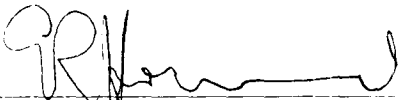


RESOLUTION

BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic and State of New Jersey on this 17th day of February, 2016, as follows:

1. This Resolution is enacted to authorize the Authority's Officers to sign the Incumbency Certificate requested by US Bank, N.A. or its successor bank as Trustee under the General Bond Resolution of July 15, 1986, and Resolutions supplemental thereto.
2. The Authority's Officers and Consulting Engineer are authorized to sign the Incumbency Certificate.
3. The Secretary shall deliver an Incumbency Certificate if required and a certified copy of this Resolution to the Trustee.
4. This Resolution shall take effect immediately.

Certified to be a true copy of a Resolution enacted at a duly convened public meeting of the Pequannock River Basin Regional Sewerage Authority on February 17, 2016.



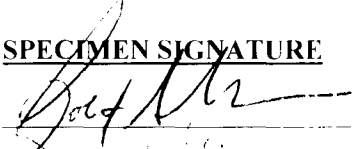
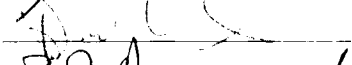
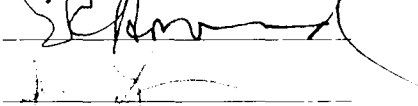

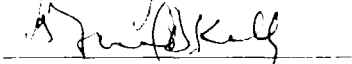

Edwin Howard, Secretary

PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY

INCUMBENCY CERTIFICATE

This Certificate is provided to U.S. Bank, Morristown, New Jersey as Trustee and/or as Escrow Agent in connection with the **Pequannock River Basin Regional Sewerage Authority** 1994 Series H Sewer Revenue Bonds and 1994 Series I State Loan Bonds and the 1994 Series G State Loan Refunding Bonds, the 1995 Series J and 1995 Series K State Loan Bonds and the 2012 Series N Refunding Bonds.

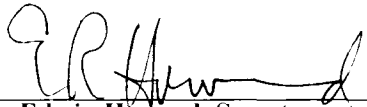
1. Each of the below named individuals is (a) the duly elected incumbent in the specified office indicated after that name, (b) acting for and on behalf of the **Pequannock River Basin Regional Sewerage Authority** in executing the various documents and providing instructions to the Trustee and/or Escrow Agent which are pertinent to the bond issues referenced above. The signature set opposite the name of such officer is a genuine specimen of such officer's signature:

<u>NAME</u>	<u>SPECIMEN SIGNATURE</u>	<u>OFFICE HELD</u>
<u>Robert Vassant</u>		<u>Chairman</u>
<u>Raymond Vassant</u>		<u>Vice Chairman</u>
<u>Edwin Howard</u>		<u>Secretary</u>
<u>Joseph ...</u>		<u>Treasurer</u>
<u>John ...</u>		<u>Assistant Secretary</u>
<u>Daniel Kelly</u>		<u>Consulting Engineer</u>

2. Attached hereto as Exhibit A is a true, correct and complete copy of a resolution of the Pequannock River Basin Regional Sewerage Authority, duly adopted at a meeting held on February 17, 2016, authorizing signatories and authorized officers as defined in the Bond Resolution (Indenture) in conjunction with the bond issues of the **Pequannock River Basin Regional Sewerage Authority** referenced above. Such resolution was adopted in accordance with all procedural rules as specified in the applicable By-Laws; and said resolution has not been further amended, modified or repealed and is in full force and effect on the date hereof.

IN WITNESS WHEREOF, we, the above-named officers of the **Pequannock River Basin Regional Sewerage Authority** have hereunto set our respective signatures as such officers and have affixed the corporation seal of the **Pequannock River Basin Regional Sewerage Authority** on the 17th day of February, 2016:

Pequannock River Basin Regional Sewerage Authority

By: 
Edwin Howard, Secretary