:

Walter Berglund
WALTER BERGLUND, SECRETARY

CERTIFICATION

I hereby certify that, as of this date, there is sufficient capacity remaining at the Gloucester County Utilities Authority treatment facilities to service the above project.



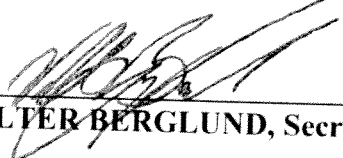
Ted Bamford
Developments Projects Coordinator

CERTIFICATION

The foregoing Resolution was duly adopted at a meeting of the Gloucester County Utilities Authority conducted on August 14, 2013 at its business office located at 2 Paradise Road, West Deptford, New Jersey, all of which is hereby certified.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY:



WALTER BERGLUND, Secretary

**RESOLUTION ENDORSING AN APPLICATION OF THE DEPTFORD TOWNSHIP
MUNICIPAL UTILITIES AUTHORITY FOR AN ALLOCATION
OF CAPACITY OF 2,100 GPD FOR THE PROJECT KNOWN
AS TANYARD ROAD (FINAL MAJOR SUBDIVISION),
NJDEP PERMIT #11-0131**

WHEREAS, an application has been submitted by the Deptford Township Municipal Utilities Authority, for an allocation of capacity of 2,100 GPD for the project known as Tanyard Road Final Major Subdivision, NJDEP Permit #11-0131; and

WHEREAS, this allocation of capacity covers a portion of the project, consisting of seven (7) single family dwellings; and

WHEREAS, this project is currently under construction; and

WHEREAS, the Sanitary Sewerage Connection fees for this project have been paid; and

WHEREAS, the Authority's Development Projects Coordinator, Ted Bamford, has heretofore certified that there is sufficient capacity remaining at the Gloucester County Utilities Authority's treatment plant to service this project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that it hereby endorses the above application for an allocation of capacity of 2,100 GPD.

BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be forwarded to the Deptford Township Municipal Utilities Authority and to the NJDEP.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY:



HOWARD W. BRUNER, Chairman

ATTEST:



WALTER BERGLUND, SECRETARY

CERTIFICATION

I hereby certify that, as of this date, there is sufficient capacity remaining at the Gloucester County Utilities Authority treatment facilities to service the above project.



Ted Bamford
Developments Projects Coordinator

CERTIFICATION

The foregoing Resolution was duly adopted at a meeting of the Gloucester County Utilities Authority conducted on August 14, 2013, at its business office located at 2 Paradise Road, West Deptford, New Jersey, all of which is hereby certified.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY:



WALTER BERGLUND, Secretary

**RESOLUTION ENDORSING AN APPLICATION OF THE BOROUGH
OF GLASSBORO FOR AN ALLOCATION OF CAPACITY OF
1,575 GPD FOR THE PROJECT KNOWN AS CAMELOT, PHASE 1,
NJDEP PERMIT #04-0133**

WHEREAS, an application has been submitted by the Borough of Glassboro, for an allocation of capacity of 1,575 GPD for the project known as Camelot, Phase 1, NJDEP Permit #04-0133; and

WHEREAS, this allocation of capacity covers a portion of the project, consisting of seven (7) single family dwellings; and

WHEREAS, this project is currently under construction; and

WHEREAS, the Sanitary Sewerage Connection fees for this project have been paid; and

WHEREAS, the Authority's Development Projects Coordinator, Ted Bamford, has heretofore certified that there is sufficient capacity remaining at the Gloucester County Utilities Authority's treatment plant to service this project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that it hereby endorses the above application for an allocation of capacity of 1,575 GPD.

BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be forwarded to the Borough of Glassboro and to the NJDEP.

GLOUCESTER COUNTY UTILITIES AUTHORITY


BY: Howard W Bruner
HOWARD W. BRUNER, Chairman

ATTEST:

Walter Berglund
WALTER BERGLUND, SECRETARY

CERTIFICATION

I hereby certify that, as of this date, there is sufficient capacity remaining at the Gloucester County Utilities Authority treatment facilities to service the above project.

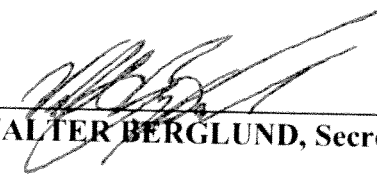


Ted Bamford
Developments Projects Coordinator

CERTIFICATION

The foregoing Resolution was duly adopted at a meeting of the Gloucester County Utilities Authority conducted on August 14, 2013 at its business office located at 2 Paradise Road, West Deptford, New Jersey, all of which is hereby certified.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY: 

WALTER BERGLUND, Secretary

**RESOLUTION ENDORSING AN APPLICATION OF THE MONROE TOWNSHIP
MUNICIPAL UTILITIES AUTHORITY FOR AN ALLOCATION
OF CAPACITY OF 300 GPD FOR THE PROJECT KNOWN
AS BROOKSIDE ESTATES, NJDEP PERMIT #03-0376**

WHEREAS, an application has been submitted by the Monroe Township Municipal Utilities Authority, for an allocation of capacity of 300 GPD for the project known as Brookside Estates, NJDEP Permit #03-0376; and

WHEREAS, this allocation of capacity covers a portion of the project, consisting of one (1) single family dwelling; and

WHEREAS, this project is currently under construction; and

WHEREAS, the Sanitary Sewerage Connection fees for this project have been paid; and

WHEREAS, the Authority's Development Projects Coordinator, Ted Bamford, has heretofore certified that there is sufficient capacity remaining at the Gloucester County Utilities Authority's treatment plant to service this project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that it hereby endorses the above application for an allocation of capacity of 300 GPD.

BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be forwarded to the Monroe Township Municipal Utilities Authority and to the NJDEP.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY: Howard W Bruner

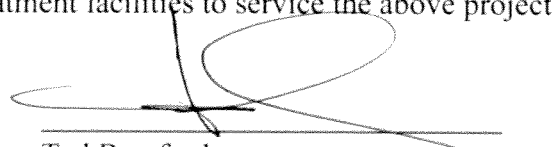
HOWARD W. BRUNER, Chairman

ATTEST:

Walter Berglund
WALTER BERGLUND, SECRETARY

CERTIFICATION

I hereby certify that, as of this date, there is sufficient capacity remaining at the Gloucester County Utilities Authority treatment facilities to service the above project.

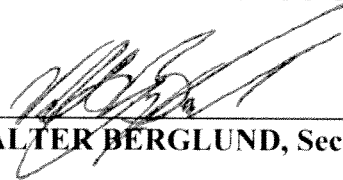


Ted Bamford
Developments Projects Coordinator

CERTIFICATION

The foregoing Resolution was duly adopted at a meeting of the Gloucester County Utilities Authority conducted on August 14, 2013 at its business office located at 2 Paradise Road, West Deptford, New Jersey, all of which is hereby certified.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY: 

WALTER BERGLUND, Secretary

**RESOLUTION ENDORSING AN APPLICATION OF WEST DEPTFORD
TOWNSHIP FOR AN ALLOCATION OF CAPACITY OF 900 GPD FOR THE
PROJECT KNOWN AS JESSUP RUN MAJOR SUBDIVISION, NJDEP PERMIT
#10-0170**

WHEREAS, an application has been submitted by West Deptford Township, for an allocation of capacity of 900 GPD for the project known as Jessup Run Major Subdivision, NJDEP Permit #10-0170; and

WHEREAS, this allocation of capacity covers a portion of the project, consisting of three (3) single family dwellings; and

WHEREAS, this is a new construction project; and

WHEREAS, the Sanitary Sewerage Connection fees for this project have been paid; and

WHEREAS, the Authority's Development Projects Coordinator, Ted Bamford, has heretofore certified that there is sufficient capacity remaining at the Gloucester County Utilities Authority's treatment plant to service this project.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners that it hereby endorses the above application for an allocation of capacity of 900 GPD.

BE IT FURTHER RESOLVED that a certified copy of this Resolution shall be forwarded to West Deptford Township and to the NJDEP.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY:



HOWARD W. BRUNER, Chairman

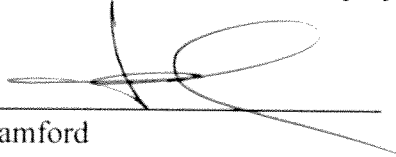
ATTEST:



WALTER BERGLUND, SECRETARY

CERTIFICATION

I hereby certify that, as of this date, there is sufficient capacity remaining at the Gloucester County Utilities Authority treatment facilities to service the above project.

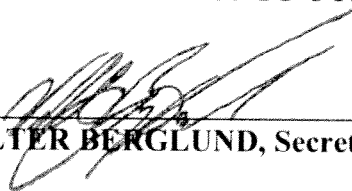


Ted Bamford
Developments Projects Coordinator

CERTIFICATION

The foregoing Resolution was duly adopted at a meeting of the Gloucester County Utilities Authority conducted on August 14, 2013 at its business office located at 2 Paradise Road, West Deptford, New Jersey, all of which is hereby certified.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY: 

WALTER BERGLUND, Secretary

**RESOLUTION OF THE GLOUCESTER COUNTY UTILITIES AUTHORITY
AUTHORIZING THE PURCHASE OF A 2014 FORD F350 4WD
CHASSIS CAB UTILITY TRUCK WITH OPTIONS
UNDER NEW JERSEY STATE CONTRACT A83557 T2101**

WHEREAS, the Gloucester County Utilities Authority (“Authority”) has a need to purchase of one 2014 Ford F250 4WD Chassis Cab Utility Truck with options (“Truck”); and

WHEREAS, the State of New Jersey has awarded a contract to DFFLM, LLC t/a Ditschman/Flemington Ford, 215 Routes 202 and 31, Flemington, New Jersey under New Jersey State Contract A83557 T2101; and

WHEREAS, the Authority desires to purchase the Truck under the New Jersey State Contract for the total amount of \$53,105.00; and

WHEREAS, the Executive Director has certified that sufficient funds are available for the purpose of purchasing the Truck and that such funds have been appropriated for the budget year.

NOW, THEREFORE, BE IT RESOLVED, on this 14th day of August, 2013, by the Gloucester County Utilities Authority that the Executive Director is hereby authorized to execute any and all documents to effectuate the purpose of this Resolution with DFFLM, LLC t/a Ditschman/Flemington Ford, 215 Routes 202 and 31, Flemington, NJ 08822, under State Contract A83557 T2101, in the amount of \$53,105.00.

DULY ADOPTED at a meeting of the Gloucester County Utilities Authority held on
August 14, 2013.

THE GLOUCESTER COUNTY UTILITIES AUTHORITY

Howard W Bruner

HOWARD W. BRUNER, Chairman

ATTEST:

Walter Berglund

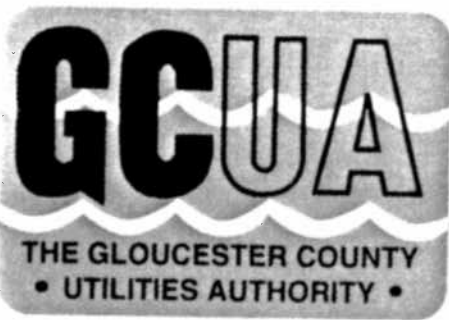
WALTER BERGLUND, SECRETARY

CERTIFICATION

The foregoing Resolution was duly adopted by the Committee of the Gloucester County Utilities Authority at a meeting held on the 14th day of August, 2013.

Walter Berglund

WALTER BERGLUND, SECRETARY



OPERATING FUND RESOLUTION NO. 2013-OP10

BE IT RESOLVED by the Gloucester County Utilities Authority that the following Requisitions are hereby approved and authorized for payment out of the Operating Fund.

BE IT FURTHER RESOLVED that the obligations and the stated amounts have been incurred for operating, maintaining, and effectuating repairs as listed in the Annual Operating Budget adopted for Fiscal Year 2013.

There has not been filed with or served upon the Authority notice of any lien, right to lien or attachment upon or claim affecting the right to receive payment of any of the monies payable under the foregoing requisition to any of the persons, firms or corporations named in the foregoing requisition, or if any such lien, attachment of claim has been filed or served upon the Authority, that such lien, attachment or claim has been released or discharged.

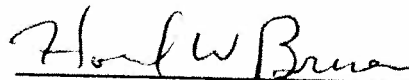
Such requisitions are for Operating Expenses and the total amount thereof is not in excess of the unencumbered balance of the Annual Budget now applicable.

TOTAL: \$678,446.19

(SEE ATTACHED LISTING)

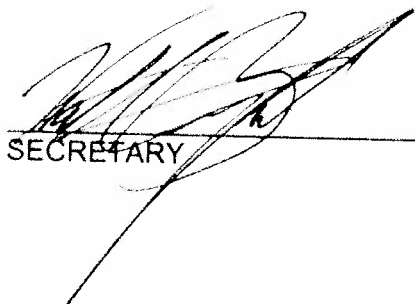
BE IT FURTHER RESOLVED that checks drawn of the Fulton Bank of New Jersey payable to the parties claiming payment in the amount of said requisitions be executed in the name of the Authority by the Chairman or Vice-Chairman and the Treasurer.

Adopted by the Gloucester County Utilities Authority on August 14, 2013.

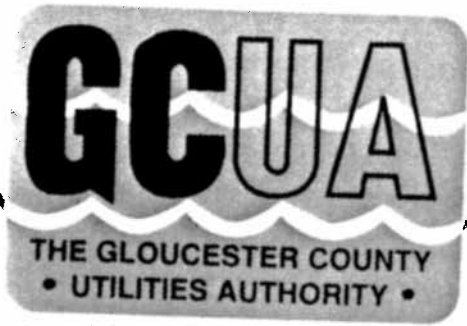


CHAIRMAN

ATTEST:



SECRETARY



2013 NJEIT PROJECT FUND RESOLUTION NO. 2013-CF-3

BE IT RESOLVED by the Gloucester County Utilities Authority that the following Requisitions are hereby approved and authorized for payment out of the **2013 NJEIT PROJECT FUND**.
 BE IT FURTHER RESOLVED that the obligations and the stated amounts have been incurred in or about the construction of the Project, and each is a proper cost to the Project pursuant to the requirements of Section 2 of the Bond Resolution dated May 8, 2013.

<u>Payee</u>	<u>Inv.#</u>	<u>Purpose</u>	<u>Amount</u>
BR Welding, Inc.	N/A	Contracting Services – Headworks Barscreen Certificate #1	\$8,561.28
MBE Mark III Electric, Inc.	N/A	Contracting Services-Air Blower Upgrade Certificate #3	\$36,833.45
MBE Mark III Electric, Inc.	N/A	Contracting Services-Aeration Basin Diffuser Certificate #4	\$17,940.00
NW Financial Group	N/A	NJEIT Financial Advisory Services	\$562.50
Parker McCay	N/A	Legal Services – NJEIT Bond Services	\$311.00
Remington & Verrick	N/A	Engineering Services – All Projects	\$29,348.50
Sickels & Associates	N/A	Engineering Services – Porches Branch	\$9,031.34
Tri-State Grouting LLC	N/A	Contracting Services-Porches Branch Certificate #3	\$159,372.50
TOTAL RESOLUTION			<u>\$261,960.57</u>

BE IT FURTHER RESOLVED that checks drawn of the Wachovia Bank payable to the parties claiming payment in the amount of said requisitions be executed in the name of the Authority by the Chairman or Vice-Chairman and the Treasurer.

Adopted by the Gloucester County Utilities Authority on August 14, 2013.

Howard W. Bruna
 CHAIRMAN

ATTEST:

[Signature]
 SECRETARY

ENGINEER'S CERTIFICATION

I HEREBY CERTIFY that each obligation listed in this Resolution and incurred by the Authority is a proper cost incurred against this fund pursuant to Section 2 of the Bond Resolution dated May 8, 2013. I have examined the vouchers, found them to be correct, and therefore, approve them for payment.

Denise K. Widen
 Remington & Verrick Engineers



THE GLOUCESTER COUNTY UTILITIES AUTHORITY

CONSTRUCTION EXPANSION FUND RESOLUTION NO. 2013-CEF-10

BE IT RESOLVED by the Gloucester County Utilities Authority that the following Requisitions are hereby approved and authorized for payment out of the Construction Expansion Fund.

BE IT FURTHER RESOLVED that the obligations and the stated amounts have been incurred in or about the construction of the Project, and each is a proper cost to the Project pursuant to Resolution #70-79 dated May 29, 1979 and Resolution #73-79 dated June 12, 1979.

Table with 4 columns: Payee, Inv. #, Purpose, Amount. Lists various contractors and their costs for professional services, permits, and reimbursements.

TOTAL RESOLUTION \$62,413.00

BE IT FURTHER RESOLVED that checks drawn of the Fulton Bank payable to the parties claiming payment in the amount of said requisitions be executed in the name of the Authority by the Chairman and Vice-Chairman and the Treasurer.

Adopted by the Gloucester County Utilities Authority on August 14, 2013.

Handwritten signature of the Secretary over a line labeled SECRETARY.

Handwritten signature of the Chairman over a line labeled CHAIRMAN.

ENGINEER'S CERTIFICATION

I HEREBY CERTIFY that each obligation listed in this Resolution and incurred by the Authority is a proper cost incurred against this fund pursuant to Resolution #70-79, dated May 29, 1979 and Resolution #73-79 dated June 12, 1979. I have examined the vouchers, found them to be correct, and therefore, approve them for payment.

Handwritten signature of the engineer over a line.