

SALEM COUNTY IMPROVEMENT AUTHORITY

RESOLUTION 2019-49

JULY 11, 2019

**SUPPLEMENTAL RESOLUTION OF THE SALEM COUNTY IMPROVEMENT
AUTHORITY AUTHORIZING THE ISSUANCE OF THE AUTHORITY'S NOT TO
EXCEED \$8,900,000 COUNTY-GUARANTEED SOLID WASTE REVENUE BONDS
(LANDFILL EXPANSION PROJECT – PHASE II) OR PROJECT NOTES**

WHEREAS, The Salem County Improvement Authority (the "Authority") has been duly created by virtue of a resolution duly adopted by the Board of Chosen Freeholders of the County of Salem (the "County"), State of New Jersey (the "State"), as a public body corporate and politic of the State organized and existing under and pursuant to Chapter 183 of the Laws of New Jersey of 1960, as amended and supplemented (N.J.S.A. 40:37A-1 et seq.) (the "Act"); and

WHEREAS, on March 10, 2016, the Authority adopted a resolution entitled "BOND RESOLUTION OF THE SALEM COUNTY IMPROVEMENT AUTHORITY AUTHORIZING AND APPROVING THE ISSUANCE OF UP TO \$8,220,000 OF THE AUTHORITY'S COUNTY GUARANTEED SOLID WASTE REVENUE BONDS (LANDFILL EXPANSION PROJECT – PHASE I), SERIES 2016, IN ONE OR MORE SERIES; AUTHORIZING AND APPROVING THE PREPARATION OF DISCLOSURE AND RELATED FINANCING DOCUMENTS; AUTHORIZING AND DELEGATING TO THE EXECUTIVE DIRECTOR THE POWER TO AWARD AND SELL SAID BONDS; AND DETERMINING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH", and approved on March 10, 2016 (the "Master Bond Resolution"); and

WHEREAS, said Master Bond Resolution provided for a Construction Project to include the construction of an 8.3-acre double composite lined landfill cell, leachate collection system, leachate pumping and conveyance system, and environmental monitoring system with a capacity of 750,000 cubic yards; and

WHEREAS, on July 15, 2016, under and pursuant to the Master Bond Resolution, the Authority issued \$7,669,385 County-Guaranteed Solid Waste Revenue Project Notes (Landfill Expansion Project – Phase I) through the Construction Financing Trust Loan Program of the New Jersey Environmental Infrastructure Trust (now known as the New Jersey Infrastructure Bank ("NJIB") (the 2016 Project Notes"); and

WHEREAS, permanent financing of the 2016 Project Notes was secured on May 25, 2017 with \$7,565,088 County-Guaranteed Solid Waste Revenue Bonds (Landfill Expansion Project – Phase I) through the New Jersey Environmental Infrastructure Trust (now known as the New Jersey Infrastructure Bank ("NJIB")); and

WHEREAS, in order to provide for the financing of an Additional Project involving the construction of Cell 10 to further the landfill expansion project (the "Landfill Expansion Project – Phase II"), the Authority now desires to issue Additional Bonds or Project Notes, under and pursuant to the Master Bond Resolution, in an aggregate principal amount not to exceed \$8,900,000 County-Secured Solid Waste Revenue Bonds (Landfill Expansion Project – Phase II) or Project Notes (the "Landfill Expansion Project – Phase II Bonds or Project Notes"); and

WHEREAS, the Authority and the County will enter into a Guaranty Agreement and Support Agreement, both to be dated on or about the closing for the bonds or project notes for the Landfill Expansion Project – Phase II (collectively, the "Support Agreement") which provides for the guaranty of certain payments by the County to the Authority as additional security for any bonds or notes issued by the Authority; and

WHEREAS, on April 18, 2019, the County finally adopted a guaranty ordinance authorizing the guaranty by the County of the payment of the principal of and interest on the County-Guaranteed Solid Waste Revenue Bonds or Projects Notes (Landfill Expansion Project – Phase II) for such Additional Project known as the Landfill Expansion Project - Phase II and authorizing certain County officers and officials to execute various documents in connection therewith; and

WHEREAS, as provided in the Master Bond Resolution, Landfill Expansion Project - Phase II Bonds or Project Notes may be issued and secured on a parity with all other Bonds or Project Notes heretofore or hereafter issued or to be issued from time to time pursuant to the Master Bond Resolution; and

WHEREAS, the Authority, desires to proceed with financing through the NJIB and needs to receive approval from the NJIB to receive the low-cost financial assistance to pay for the costs for the Additional Project known as the Landfill Expansion Project - Phase II and, in furtherance thereof, also needs to file a petition (the "Petition") and receive approval from the NJDEP to issue not to exceed \$8,900,000 aggregate principal amount of its bonds, project notes or other evidences of indebtedness, the proceeds of which shall be used by the Authority to pay: (i) the costs of the Landfill Expansion Project - Phase II; (ii) completion of such other improvements and work and acquisition of equipment and materials as may be necessary or appropriate for the completion of the capital improvements described above; (iii) the costs of issuing any bonds, project notes or other evidences of indebtedness; and (iv) the costs and fees associated with financing the Landfill Expansion Project - Phase II through the NJIB's financing program; and

WHEREAS, the Authority also now desires to authorize certain actions and approve certain documents necessary or desirable in connection with the authorization, offering, sale, issuance and delivery of the Landfill Expansion Project – Phase II Project Bonds or Project Notes; and

WHEREAS, this Resolution shall constitute a Supplemental Resolution for all purposes of the Master Bond Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE SALEM COUNTY IMPROVEMENT AUTHORITY, as follows:

ARTICLE I

Definitions and Statutory Authority

Section 1.01. Landfill Expansion Project – Phase II Supplemental Resolution. This Supplemental Resolution of the Salem County Improvement Authority authorizing the issuance of County-Guaranteed Solid Waste Revenue Bonds (Landfill Expansion Project – Phase II (the "Landfill Expansion Project – Phase II Supplemental Resolution") is supplemental to, and is adopted in accordance with, the provisions of the Master Bond Resolution (including, but not limited to, Article III and Article V thereof) and shall constitute a Supplemental Resolution for all purposes of the Master Bond Resolution.

Section 1.02. Definitions. Unless otherwise defined herein, all terms which are defined in Section 101 of the Master Bond Resolution shall have the same meanings, respectively, in this Landfill Expansion Project - Phase II Supplemental Resolution as such terms are given in Section 101 of the Master Bond Resolution. All terms which are defined in the recitals hereto shall have the meanings ascribed to such terms in the recitals unless the context clearly indicates some other meaning. In addition, as used in this Landfill Expansion Project - Phase II Supplemental Resolution, unless the context requires otherwise, the following terms shall have the following meanings:

"Bond Counsel" shall have the meaning given to such term in Section 4.04 of this Landfill Expansion Project - Phase II Supplemental Resolution.

"Master Bond Resolution" shall mean the resolution adopted by the Authority on March 10, 2016, and approved on July 15, 2016, entitled "BOND RESOLUTION OF THE SALEM COUNTY IMPROVEMENT AUTHORITY AUTHORIZING AND APPROVING THE ISSUANCE OF UP TO \$8,220,000 OF THE AUTHORITY'S COUNTY GUARANTEED SOLID WASTE REVENUE BONDS (LANDFILL EXPANSION PROJECT – PHASE I), SERIES 2016, IN ONE OR MORE SERIES; AUTHORIZING AND APPROVING THE PREPARATION OF DISCLOSURE AND RELATED FINANCING DOCUMENTS; AUTHORIZING AND DELEGATING TO THE EXECUTIVE DIRECTOR THE POWER TO AWARD AND SELL SAID BONDS; AND DETERMINING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH", as amended and supplemented from time to time in accordance with its terms.

"Resolution" shall mean the Master Bond Resolution, as amended and supplemented from time to time, including as supplemented by this Landfill Expansion Project - Phase II Supplemental Resolution and as further amended and supplemented by the Series Certificate.

"Rule 15c2-12" shall mean Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended and supplemented.

"Series Certificate" shall mean the certificate or certificates relating to the Landfill Expansion Project - Phase II Bonds or Project Notes executed by the Chairman, the Vice Chairman or the Executive Director of the Authority pursuant to Section 2.03 of this Landfill Expansion Project - Phase II Supplemental Resolution.

"Landfill Expansion Project - Phase II Bonds or Project Notes" shall mean all of the County-Secured Solid Waste Revenue Bonds (Landfill Expansion Project - Phase II) or Project Notes authorized, issued and delivered by the Authority under and pursuant to the Resolution and Article II of this Landfill Expansion Project - Phase II Supplemental Resolution.

"Landfill Expansion Project - Phase II Supplemental Resolution" shall mean this Supplemental Resolution of the Salem County Improvement Authority Authorizing the Issuance of the Landfill Expansion Project - Phase II Bonds or Project Notes, as it may be amended and supplemented from time to time, including as amended and supplemented by the Series Certificate.

ARTICLE II

Authorization, Terms and Issuance of County-Guaranteed Solid Waste Revenue Bonds or Project Notes (Landfill Expansion Project - Phase II)

Section 2.01. Authorization of the Landfill Expansion Project - Phase II Bonds, Principal Amount, Designation and Series. A Series of Bonds entitled to the benefit, protection and security of the Resolution is hereby authorized to be issued in an aggregate principal amount not to exceed \$8,900,000. Such Series of Bonds or Project Notes shall be designated as, and shall be distinguished from the Bonds or Project Notes of all other Series by the title, "County-Secured Solid Waste Revenue Bonds [Project Notes] (Landfill Expansion Project - Phase II), as such title may be modified or amended as determined in the Series Certificate. The Landfill Expansion Project - Phase II Bonds or Project Notes shall constitute Additional Bonds or Project Notes issued for the purpose set forth in Article III of the Master Bond Resolution.

Section 2.02. Purposes. The Landfill Expansion Project - Phase II Bonds or Project Notes shall be issued for the purposes of an Additional Project including but not limited to (i) the construction of Cell 10 to further the landfill expansion project, and (ii) paying the costs of issuance and other expenses incurred by the Authority in connection with the authorization, offering, sale, issuance and delivery of the Landfill Expansion Project - Phase II Bonds or Project Notes and the Landfill Expansion Project - Phase II.

Section 2.03. Delegation of Authority. There is hereby delegated to the Chairman, the Vice Chairman and the Executive Director of the Authority, subject to the limitations contained herein, in the Act and in the Resolution, the power with respect to the Landfill Expansion Project - Phase II Bonds or Project Notes to determine and carry out the following:

(a) The sale of the Landfill Expansion Project - Phase II Bonds or Project Notes through the New Jersey Infrastructure Bank, pursuant to the Resolution;

(b) The principal amount of the Landfill Expansion Project - Phase II Bonds or Project Notes to be issued, provided that the aggregate principal amount of Landfill Expansion Project - Phase II Bonds or Project Notes issued shall not exceed \$8,900,000;

(c) The date or dates, maturity date or dates and principal amount of each maturity of the Landfill Expansion Project - Phase II Bonds or Project Notes, the amount and date of each Sinking Fund Installment, if any, for the Landfill Expansion Project - Phase II Bonds or Project Notes, as may be applicable; provided, however, that in no event shall any Landfill Expansion Project - Phase II Bonds mature later than forty (40) years from the date of issuance;

(d) The interest rate or rates of the Landfill Expansion Project - Phase II Bonds or Project Notes, the date from which interest on the Landfill Expansion Project - Phase II Bonds or Project Notes shall accrue, if applicable, and the first interest payment date for the Landfill Expansion Project - Phase II Bonds or Project Notes; provided that the true interest cost (as determined by the Chairman, the Vice Chairman or the Executive Director of the Authority, which determination shall be made in the Series Certificate and shall be conclusive) of the Landfill Expansion Project - Phase II Bonds or Project Notes shall not exceed six percent (6.0%) per annum;

(e) The denomination or denominations of and the manner of numbering and lettering the Landfill Expansion Project - Phase II Bonds or Project Notes;

(f) The Redemption Price or Redemption Prices, if any, and, subject to the provisions of Article VII of the Master Bond Resolution, the redemption terms, if any, for the Landfill Expansion Project - Phase II Bonds or Project Notes; provided, however, that, the Redemption Price of any Landfill Expansion Project - Phase II Bonds subject to redemption shall not be greater than one hundred three percent (103%) of the principal amount of the Landfill Expansion Project - Phase II Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date fixed for redemption;

(g) Provisions for the transfer and exchange of the Landfill Expansion Project - Phase II Bonds or Project Notes and for the delivery thereof;

(h) The form of the Landfill Expansion Project - Phase II Bonds or Project Notes, which are hereby authorized to be issued in the form of fully registered Bonds, book-entry form only, and the form of the Trustee's certificate of authentication thereon;

(i) The application of the proceeds of the Landfill Expansion Project - Phase II Bonds or Project Notes for the purposes stated in Section 2.02 of this Landfill Expansion Project - Phase II Supplemental Resolution; and

(j) Any other provisions deemed advisable by the Chairman, the Vice Chairman or the Executive Director of the Authority, as required to offer, sell, issue and deliver the Landfill Expansion Project - Phase II Bonds or Project Notes including, but not limited to, issuing the Landfill Expansion Project - Phase II Bonds in separate subseries.

The Chairman, the Vice Chairman or the Executive Director of the Authority shall execute and deliver one or more Series Certificates evidencing the determinations or other actions taken pursuant to the authority granted in this Section 2.03 and elsewhere in this Landfill Expansion Project - Phase II Supplemental Resolution, and any such Series Certificate shall be conclusive evidence of the action or determination of the Chairman, the Vice Chairman or the Executive Director taken on behalf of the Authority as to the matters stated therein.

Any Series Certificate executed by the Chairman, the Vice Chairman or the Executive Director of the Authority pursuant to this Landfill Expansion Project - Phase II Supplemental Resolution shall constitute a supplement to, and be deemed to supplement, the Resolution and this Landfill Expansion Project - Phase II Supplemental Resolution and all matters determined by the Chairman, the Vice Chairman or the Executive Director of the Authority in such Series Certificate shall be deemed matters incorporated into and a part of the Resolution and this Landfill Expansion Project - Phase II Supplemental Resolution.

ARTICLE III

Execution and Authentication of the Landfill Expansion Project- Phase II Bonds or Project Notes

Section 3.01. Execution and Authentication of the Landfill Expansion Project - Phase II Bonds or Project Notes. In accordance with the provisions of Section 303 and 304 of the Master Bond Resolution, the Landfill Expansion Project - Phase II Bonds or Project Notes shall be executed in the name and on behalf of the Authority by the manual or facsimile signature of the Chairman or Vice Chairman of the Authority and the Authority's corporate seal shall be affixed, imprinted or reproduced thereon or thereto attested by the manual or facsimile signature of the Secretary or Assistant Secretary of the Authority.

The Trustee is hereby authorized and directed to authenticate the Landfill Expansion Project - Phase II Bonds or Project Notes by manual or facsimile signature and deliver the Landfill Expansion Project - Phase II Bonds or Project Notes to or upon the order of the Authority, in such amounts and at such times as the Trustee shall be directed in writing

by the Chairman, the Vice Chairman or the Executive Director of the Authority, upon compliance with the conditions applicable thereto contained in the Resolution.

Section 3.02. No Recourse on the Landfill Expansion Project - Phase II Bonds or Project Notes. No recourse shall be had for the payment of the principal, Sinking Fund Installments or Redemption Price of or interest on the Landfill Expansion Project - Phase II Bonds or Project Notes or for any claim based thereon or on the Resolution against any member, officer or employee of the Authority or any person executing the Landfill Expansion Project - Phase II Bonds or Project Notes and neither the members of the Authority nor any other person executing the Landfill Expansion Project - Phase II Bonds or Project Notes shall be subject to any personal liability or accountability by reason of the issuance thereof, all such liability being expressly waived and released by every Holder of the Landfill Expansion Project - Phase II Bonds or Project Notes upon such Holder's acceptance of the Landfill Expansion Project - Phase II Bonds or Project Notes.

ARTICLE IV

Provisions Relating to the Offering and Sale of the Landfill Expansion Project - Phase II Bonds or Project Notes

Section 4.01. Covenant of the Authority Relating to the Tax Exemption of the Interest on the Landfill Expansion Project - Phase II Bonds or Project Notes. If the Landfill Expansion Project - Phase II Bonds or Project Notes are issued as Bonds or Notes, the interest on which is intended to be excluded from gross income for Federal income tax purposes, the Authority hereby reaffirms the covenants set forth in Section 617 of the Master Bond Resolution and covenants that it will (i) take all actions within its control that are required to assure that interest on the Landfill Expansion Project - Phase II Bonds or Project Notes is and remains excluded from gross income for Federal income tax purposes, and (ii) refrain from taking any action or omitting to take any action that would adversely affect such exclusion.

Section 4.02. Amendment Prior to Delivery of the Landfill Expansion Project - Phase II Bonds or Project Notes Upon Original Issuance. Prior to delivery of any of the Landfill Expansion Project - Phase II Bonds or Project Notes upon original issuance and notwithstanding anything in the Resolution to the contrary, the Chairman, the Vice Chairman or the Executive Director of the Authority may, by execution of a Series Certificate evidencing same, modify or amend any of the terms or provisions of the Landfill Expansion Project - Phase II Bonds or Project Notes of this Landfill Expansion Project - Phase II Supplemental Resolution or for any purpose without any further action by the Authority members, subject to the limitations and restrictions set forth in the Resolution.

Section 4.03. Appointment of Trustee and Paying Agent. Fulton Bank, National Association, Lancaster, Pennsylvania, is hereby appointed Trustee and Paying Agent for the Holders of the Landfill Expansion Project - Phase II Bonds or Project Notes. Fulton Bank, Lancaster, Pennsylvania, shall signify its acceptance of the trusts and duties granted under this Landfill Expansion Project - Phase II Supplemental Resolution by a

written instrument delivered to the Authority prior to the issuance and delivery of the Landfill Expansion Project - Phase II Bonds or Project Notes.

Section 4.04. Appointment of Bond Counsel and Municipal Advisor for the Landfill Expansion Project - Phase II Bonds and Project Notes. The law firm of Archer & Greiner P.C., Red Bank, New Jersey, is hereby appointed bond counsel ("Bond Counsel") to the Authority in connection with the authorization, offering, sale, issuance and delivery of the Landfill Expansion Project - Phase II Bonds or Project Notes. It is currently anticipated that Landfill Expansion Project - Phase II Bonds and Project Notes will be financed through the NJIB.

Section 4.06. Compliance with Secondary Market Disclosure Requirements. The Chairman, the Vice Chairman or the Executive Director of the Authority, in consultation with Bond Counsel and the Municipal Advisor, is each hereby authorized and directed to enter into and execute a Continuing Disclosure Agreement, if applicable, evidencing the contractual undertaking of the Authority to comply with the requirements of Rule 15c2-12, and to deliver the Continuing Disclosure Agreement in connection with the offer and sale of the Landfill Expansion Project - Phase II Bonds or Project Notes.

Section 4.07. Approval of Payments for Professional Services. The Authority does hereby, as applicable, award, approve and authorize payments to the following entities which will render and/or provide professional and other services to the Authority in connection with the authorization, offering, sale, issuance and delivery of the Landfill Expansion Project - Phase II Bonds or Project Notes, which payments are to be made from the proceeds of the Landfill Expansion Project - Phase II Bonds or Project Notes, as follows:

<u>AWARDED AND APPROVED TO:</u>	<u>DESCRIPTION OF SERVICES</u>	<u>AMOUNT NOT TO EXCEED</u>
Archer & Greiner P.C.	Bond Counsel	\$45,000, plus Disbursements
Fulton Bank	Trustee and Paying Agent	\$7,500 (including counsel fee)
Bowman & Company LLP	Authority Auditor	\$20,000
Phoenix Advisors, LLC	Municipal Advisor	\$15,000
Archer & Greiner P.C.	Petition Counsel For NJDEP ("Petition Counsel")	\$155 to \$295 per/hour (depending upon Attorney involved)

The Secretary of the Authority is hereby authorized and directed to publish a brief notice of this award and authorization in accordance with N.J.S.A. §40A:11-5(1)(a)(i).

Section 4.08. NJDEP Petition, Guaranty Agreement, Support Agreement. The making of a Petition to the NJDEP is hereby approved, and the Authority's Petition Counsel, along with other representatives of the Authority, are hereby authorized to prepare such Petition, file said Petition and to represent the Authority in matters pertaining thereto. The Guarantee Agreement and the Support Agreement each be and the same hereby are, approved in the forms presented to this meeting with such changes, insertions, deletions or omissions as shall hereafter be approved by the Authority's Chairman, Vice Chairman or Executive Director, in consultation with Bond Counsel. The Authority's Chairman, Vice Chairman or Executive Director be and the same hereby is authorized and directed on behalf of the Authority to execute and deliver each of the Guarantee Agreement and the Support Agreement and the Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority to the Guarantee Agreement and the Support Agreement and to attest to the signatures of the Chairman, Vice Chairman or Executive Director on the Guarantee Agreement or the Support Agreement.

Section 4.09. Notice of Adoption. The Authority's Bond Counsel or General Counsel are each hereby authorized and directed to arrange for the publication of the Notice of Adoption of Supplement Bond Resolution on or about July 15, 2019 in an authorized newspaper of the Authority.

Section 4.10. Additional Action. The Chairman, the Vice Chairman, the Executive Director and the Secretary of the Authority are, and each of them hereby is, authorized and directed to execute and deliver any and all certificates (including, if financing is through the NJIB, an Award and Series Certificate in the form attached hereto Exhibit A), documents, instruments and agreements, including the Petition, and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this Landfill Expansion Project - Phase II Supplemental Resolution, the Continuing Disclosure Agreement, if applicable, the Petition, and otherwise in connection with the authorization, offering, sale, issuance and delivery of the Landfill Expansion Project - Phase II Bonds or Project Notes through the NJIB and to effect the consummation of the transactions contemplated thereby. The execution by such officers of any such documents, certificates, instruments and agreements, including the Petition, with such changes, insertions or omissions as shall be approved by the Chairman, the Vice Chairman and/or the Executive Director of the Authority, in consultation with Bond Counsel or Petition Counsel, shall be conclusive evidence of the approval of such changes, insertions or omissions and no further ratification or other action by the Authority shall be required with respect thereto.

ARTICLE V

Proceeds of the Landfill Expansion Project - Phase II Bonds or Project Notes

Section 5.01. Application of the Proceeds of the Landfill Expansion Project - Phase II Bonds or Project Notes. The proceeds received by the Authority from the sale of the Landfill Expansion Project - Phase II Bonds or Project Notes shall be applied as provided in Articles III, IV and V of the Master Bond Resolution and as more fully set forth in the Series Certificate.

Section 5.02. Trustee Authorization to Create Accounts. In addition to the funds and accounts established by the Resolution, the Authority and/or the Trustee are hereby authorized to establish such other funds and accounts and sub-accounts as may be necessary or advisable in connection with the issuance and sale of the Landfill Expansion Project - Phase II Bonds or Project Notes, and the application of the proceeds thereof.

ARTICLE VI

Miscellaneous

Section 6.01. This Landfill Expansion Project - Phase II Supplemental Resolution to Govern. To the extent that the provisions of this Landfill Expansion Project - Phase II Supplemental Resolution are inconsistent with the terms of the Resolution, the provisions of this Landfill Expansion Project - Phase II Supplemental Resolution shall control to the extent not inconsistent or in conflict with the rights of the Bondholders under the Resolution.

Section 6.02. Binding Effect. This Landfill Expansion Project - Phase II Supplemental Resolution shall inure to the benefit of and shall be binding upon the Authority and the Trustee and their respective successors and assigns, subject to the limitations contained in the Resolution.

Section 6.03. Effective Date. This Landfill Expansion Project - Phase II Supplemental Resolution shall become effective immediately upon the satisfaction of the requirements for the adoption of bond resolutions set forth in the "Local Authorities Fiscal Control Law" (N.J.S.A. 40A:5A-1 et seq.) and the Act.

Section 6.04. Notice of Adoption of Supplemental Resolution. Bond Counsel is hereby authorized and directed to arrange for the publication, as soon as practicable after the date of adoption hereof, of a Notice of Adoption of this Landfill Expansion Project - Phase II Supplemental Resolution in an Authorized Newspaper of the Authority as required by the provisions of the Act.

Section 6.05. Reimbursement. The Authority intends to finance the Landfill Expansion Project – Phase II with the Landfill Expansion Project - Phase II Bonds or Project Notes, but may pay for certain costs of the Landfill Expansion Project – Phase II

(the "Project Costs") prior to the issuance of the Landfill Expansion Project - Phase II Bonds or Project Notes with funds of the Authority that are not borrowed funds. The Authority reasonably expects to reimburse its expenditure of Project Costs paid prior to the issuance of the Landfill Expansion Project - Phase II Bonds or Project Notes with proceeds of its Landfill Expansion Project - Phase II Bonds or Project Notes. This resolution is intended to be and hereby is a declaration of the Authority's official intent to reimburse the expenditure of Project Costs paid prior to the issuance of the Landfill Expansion Project - Phase II Bonds or Project Notes with the proceeds of a borrowing to be incurred by the Authority, in accordance with Treasury Regulations §150-2. The maximum principal amount of the Landfill Expansion Project - Phase II Bonds or Project Notes expected to be issued to finance the Landfill Expansion Project - Phase II is \$8,900,000. The Project Costs to be reimbursed with the proceeds of the Landfill Expansion Project - Phase II Bonds or Project Notes will be "capital expenditures" in accordance with the meaning of Section 150 of the Code. No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations §1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Sections 142 through 147, inclusive, of the Code. The proceeds of the Landfill Expansion Project - Phase II Bonds or Project Notes used to reimburse the Authority for Project Costs, or funds corresponding to such amounts, will not be used in a manner that results in the creation of "replacement proceeds", including "sinking funds", "pledged funds" or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations §1.148-1), of the Landfill Expansion Project - Phase II Bonds or Project Notes or another issue of debt obligations of the Authority, other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations §1.148-1). All reimbursement allocations will occur not later than 18 months after the later of (i) the date the expenditure from a source other than the Landfill Expansion Project - Phase II Bonds or Project Notes is paid, or (ii) the date the Landfill Expansion Project - Phase II is "placed in service" (within the meaning of Treasury Regulations §1.150-2) or abandoned, but in no event more than 3 years after the expenditure is paid.

EXHIBIT A

FORM OF AWARD AND SERIES CERIFICATE

Dated: _____

I, CORDY TAYLOR, Chairperson, of the Salem County Improvement Authority (the "Local Unit"), by virtue of the authority conferred upon me pursuant to the provisions of resolutions of the Local Unit duly adopted on July 11, 2019 "Supplemental Resolution Of The Salem County Improvement Authority Authorizing The Issuance Of The Authority's Not To Exceed \$8,900,000 County-Guaranteed Solid Waste Revenue Bonds (Landfill Expansion Project – Phase II) Or Project Notes", DO HEREBY CERTIFY, DETERMINE AND APPROVE that:

1. The Local Unit has determined that there exists a need within the Local Unit to undertake a project consisting of the construction of Cell 10 to further the landfill expansion project (the "Project") as further defined in each of that certain Loan Agreement (the "I-Bank Loan Agreement") to be entered into by and between the Local Unit and the New Jersey Infrastructure Bank (the "I-Bank") and that certain Loan Agreement (the "Fund Loan Agreement", and together with the I-Bank Loan Agreement, the "Loan Agreements") to be entered into by and between the Local Unit and the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection (the "State"), all pursuant to the State Fiscal Year 201[-] or other year New Jersey Infrastructure Bank Financing Program (the "Program").

2. The Local Unit has determined to finance the construction of the Project with the proceeds of a loan to be made by each of the I-Bank (the "I-Bank Loan") and the State (the "Fund Loan", and together with the I-Bank Loan, the "Loans") pursuant to the I-Bank Loan Agreement and the Fund Loan Agreement, respectively.

3. To evidence the Loans, each of the I-Bank and the State require the Local Unit to authorize, execute, attest and deliver the Local Unit's Solid Waste Revenue Bonds (Landfill Expansion Project – Phase II) in an aggregate principal amount not to exceed \$8,900,000, consisting of one series of said bonds being authorized, executed and delivered to the I-Bank (the "I-Bank Loan Bond") and another series of bonds being authorized, executed and delivered to the State (the "Fund Loan Bond", and together with the I-Bank Loan Bond, the "Local Unit Bonds") pursuant to the terms of applicable law, the Loan Agreements, and the Escrow Agreement dated _____, 20__ (the "Escrow Agreement") by and among the I-Bank, the State, the Local Unit and the escrow agent named therein.

4. In accordance with the terms of the Escrow Agreement, the I-Bank has sold its bonds to fund the I-Bank Loan, thereby enabling the Local Unit to confirm the exact aggregate principal amount of and debt service schedule for the Local Unit Bonds.

5. The sale of the I-Bank Loan Bond to the I-Bank and the Fund Loan Bond to the State is hereby confirmed. The I-Bank Loan Bond shall be released from escrow in accordance with the terms of the Escrow Agreement and thereby issued in accordance with the principal loan amount, interest rates and maturity schedule set forth in Schedule A attached hereto and made a part hereof. The Fund Loan Bond shall be released from escrow in accordance with the terms of the Escrow Agreement and thereby issued in accordance with the maturity schedule set forth in Schedule B attached hereto and made a part hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of the date first above written.




CORDY TAYLOR, Chairperson

CERTIFICATION

I, BARRY DAVIS, the Secretary of The Salem County Improvement Authority, in the County of Salem, State of New Jersey (the "Authority"), DO HEREBY CERTIFY that the above resolution entitled "SUPPLEMENTAL RESOLUTION OF THE SALEM COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE ISSUANCE OF THE AUTHORITY'S NOT TO EXCEED \$8,900,000 COUNTY-GUARANTEED SOLID WASTE REVENUE BONDS (LANDFILL EXPANSION PROJECT – PHASE II) OR PROJECT NOTES" (the "Landfill Expansion Project – Phase II Supplemental Resolution") was duly adopted by the Authority at a regular meeting of the Authority held on July 11, 2019 duly called and held in accordance with the Open Public Meetings Act, at which meeting a quorum was present and acting throughout, and that such Landfill Expansion Project - Phase II Supplemental Resolution is a true and correct copy thereof and of the whole appearing in the books and records of the Authority and as of the date hereof such Landfill Expansion Project - Phase II Supplemental Resolution has not been amended, repealed or revoked but remains in full force and effect on and as of the date hereof.

IN WITNESS WHEREOF, I have set my hand and affixed the official seal of the Authority this 11th day of July 2019.

(SEAL)



BARRY DAVIS, Secretary