

RESOLUTION NO. 2018 – 074

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 ONE OR MORE SERIES OF ITS SEWER REVENUE BONDS, SERIES 2018, IN THE COMBINED AGGREGATE PRINCIPAL AMOUNT OF UP TO \$1,800,000, PURSUANT TO THE NEW JERSEY INFRASTRUCTURE BANK FINANCING PROGRAM, AND TAKING RELATED ACTIONS

BACKGROUND

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 ("State"), 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.

The Authority has heretofore issued and currently has outstanding senior-lien 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 heretofore amended and supplemented (the 1978 Bond Resolution as heretofore amended and supplemented is hereinafter collectively referred to as the "General Bond Resolution"), issued in order to provide a permanent capital structure in respect of its sewerage conveyance and treatment system ("System"), which permanent capital structure currently consists of the outstanding principal amounts of senior-lien sewer revenue bonds listed on the schedule attached hereto as Exhibit "A" and made a part hereof.

The Authority has determined, pursuant to the Act, to finance certain capital improvements to the System, as more particularly described in Exhibit "B" attached hereto and made a part hereof (collectively, the "2018 Project").

Pursuant to the Wastewater Treatment Bond Act of 1985, constituting Chapter 329 of the Laws of 1985 of the State, and the Environmental Infrastructure Trust Act, constituting Chapter 334 of the Laws of 1985 of the State ("Environmental Infrastructure Trust Act"), the New Jersey Infrastructure Bank ("Bank") created pursuant to the Environmental Infrastructure Trust Act has approved an application submitted to it on behalf of the Authority for financial assistance for payment of a portion of the costs of the 2018 Project.

Such financial assistance will be in the form of two (2) loans: (i) one (1) loan from the State, acting through the State Department of Environmental Protection, in the aggregate maximum amount of \$1,350,000, bearing no interest (collectively, the "Fund Loan"); and (ii) one (1) loan from the Bank in the aggregate maximum amount of \$450,000, bearing interest at a rate corresponding to the rate of interest on the bonds to be issued by the Bank for the purpose of funding said loan (collectively, the "Bank Loan").

The respective definitive terms of the Fund Loan and of the Bank Loan, including dates for the payment of principal thereof and, in the case of the Bank Loan, interest thereon, will be as set forth in the loan agreements to be entered into by the Authority with the State and the Bank, respectively (together with the Escrow Agreement (as hereinafter defined), the "Infrastructure Bank Financing Program Agreements").

The Authority has determined to incur and to evidence the Bank Loan and the Fund Loan by the issuance of its Sewer Revenue Bonds, Series 2018, in the form of a bond to be issued and sold to the Bank ("2018A Bond") and a bond to be issued and sold to the State, acting through the State Department of Environmental Protection ("2018B Bond"), in principal amounts corresponding, respectively, to the amounts of the Bank Loan and the Fund Loan. The 2018A Bond and the 2018B Bond will be issued as Additional Bonds under the General Bond Resolution, as further amended and supplemented hereby, and will be equally and ratably secured thereunder.

The Bank and the State have expressed their desire to close in escrow the making of the Bank Loan and the Fund Loan, the issuance and sale of the 2018A Bond and 2018B Bond and the execution and delivery of the Infrastructure Bank Financing Program Agreements, all pursuant to the terms of an escrow agreement ("Escrow Agreement") to be entered into by and among the Bank, the State, the escrow agent to be designated by the Bank, the Authority and The Bank of New York Mello, Woodland Park, New Jersey, as trustee ("Trustee") for the holders of the 2018A Bond and the 2018B Bond.

Accordingly, as contemplated by the General Bond Resolution and pursuant to the requirements thereof, the Authority desires by this 2018 Supplemental Resolution (as hereinafter defined) to provide for the authorization and issuance of two (2) series, in an aggregate principal amount not to exceed \$1,800,000 of its sewer revenue bonds (collectively, the "Series 2018 Bonds") to finance the costs of the 2018 Project and defray the issuance costs of the Series 2018 Bonds.

Accordingly, the Authority desires to adopt this resolution as a Supplemental Resolution (as defined in Section 105(72) of the General Bond Resolution) in order to issue the Series 2018 Bonds as Additional Bonds pursuant to the requirements of Article III of the General Bond Resolution.

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.

"Bank" shall mean the New Jersey Infrastructure Bank.

"Bank Loan" shall mean the loan made by the Bank to the Authority pursuant to the terms of the Bank Loan Agreement to be used to fund a portion of the Costs of the 2018 Project.

"Bank Loan Agreement" shall mean the Loan Agreement between the Authority and the Bank relating to the repayment of the 2018A Bond.

"Escrow Agreement" shall mean the escrow agreement to be entered into by and among the Bank, the State, the escrow agent to be designated by the Bank, the Authority and U.S. Bank National Association, Morristown, New Jersey, as Trustee for the holders of the 2018A Bond and the 2018B Bond.

"Fund Loan" shall mean the loan made by the State, acting through the State Department of Environmental Protection, to the Authority pursuant to the terms of the Fund Loan Agreement to be used to fund a portion of the costs of the 2018 Project.

"Fund Loan Agreement" shall mean the Loan Agreement between the Authority and the State, acting through the State Department of Environmental Protection, relating to the repayment of the 2018B Bond.

"Interest Payment Date" shall mean, with respect to the Series 2018 Bonds, initially July 1, 2018, and semiannually thereafter on each January 1 and July 1.

"Loan Agreements" shall mean, collectively, the Bank Loan Agreement and the Fund Loan Agreement.

"Sale Resolution" shall mean the Supplemental Resolution determining certain terms and provisions of the Series 2018 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 Series 2018 Bonds.

"Series 2018 Bonds" shall mean, collectively, the 2018A Bond and the 2018B Bond.

"2018A Bonds" shall mean the not-to-exceed \$1,350,000, aggregate principal amount of the Authority's Sewer Revenue Bonds, Series 2018A, having a series issue date to be specified in the Sale Resolution, authorized and delivered to the Bank pursuant to this 2018 Supplemental Resolution.

"2018B Bonds" shall mean the not-to-exceed \$450,000, aggregate principal amount of the Authority's Sewer Revenue Bonds, Series 2018B, having a series issue date to be specified in the Sale Resolution, authorized and delivered to the State pursuant to this 2018 Supplemental Resolution.

"2018 Infrastructure Bank Financing Program Agreements" shall mean, all of the documents executed by the Authority in connection with the Fund Loan and the Bank Loan including, but not limited to, the Escrow Agreement, the Fund Loan Agreement, the Bank Loan Agreement, and each Series of the Series 2018 Bonds.

"2018 Supplemental Resolution" shall mean this resolution as adopted by the Authority on March 1, 2018, together with any resolution amendatory or supplementary hereto adopted in connection with the authorization, issuance, sale and delivery of the Series 2018 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 SERIES 2018 BONDS AND 2018 Project

Section 2.01. Authorization to Issue Series 2018 Bonds.

(a) 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 Series 2018 Bonds in an aggregate principal amount not-to-exceed \$1,800,000, are hereby authorized to be issued on the terms and conditions herein set forth or referred to, in order to effect the 2018 Project, meet the Debt Service Reserve Requirement, if any, fund capitalized interest, and defray the issuance costs of thereof. Accordingly, this 2018 Supplemental Resolution shall for all purposes constitute a Supplemental Resolution, as defined in the General Bond Resolution.

- (b) The Series 2018 Bonds shall be issued in two (2) Series, designated as follows:
 - (i) Sewer Revenue Bonds, Series 2018A, to be issued in a principal amount not-to-exceed \$1,350,000;
 - (ii) Sewer Revenue Bonds, Series 2018B, to be issued in a principal amount not-to-exceed \$450,000;

Section 2.02. The 2018 Project.

(a) Pursuant to the requirements of Sections 25(1) and (2) of the Act (*N.J.S.A.* 40:14B-25(1) and (2)), a description of the 2018 Project and the estimated costs thereof are as set forth in Exhibit B attached hereto and made a part hereof. The 2018 Project is more particularly described in the approved capital program of the Authority on file at the offices of the Authority

and available for inspection during usual business hours. In the event that the proceeds of the Series 2018 Bonds remain unexpended after payment of all of the costs of the 2018 Project have been made or provided for, such remaining proceeds may be used to pay the costs of any capital improvement or improvements that the Authority may lawfully make or acquire.

(b) In addition to the foregoing, the costs (as such term is defined in Section 3(11) of the Act (*N.J.S.A.* 40:14B-3(11)), of the 2018 Project include the following: (i) the amount of the deposit in respect of the Series 2018 Bonds into the Debt Service Reserve Fund, if any, established by the General Bond Resolution; (ii) an amount equal to capitalized interest on the 2018B Bonds to the first interest payment date thereof or such other date as may be determined by subsequent Supplemental Resolution, if any; and (iii) accounting, fiduciary, legal, financial advisory, printing, and other fees and costs of issuance of the Series 2018 Bonds.

Section 2.03. Undertaking and Completion of the 2018 Project. As required by Section 302(B) of the General Bond Resolution, the Authority hereby determines to commence, proceed with and complete the 2018 Project as soon as may be practicable upon the issuance of the Series 2018 Bonds.

Section 2.04. Terms of the Series 2018 Bonds.

Certain matters required to be specified and determined in respect of the Series 2018 Bonds pursuant to Section 302(A)(1)-(5), inclusive, of the General Bond Resolution and Sections 26 and 30 of the Act (*N.J.S.A.* 40:14B-26 and 30) will be set forth in the respective Loan Agreements in respect of both Series of the Series 2018 Bonds, to be entered into by the Authority and the Bank and the State, respectively, and in the schedules annexed thereto and shall be approved by Supplemental Resolution. Information omitted shall be completed by such Supplemental Resolution.

Such matters include, *inter alia*, the following:

- (a) The aggregate principal amount of the Series 2018 Bonds and the definitive principal amount of the 2018A Bond and the 2018B Bond.
- (b) The dates and amounts of the maturities, interest and principal payment dates of the Series 2018 Bonds.
- (c) The rates of interest borne by the Series 2018 Bonds.
- (d) The issue dates of each Series of the Series 2018 Bonds.
- (e) The manner and place of payment of principal of and interest on the Series 2018 Bonds.

Section 2.05. Approval of 2018 Infrastructure Bank Financing Program Agreements.

(a) The 2018 Infrastructure Bank Financing Program Agreements are hereby authorized to be executed, attested and delivered on behalf of the Authority by the Chairperson,

Vice Chairperson, Treasurer, Executive Director, or Assistant Executive Director (each an "Authorized Officer" and, collectively, the "Authorized Officers") of the Authority in substantially the forms attached hereto as Exhibits "C", "D", and "E", respectively, with such changes as the Authorized Officers, in their respective sole discretion, after consultation with counsel and any advisors to the Authority and after further consultation with the Bank and the State and their representatives, agents, counsel, and advisors shall determine, such determination to be conclusively evidenced by the execution of each such Infrastructure Bank Financing Program Agreement by an Authorized Officer as determined hereunder. The Secretary of the Authority is hereby authorized to attest to the execution of the 2018 Infrastructure Bank Financing Program Agreements by an Authorized Officer of the Authority as determined hereunder and to affix the corporate seal of the Authority to such 2018 Infrastructure Bank Financing Program Agreements.

(b) The Authorized Officers and the Secretary of the Authority are hereby further severally authorized to execute and deliver and the Secretary of the Authority is hereby further authorized to attest to such execution and affix the corporate seal of the Authority deemed necessary or desirable by the Authorized Officers or the Secretary of the Authority, as applicable, in their respective sole discretion, after consultation with counsel and any advisors to the Authority and after further consultation with the Bank and the State and their representatives, agents, counsel, and advisors to be executed in connection with the execution and delivery of the 2018 Infrastructure Bank Financing Program Agreements 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.

Section 2.06. Form and Execution of Series 2018 Bonds; Sale of Series 2018 Bonds.

(a) The Series 2018 Bonds shall be initially issued as fully registered Bonds in the forms prescribed by the General Bond Resolution and to reflect the terms and provisions of the 2018 Infrastructure Bank Financing Program Agreements. The Series 2018 Bonds are hereby authorized to be sold to the Bank and the State on the terms and conditions set forth herein and in the 2018 Infrastructure Bank Financing Program Agreements. The 2018A Bond shall be sold to the Bank at a price equal to the principal amount of the Bank Loan and the 2018B Bond shall be sold to the State at a price equal to the principal amount of the Fund Loan.

(b) The Series 2018 Bonds shall be executed in the name and on behalf of the Authority by the manual or facsimile signature of the Chairperson or Vice Chairperson of the Authority, under the official corporate seal of the Authority, attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority. No Series 2018 Bond shall become valid or obligatory for any purpose until the Certificate of Authentication printed thereon is duly executed by the manual signature of an authorized officer of the Trustee.

Section 2.07. Series 2018 Bonds as Additional Bonds Secured Under the General Bond Resolution.

The Series 2018 Bonds shall for all purposes of the General Bond Resolution constitute Additional Bonds issued thereunder and shall be payable from and secured by the Net Revenues of the System (as each such term is defined in the General Bond Resolution) equally and ratably secured in all respects with all Outstanding Bonds issued pursuant to the General Bond Resolution and described in Exhibit "A" hereto, and any other Additional Bonds which may from time to time be issued pursuant to the General Bond Resolution.

Section 2.08. Debt Service Reserve Fund Credit Facility. Application to appropriate providers for a commitment for the issuance of a credit facility or surety bond ("Credit Facility"), if determined to be necessary, for purposes of satisfying all or a portion of the Debt Service Reserve Requirement for the Series 2018 Bonds is hereby authorized and approved. Payment of the cost (as such term is defined in Section 3(11) of the Act (*N.J.S.A. 40:14B-3(11)*), of the 2018 Project include the premium payable in respect of obtaining said Credit Facility.

Section 2.09. Provisions for Redemption.

(a) Mandatory Sinking Fund Redemption. In the event that all or any portions of the Series 2018 Bonds are issued as term bonds, such bonds shall be subject to mandatory sinking fund redemption at the times and in the amounts corresponding to the definitive schedule of applicable principal payments approved for the Series 2018 Bonds.

(b) Optional Redemption. The Series 2018 Bonds shall be subject to redemption at the option of the Authority in whole or in part at the times and in the manner permitted for prepayment of the Bank Loan and the Fund Loan in the 2018 Infrastructure Bank Financing Program Agreements. Any optional redemption of the 2018B Bond shall be at a price equal to the principal amount redeemed. Any optional redemption of the 2018A Bond shall be at a price equal to the principal amount redeemed plus the applicable redemption premium, if any (expressed as a percentage of the principal being redeemed), plus accrued interest to the date fixed for redemption.

(c) Extraordinary Mandatory Redemption. The Series 2018 Bonds shall be subject to extraordinary mandatory redemption in whole upon the exercise by the State or the Bank of the remedy of acceleration upon the occurrence of an event of default specified in the 2018 Infrastructure Bank Financing Program Agreements.

(d) Notice of any redemption of the Series 2018 Bonds shall be given in accordance with the terms set forth in Section 411 and Article VII of the General Bond Resolution.

ARTICLE III MISCELLANEOUS

Section 3.01. Parties Interested. Nothing contained in this 2018 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 Series 2018 Bonds, any right, remedy or claim under or by reason of this 2018 Supplemental Resolution or any covenant, condition or stipulation hereof; and the covenants, stipulations and agreements in this 2018 Supplemental Resolution contained are and shall be for the sole and exclusive benefit of the Authority, the Trustee and the Registered Owners of the Series 2018 Bonds.

Section 3.02. No Personal Recourse. No covenant or agreement contained in this 2018 Supplemental Resolution or any Series 2018 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 Series 2018 Bonds, or for any claim based thereon or on this 2018 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 2018 Supplemental Resolution and the issuance of the Series 2018 Bonds.

Section 3.03. Successors and Assigns. All the covenants, promises and agreements in this 2018 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 3.04. Effect of Invalid Provisions. If any one or more of the provisions of this 2018 Supplemental Resolution or of the Series 2018 Bonds shall, for any reason, be held to be illegal or invalid, such illegality or invalidity shall not affect any other provisions of this 2018 Supplemental Resolution or of the Series 2018 Bonds, but this 2018 Supplemental Resolution and the Series 2018 Bonds shall be construed and enforced as if such illegal or invalid provisions had not been contained herein or therein.

Section 3.05. Statutory Declaration. This 2018 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 Series 2018 Bonds.

Section 3.06. Resolution to Constitute Contract. In consideration of the purchase and the acceptance of the Series 2018 Bonds by those who shall own them from time to time, the provisions of the General Bond Resolution, as further amended and supplemented by this 2018 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 Series 2018 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 Series 2018 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 3.07. 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 its 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 3.08. Descriptive Headings. The descriptive headings of the Articles and Sections of this 2018 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 3.09. Governing Law. This 2018 Supplemental Resolution and the Series 2018 Bonds shall be governed by the laws of the State of New Jersey.

Section 3.10. 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 Series 2018 Bonds and the financing of the 2018 Project 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 Series 2018 Bonds to be prosecuted to settlement, and the proceeds thereof to be received and applied or temporarily invested as authorized.

Section 3.11. 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 Series 2018 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 Series 2018 Bonds.

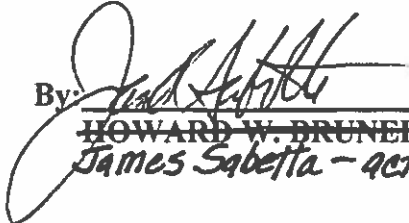
Section 3.12. Confirmation of Provisions of General Bond Resolution. Except as heretofore supplemented or amended or further supplemented and amended by this 2018 Supplemental Resolution, the General Bond Resolution is hereby ratified, confirmed, reapproved and readopted in all particulars and shall, except as expressly setting forth the particular terms of the Series 2018 Bonds (e.g., maturities, interest rates), apply to, and be for the equal and ratable benefit of, the Series 2018 Bonds. The General Bond Resolution, as further amended and supplemented hereby and by the Supplemental Resolution contemplated by Section 2.04 hereof, 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 Series 2018 Bonds.

Section 3.13. Advertisement of Adoption of 2018 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 2018 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 2018 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 Series 2018 Bonds issued pursuant hereto, all in accordance with Section 67 of the Act, *N.J.S.A. 40:14B-67*.

Section 3.14. Governing Provisions. All resolutions or parts thereof, relating to the matters set forth herein, to the extent inconsistent with the General Bond Resolution as heretofore amended and supplemented, including as further amended and supplemented by this 2018 Supplemental Resolution, are hereby repealed and rescinded to the extent of any such inconsistency.

Section 3.15. Effective Date. This 2018 Supplemental Resolution shall be effective at the earliest time permitted by the provisions of the Act after adoption this 1st day of March, 2018.

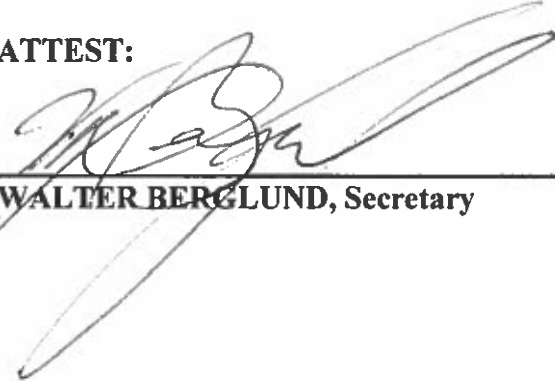
**THE GLOUCESTER COUNTY UTILITIES
AUTHORITY**

By: 

HOWARD W. BRUNER, Chairman
James Sabetta - acting

[SEAL]

ATTEST:



WALTER BERGLUND, Secretary

EXHIBIT "A"

Outstanding Principal Amounts of Senior-Lien Sewer Revenue Bonds

EXHIBIT "B"

2018 Project

EXHIBIT "C"

Draft Bank Loan Agreement

EXHIBIT "D"

Draft Fund Loan Agreement

EXHIBIT "E"

Draft Escrow Agreement

CERTIFICATION

The undersigned, Secretary of The Gloucester County Utilities Authority, hereby certifies that the foregoing is a true and correct copy of a Supplemental Resolution adopted at the duly convened meeting of the Authority held on March 1, 2018, at which a quorum was at all times present and acting, by the following vote:

MOTION: *Tom Bianco*

SECOND: *JOSEPH Bilbow*

RECORDED VOTE

AYES:
Walter Berglund
Joseph Bilbow
Tom Bianco
Howard Bruner
Sal Foggrino
Richard Giuliani
James Sabetta
Randy Cossaboon

ABSTAIN:

ABSENT: *Danielle M. Halpin*



WALTER BERGLUND, Secretary
The Gloucester County Utilities Authority