

RESOLUTION

WHEREAS, the Sewerage Authorities Law provides at N.J.S.A. 40:14A-5(e) that every Sewerage Authority may appoint and employ such professional and technical advisors and experts as it may require; and

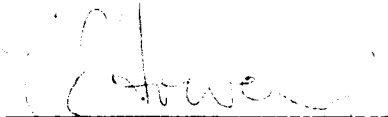
WHEREAS, the Pequannock River Basin Regional Sewerage Authority has engaged in various bond financings and related transactions since the date of its formation; and

WHEREAS, the Authority wishes to continue to have the benefit of the services of Mr. Brian Burke in connection with the administration of its ongoing financial obligations as well as any new financings which may occur in 2009; and

NOW, THEREFORE, BE IT RESOLVED by the Pequannock River Basin Regional Sewerage Authority in the Counties of Morris and Passaic on this 19th day of February 2009 as follows:

1. The Authority hereby engages in the services of Mr. Brian Burke of RBC Dain Rauscher as Investment Banker and Financial Consultant to the Authority for the balance of 2009 and until the reorganization meeting of February 2010 pursuant to N.J.S.A. 40A:11-5(1)(a)(ii) as an extraordinary unspecifiable service.
2. Compensation for the aforesaid services shall be determined if and when the Authority engages in a financing transaction on a future date and in accordance with law.
3. This Resolution shall take effect as provided by law.

Certified to be a true copy of a Resolution enacted at a duly convened public meeting of the Pequannock River Basin Regional Sewerage Authority held on February 19, 2009.



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Secretary