

**RESOLUTION**

**WHEREAS,** the Pequannock River Basin Regional Sewerage Authority (the "Authority") previously entered into a Debt Service Forward Delivery Agreement with Wachovia Bank, N.A. on April 27, 2000 and a First Amendment to the Debt Service Forward Delivery Agreement on December 2, 2002 under the terms of which the Authority was guaranteed a return of 6.54% of the investment of debt service funds; and

**WHEREAS,** in 2012, the Authority refunded its Series N Bonds, to which the aforesaid Debt Service Forward Delivery Agreement pertained, and sought to enter into a replacement Agreement with Wells Fargo Bank, N.A., successor to Wachovia Bank, N.A., on the same terms as the Agreement of December 2, 2002. This Agreement was entitled Second Amendment to Debt Service Forward Delivery Agreement; and

**WHEREAS,** for reasons currently unknown, the resulting Second Amendment to the Debt Service Forward Delivery Agreement dated September 6, 2012 did not replicate the investment and return on investment terms of the prior Agreements in that an exhibit (Exhibit A) contained a schedule which did not accurately reflect the same; and

**WHEREAS,** the Authority and Wells Fargo Bank, N.A. have recognized the need to restore the terms of the Second Amendment to the Debt Service Forward Delivery Agreement to those intended by the parties such that \$302,500.00 of principal not currently invested in the Debt Service Reserve Fund Account of the Debt Service Forward Delivery Agreement shall be invested as of October 1, 2013 or as soon thereafter as practicable; and

**WHEREAS**, Wells Fargo Bank, N.A. has consented to preparation of an Agreement which will correct Exhibit A as the schedule going forward for the administration of investments and including a rate of return of 6.54% thereon; and

**WHEREAS**, the Authority is agreeable to the execution of the aforesaid corrective Agreement notwithstanding a loss of interest estimated at \$6,594.50 through October 1, 2013, in light of the substantial benefit accruing to the Authority through the reformation of the Second Amendment to the Debt Service Forward Delivery Agreement to its intended terms, and which shall be effective prior to the October 1, 2013 investment date or as soon thereafter as is practicable.

**NOW, THEREFORE, BE IT RESOLVED** by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic in the State of New Jersey on this 18<sup>th</sup> day of September, 2013 as follows:

1. The Chairman and Authority Officers are authorized and directed to execute an Agreement entitled Third Amendment to Debt Service Forward Delivery Agreement between the Authority and Wells Fargo Bank, N.A. and U.S. Bank, N.A. incorporating the above described terms and which is in a form satisfactory to the Authority's Attorney and Bond Counsel.
2. The Authority's Consulting Engineer and Authority's Attorney are hereby authorized to do all things necessary and desirable to facilitate the execution and implementation of the terms of the Agreement authorized pursuant to Paragraph 1 above, and as may be further authorized and approved by the Chairman.
3. This Resolution shall take effect immediately as provided by law.

**CERTIFICATION**

Certified to be a true copy of a Resolution adopted by the Pequannock River Basin  
Regional Sewerage Authority at a duly convened meeting of the Authority held on September  
18, 2013.

A handwritten signature in dark ink, appearing to read 'Edwin Howard', written over a horizontal line.

Edwin Howard, Secretary