SUPPLEMENTAL RESOLUTION OF THE SALEM COUNTY IMPROVEMENT AUTHORITY: (i) AUTHORIZING AND APPROVING THE ISSUANCE OF UP TO $6,400,000 OF THE AUTHORITY'S REVENUE BONDS (CORRECTIONAL FACILITY AND COURT HOUSE ANNEX PROJECT, REFUNDING SERIES 2013); (ii) AUTHORIZING AND APPROVING THE PREPARATION OF DISCLOSURE AND RELATED FINANCING DOCUMENTS; (iii) AUTHORIZING AND DELEGATING TO THE EXECUTIVE DIRECTOR THE POWER TO AWARD AND SELL SAID BONDS; AND (iv) DETERMINING CERTAIN MATTERS IN CONNECTION THEREWITH

Parker McCay P.A.
Mount Laurel, New Jersey
Bond Counsel
BACKGROUND

WHEREAS, The Salem County Improvement Authority ("Authority") has been duly created pursuant to Resolution 76-32 of the Board of Chosen Freeholders of the County of Salem, New Jersey ("County"), adopted on January 7, 1976, as a public body corporate and politic of the State of New Jersey pursuant to and in accordance with the County Improvement Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State of New Jersey, and the acts amendatory thereof and supplemental thereto ("Act"); and

WHEREAS, pursuant to the terms of the Act, on December 20, 1988, the Authority adopted a resolution entitled, "Resolution Authorizing the Issuance of Revenue Bonds (Correctional Facility and Court House Annex Project) of The Salem County Improvement Authority" ("Original Bond Resolution"); and

WHEREAS, on June 1, 1989, the Authority adopted a Supplemental Resolution which authorized, inter alia, the issuance and sale of up to $24,365,000 of its Revenue Bonds (Correctional Facility and Court House Annex Project, Series 1989) ("1989 Supplemental Resolution"); and

WHEREAS, on June 14, 1989, the Authority issued its Revenue Bonds (Correctional Facility and Court House Annex Project, Series 1989) in the aggregate principal amount of $24,365,000 ("1989 Bonds"); and

WHEREAS, on February 4, 1993, the Authority adopted a Supplemental Resolution which authorized, inter alia, the refinancing of a portion of the 1989 Bonds and the issuance and sale of its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 1993), in an aggregate principal amount not to exceed $20,000,000 ("1993 Supplemental Resolution"); and

WHEREAS, on May 4, 1993, the Authority issued its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 1993) in an aggregate principal amount of $19,995,000 ("1993 Bonds"); and

WHEREAS, on March 12, 1998, the Authority adopted a Supplemental Resolution which authorized, inter alia, the refinancing of the remaining portion of the 1989 Bonds and the issuance and sale of its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 1998), in an aggregate principal amount not to exceed $4,300,000 ("1998 Supplemental Resolution"); and

WHEREAS, on April 23, 1998, the Authority issued its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 1998) in an aggregate principal amount of $3,910,000 ("1998 Bonds"); and

WHEREAS, on December 3, 2003, the Authority adopted a Supplemental Resolution which authorized, inter alia, the refinancing of a portion of the 1993 Bonds and the issuance and sale of its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 2003), in an aggregate principal amount not to exceed $17,800,000 ("2003 Supplemental Resolution"); and
WHEREAS, on February 4, 2003, the Authority issued its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 2003) in an aggregate principal amount of $17,140,000 ("2003 Bonds"); and

WHEREAS, on February 25, 2008, the Authority adopted a Supplemental Resolution which authorized, inter alia, the refinancing of all of the outstanding 1998 Bonds and the issuance and sale of its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 2008), in an aggregate principal amount not to exceed $4,250,000 ("2008 Supplemental Resolution"); and

WHEREAS, on April 9, 2008, the Authority issued its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 2008) in an aggregate principal amount of $3,780,000 ("2008 Bonds"); and

WHEREAS, the 2003 Bonds maturing on May 1 in the years 2014 to 2017, both inclusive, in the aggregate principal amount of $5,775,000 are subject to redemption prior to maturity at the option of the Authority on or after May 1, 2013 at a redemption price equal to 100% of the bonds to be redeemed ("Callable Bonds"); and

WHEREAS, in view of the low interest rates prevailing in the municipal bond market, the Authority has decided to refund the Callable Bonds ("Refunded Bonds"); and

WHEREAS, to effectuate the refinancing plan described in the paragraphs above, it is necessary for the Authority to adopt this 2013 Supplemental Bond Resolution and to authorize a series of its Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 2013) in the aggregate principal amount not to exceed $6,400,000 ("2013 Refunding Bonds"); and

WHEREAS, the 1989 Bonds, 1993 Bonds and 1998 Bonds were secured by and paid from and the 2003 Bonds and the 2008 Bonds are secured by and paid from rental payments made pursuant to a Lease and Agreement, dated as of May 15, 1989, as amended, between the Authority and the County (as amended and supplemented, the "Lease and Agreement") and

WHEREAS, the principal of and interest on the 2013 Refunding Bonds shall be secured by and paid from rental payments made by the County in accordance with the terms of the Lease and Agreement and as otherwise set forth herein; and

WHEREAS, the Board of Chosen Freeholders of the County, pursuant to and in accordance with the terms of the Act, including N.J.S.A. 40:37A-56 and the Lease and Agreement, has consented to the issuance and the adoption of this 2013 Supplemental Bond Resolution; and

NOW, THEREFORE, BE IT RESOLVED BY THE SALEM COUNTY IMPROVEMENT AUTHORITY AND THE MEMBERS THEREOF, AS FOLLOWS:
ARTICLE I

DEFINITIONS AND INTERPRETATIONS

Section 1.01 Short Title. This supplemental resolution may hereafter be cited by the Authority, and is hereafter referred to, as the "2013 Supplemental Bond Resolution".

Section 1.02 Definitions. As used, mentioned or referred to in this 2013 Supplemental Bond Resolution, the following words, terms and phrases shall have the meanings ascribed thereto, unless the context shall clearly require otherwise:

"2013 Supplemental Bond Resolution" shall mean this 2013 Supplemental Bond Resolution, as the same may from time to time be amended and supplemented.

"2013 Refunding Bonds" shall mean any of the Additional Bonds of the Authority authorized to be issued by and pursuant to this 2013 Supplemental Bond Resolution.

"General Bond Resolution" shall mean the Original Bond Resolution as amended and supplemented by the 1989 Supplemental Resolution, the 1993 Supplemental Resolution, the 1998 Supplemental Resolution, the 2003 Supplemental Resolution and the 2008 Supplemental Resolution.

"Underwriter" shall mean the investment banking or banking firm or firms selected and appointed by the Authority to serve in the capacity of underwriter for sale of the 2013 Refunding Bonds as specifically set forth in the Award Certificate.

Section 1.03 Other Defined Terms. Capitalized terms, not otherwise defined herein, shall have the meanings ascribed thereto and in the General Bond Resolution, unless the context clearly requires otherwise.

Section 1.04 Interpretations. As the context shall clearly require, words importing persons include persons, firms, associations (whether incorporated or not incorporated), corporations and other organizations of persons. Words importing the singular number include the plural number and vice versa, and words importing the masculine include the feminine.

ARTICLE II

AUTHORIZATION FOR 2013 SUPPLEMENTAL BOND RESOLUTION AND ISSUANCE OF 2013 REFUNDING BONDS; APPROVAL OF TERMS OF 2013 REFUNDING BONDS AND SALE THEREOF

Section 2.01 Authorization for Adoption of the 2013 Supplemental Bond Resolution. This 2013 Supplemental Bond Resolution is adopted by virtue of the Act, and Sections 316 and 801(7) of the General Bond Resolution.
Section 2.02 Authorization for the 2013 Refunding Bonds. Pursuant to the provisions hereof, the Act and the General Bond Resolution, as amended and supplemented, the issuance of negotiable Revenue Bonds (Correctional Facility and Court House Annex Project, Refunding Series 2013), in an amount up to $6,400,000 to refund the Refunded Bonds, is hereby authorized and approved.

Section 2.03 Terms of 2013 Refunding Bonds. The 2013 Refunding Bonds shall be issued in the aggregate principal amount not to exceed $6,400,000 and be dated, contain such redemption provisions, bear interest at such rate or rates of interest per annum and shall mature on such date or dates as shall be determined by a supplemental award resolution in the form of a certificate of the Authority duly adopted prior to their authentication and delivery. Such document may contain such other terms and provisions with respect to the 2013 Refunding Bonds which are not established by the terms of the General Bond Resolution or by the terms hereof and which are not inconsistent with the provisions thereof and hereof.

Section 2.04 Resolution to Constitute Contract. In consideration of the purchase and acceptance of any or all of the 2013 Refunding Bonds by those who shall own the same from time to time, the provisions of this 2013 Supplemental Bond Resolution and the General Bond Resolution shall be a part of the contract of the Authority with the registered owners from time to time of the 2013 Refunding Bonds. Pledges made herein and provisions, covenants and agreements herein and in the General Bond Resolution set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the registered owners of any and all of the 2013 Refunding Bonds in accordance with the true tenor and meaning of such pledges, provisions, covenants and agreements. Each and every one of the 2013 Refunding Bonds, regardless of the time or times of their issuance or authentication shall, when duly authenticated, be of equal rank, without preference, priority or distinction as to payments of principal or redemption price thereof and interest thereon, except as may otherwise be expressly provided herein or in the General Bond Resolution, and shall, for all purposes thereof and hereof, constitute a series of Additional Bonds as referred to in Article III thereof.

Section 2.05 Sale of 2013 Refunding Bonds. The Executive Director of the Authority is hereby designated as the individual who shall have the power to sell and to award the 2013 Refunding Bonds on behalf of the Authority to the purchaser(s) thereof, including the power to determine, among other things: (a) the principal amount of the 2013 Refunding Bonds to be issued which, in the aggregate, shall not exceed $6,400,000; (b) the time and the manner of sale of such 2013 Refunding Bonds; (c) the maturity dates of the 2013 Refunding Bonds and the provisions pertaining to redemptions thereof and/or sinking funds established therefor, if any; (d) the rate or rates of interest for the 2013 Refunding Bonds in each case not to exceed 6.00%; and (e) such other terms and conditions as may be necessary or related to such sale of such 2013 Refunding Bonds, all subject to the conditions as stated in an Award Certificate (as hereinafter defined) and in the Bond Purchase Agreement (as hereinafter defined) which the Chairman, Vice Chairman, Executive Director or any other Authorized Officer of the Authority is hereby authorized to execute in connection with the sale of the 2013 Refunding Bonds. The 2013 Refunding Bonds shall bear interest from their date until payment of the principal amount thereof shall have been made or provided for upon redemption or at or after maturity.
Section 2.06  **Obligation of 2013 Refunding Bonds.** The 2013 Refunding Bonds shall be issued as "Additional Bonds" pursuant to the terms of Section 316(1)(b) of the General Bond Resolution and, as such, the 2013 Refunding Bonds shall be direct and special obligations of the Authority and shall be payable from the Revenues of the Authority and from any other funds which are pledged and assigned for the payment of the 2013 Refunding Bonds under the terms of the General Bond Resolution.

Section 2.07  **Form of 2013 Refunding Bonds.** The 2013 Refunding Bonds, and the Certificate of Authentication thereof, shall be substantially in the form set forth in Section 1207 of the General Bond Resolution with such omissions, insertions and variations as may be required or necessary.

**ARTICLE III**

**PURPOSE OF FINANCING AND COSTS THEREOF**

Section 3.01  **Purpose of 2013 Refunding Bonds.** The Authority hereby authorizes the issuance of the 2013 Refunding Bonds in the principal amount not to exceed $6,400,000 for the purpose of refunding the Refunded Bonds.

**ARTICLE IV**

**APPLICATION OF PROCEEDS AND APPOINTMENT OF FIDUCIARY**

Section 4.01  **Application of Proceeds.** The 2013 Refunding Bonds are hereby directed to be executed by or on behalf of the Authority and delivered to the Trustee (hereinafter determined) 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 Section 317 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 as follows:

(a) into the 2013 Refunding Bonds Costs of Issuance Account (herein defined) in the General Fund, the amount necessary to pay the costs of issuance with respect to the 2013 Refunding Bonds;

(b) into 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; and

(c) to the Trustee, as escrow agent, the amount which, when added to any other monies then held by the Trustee and available therefor, is sufficient to effect payment of the redemption price of the Refunded Bonds.
Section 4.02 2013 Refunding Bonds Costs of Issuance Account. The Authority hereby establishes a sub-account in the General Fund entitled, "2013 Refunding Bonds Costs of Issuance Account". Amounts held in the 2013 Refunding Bonds Costs of Issuance Account shall be withdrawn from said account for application to the payment of costs of issuance of the 2013 Refunding Bonds, in accordance with the terms of the General Bond Resolution and this 2013 Supplemental Bond Resolution.

Section 4.03 Appointment of Fiduciary. U.S. Bank, National Association, Morristown, New Jersey, is hereby appointed Trustee, Paying Agent and Registrar ("Trustee") in connection with the 2013 Refunding Bonds to serve as such pursuant to the terms hereof and the General Bond Resolution. The Chairman, Vice Chairman and Executive Director, on behalf of the Authority, are each hereby authorized and directed to contract with the Trustee for the services to be provided in connection with the 2013 Refunding Bonds.

ARTICLE V

OFFERING MATERIALS, SALE OF 2013 REFUNDING BONDS AND FEDERAL TAX COVENANTS

Section 5.01 Preliminary and Final Official Statements. The preparation of a preliminary official statement ("Preliminary Official Statement") relating to the 2013 Refunding Bonds, and the distribution of said Preliminary Official Statement by the Underwriter to prospective purchasers of the 2013 Refunding Bonds and others having an interest therein, are hereby authorized and directed. The Chairman, Vice Chairman and Secretary/Treasurer are each hereby authorized to deem the Preliminary Official Statement "final", as contemplated by paragraph (b)(1) of Rule 15c2-12 promulgated by the Securities and Exchange Commission ("Commission") pursuant to the Securities Act of 1934, as amended ("Rule 15c2-12"). The preparation of a final official statement ("Official Statement") is hereby authorized and directed. Within seven (7) business days of the sale of the 2013 Refunding Bonds, but in no event later than five (5) business days prior to the settlement thereof, the Authority will deliver sufficient copies of the Official Statement to the purchaser of the 2013 Refunding Bonds in order for the same to comply with Paragraph (b)(4) of Rule 15c2-12. The Chairman, Vice Chairman and Secretary/Treasurer are each 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 Chairman, Vice Chairman or Secretary/Treasurer shall constitute conclusive evidence of approval by the Authority of the changes therein from the Preliminary Official Statement. The Chairman, Vice Chairman and Secretary/Treasurer are each hereby authorized to approve any amendments or supplements to the Official Statement.

Section 5.02 Secondary Market Disclosure Requirements. In order to assist the Underwriter in complying with the secondary market disclosure requirements of Rule 15c2-12, the Chairman, Vice Chairman and Secretary/Treasurer of the Authority are each hereby authorized to execute on behalf of the Authority in connection with the issuance of the 2013 Refunding Bonds an agreement with the Trustee, as the dissemination agent, providing for the preparation and filing of the necessary reports in accordance with Rule 15c2-12.
Section 5.03 Award Certificate and Bond Purchase Contract. The 2013 Refunding Bonds shall be sold to the Underwriter. The Chairman, Vice Chairman, Executive Director or any other member of the Authority (each an "Authorized Officer") is hereby authorized to determine the details of and execute a contract of purchase or other similar document ("Bond Purchase Agreement") in connection with the sale of the 2013 Refunding Bonds. Each Authorized Officer is hereby authorized to award such 2013 Refunding Bonds to the Underwriter pursuant to the terms of the Bond Purchase Agreement. Such award shall be evidenced by the execution of an Award Resolution in the form of a certificate executed by an Authorized Officer ("Award Certificate"). The Bond Purchase Agreement and the Award Certificate shall determine the terms and conditions relating to the sale of the 2013 Refunding Bonds, including the rate or rates of interest to be borne by the 2013 Refunding Bonds and the Underwriter's discount, if any, which is payable to the Underwriter in connection with the sale of the 2013 Refunding Bonds and the maturity schedule for the 2013 Refunding Bonds shall be substantially the same as the respective maturity schedules set forth in the Local Finance Board Application prepared in connection with the issuance of the 2013 Refunding Bonds; provided, however, that without the further authorization of the Authority, the true interest cost to be borne by the 2013 Refunding Bonds shall not exceed six per centum (6.00%) and the Underwriter's discount for the 2013 Refunding Bonds shall not exceed $6.50 per $1,000 principal amount of such 2013 Refunding Bonds. Such Bond Purchase Agreement, or other similar document, or such Award Certificate shall contain such other terms and conditions as shall be deemed necessary in connection with the sale of the 2013 Refunding Bonds.

Section 5.04 Federal Tax Covenants. In addition to the covenants of the Authority contained in Section 615 of the General Bond Resolution, the Authority hereby covenants that it will not make any use of the proceeds of the 2013 Refunding Bonds or do or suffer any other action that would cause: (i) the 2013 Refunding Bonds to be "arbitrage bonds" as such term is defined in Section 148(a) of the Internal Revenue Code of 1986, as amended ("Code"), and the Regulations promulgated thereunder; (ii) the interest on the 2013 Refunding Bonds to be included in the gross income of the registered 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.

Section 5.05 Additional Tax Covenants. The Authority hereby covenants as follows:

(a) it shall timely file with the Internal Revenue Service, such information report or reports as may be required by Section 148(f) and 149(e) of the Code;

(b) 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;

(c) it will not employ a device in connection with the issuance by it of the 2013 Refunding Bonds which will enable it to obtain a material financial advantage (based on arbitrage) apart from the savings that may be realized as a result of the lower interest rates on the 2013 Refunding Bonds than on the Refunded Bonds;
(d) the amount of "excess proceeds", as such term is defined in Income Tax Regulation §1.103-15(b), of the 2013 Refunding Bonds will not exceed one percent (1%) of the proceeds received from the sale thereof; and

(e) it shall make, or cause to be made, the rebate required by Section 148(f) of the Code in the manner described in Regulation §1.148-0 through 1.148-11, 1.148-12T and 1.148-13T, as such regulations and statutory provisions may be modified insofar as they apply to the 2013 Refunding Bonds.

ARTICLE VI

ESCROW MATTERS

Section 6.01 Election to Redeem Refunded Bonds. The Authority hereby elects to redeem all of the Refunded Bonds. The Trustee is hereby authorized and directed to give notice of redemption of the Refunded Bonds in accordance with the terms of the General Bond Resolution and Escrow Deposit Agreement (hereinafter defined).

Section 6.02 Escrow Deposit Agreement. The Escrow Deposit Agreement ("Escrow Deposit Agreement"), between the Authority and the Trustee, as Escrow Agent, a form of which is presented to the Authority at this meeting and on file at the office of the Authority, is hereby authorized and approved. To provide for the discharge and satisfaction of the Refunded Bonds in accordance with the provisions of the Bond Resolution and to provide for the redemption of the Refunded Bonds, the Chairman, Vice Chairman and Secretary/Treasurer of the Authority are each hereby authorized to execute and deliver the Escrow Deposit Agreement on behalf of the Authority and to make the deposit of moneys and investments specified therein ("Escrow Investments").

Section 6.03 Escrow Investments. The Chairman, Vice Chairman and Executive Director of the Authority are each hereby authorized to complete and execute such applications, documents and forms as may be necessary or appropriate to purchase Escrow Investments from the proceeds of the sale of the 2013 Refunding Bonds.

ARTICLE VII

MISCELLANEOUS

Section 7.01 Amendment; Supplements. At any time, a Supplemental Resolution of the Authority may be adopted for the purpose of supplementing the General Bond Resolution or amending or supplementing this 2013 Supplemental Bond Resolution upon the terms and conditions set forth herein and in the General Bond Resolution.

Section 7.02 No Personal Liability on the 2013 Refunding Bonds. Neither the members of the Authority nor any person executing the 2013 Refunding Bonds shall be personally liable on the 2013 Refunding Bonds by reason of execution or issuance thereof.
Section 7.03 Acts of Officers. The Chairman, Vice Chairman, Secretary/Treasurer and Executive Director of the Authority are hereby jointly and severally authorized and directed to do and perform all things and execute all documents, instruments and certifications in the name of the Authority and to make all payments necessary or, in their opinion, advisable, to enable the Authority to carry out its obligations under the terms of this 2013 Supplemental Bond Resolution. The Authorized Officers of the Authority are each hereby authorized to execute the final Official Statement and any closing documents which are required to be executed in connection with the delivery of the 2013 Refunding Bonds including, without limitation, a Letter of Representations to The Depository Trust Company (if the 2013 Refunding Bonds are to be issued in book-entry only form). The Chairman or any other Authorized Officer of the Authority is hereby authorized to execute a commitment for bond insurance for the 2013 Refunding Bonds with a bond insurance company, provided that it is determined that the premium for the bond insurance will result in positive economic benefit. Any actions which are not determined by this or any other resolution of the Authority duly adopted prior to the authentication and delivery of the 2013 Refunding Bonds shall be determined by the Chairman of the Authority.

Section 7.04 Severability of Invalid Provisions. If any one or more of the provisions, covenants or agreements in this 2013 Supplemental Bond Resolution on the part of the Authority or the Trustee to be performed should be finally determined to be contrary to law, such provision or provisions, covenant or covenants, agreement or agreements, shall be deemed severable from the remaining provisions, covenants and agreements, and shall in no way affect the validity of the other provisions hereof or of any of the 2013 Refunding Bonds.

Section 7.05 Ratification of Actions Taken; Further Actions Authorized. All actions heretofore taken and documents prepared or executed by or on behalf of the Authority by its members, Chairman, Vice Chairman, Executive Director, other Authority Officials and by the Authority's professional advisors, in connection with the issuance of the 2013 Refunding Bonds are hereby ratified, confirmed, approved and adopted. Such members and officials are hereby jointly and severally authorized and directed to determine all matters and execute all documents and instruments in connection with the issuance of the 2013 Refunding Bonds not determined or otherwise directed to be executed by the Act, the General Bond Resolution or this 2013 Supplemental Bond Resolution, and the signatures of such members and officials on any such documents or instruments shall be conclusive as to such determinations.

Section 7.06 Inconsistent Legislation Rescinded. All resolutions, or parts thereof, inconsistent herewith are hereby repealed and rescinded to the extent of any such inconsistency.

Section 7.07 Successors and Assigns. Whenever in this 2013 Supplemental Bond Resolution the Authority is named or referred to, it shall be deemed to include its successors and assigns. All of the covenants, stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the Authority contained in this 2013 Supplemental Bond Resolution shall bind and inure to the benefit of such successors and assigns and shall bind and inure to the benefit of any officer, board, commission, authority, agency or instrumentality to whom or to which there shall be transferred by or in accordance with law, or who or which is empowered to exercise or perform, any right, power or duty of the Authority, or of its successors or
assigns, the possession of which is necessary or appropriate in order to comply with or perform any of the covenants, stipulations, obligations, agreements or other provisions of this 2013 Supplemental Bond Resolution or comply with or fulfill any conditions set forth in the General Bond Resolution.

Section 7.08 Parties Interested Herein. Nothing in this 2013 Supplemental Bond Resolution, expressed or implied, is intended or shall be construed to confer upon, or give to, any person 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 Supplemental Bond Resolution, the General Bond Resolution of any covenant, condition or stipulation hereof or thereof. All the covenants, stipulations, promises and agreements in this 2013 Supplemental Bond Resolution or the General Bond Resolution contained by and on behalf of the Authority shall be for the sole and exclusive benefit of the Authority, the Trustee and the registered owners of the 2013 Refunding Bonds.

Section 7.09 Notice of Adoption of Resolution. A copy of this 2013 Supplemental Bond Resolution shall be filed 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. The Authority Secretary is hereby authorized and directed to publish, or cause to be published, in a newspaper published or circulating in the County a notice stating the fact and date of the adoption of this 2013 Supplemental Bond Resolution and the places where this 2013 Supplemental Bond Resolution has been filed for public inspection, and such further information as is required by Section 19 of the Act, N.J.S.A. 40:37A-62.

Section 7.10 Headings for Convenience Only. The descriptive headings herein are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

Section 7.11 Governing Law. This 2013 Supplemental Bond Resolution shall be governed exclusively by the provisions hereof and by the applicable laws of the State of New Jersey without reference to conflict of law provisions.

Section 7.12 Effective Date. This 2013 Supplemental Bond Resolution shall be effective for all purposes immediately upon adoption this 24th day of June, 2013.
Recorded Vote

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The foregoing is a true copy of a resolution adopted by The Salem County Improvement Authority on June 24, 2013.

[Signature]

PETER VOROS, Secretary