

SUPPLEMENTAL RESOLUTION NO. 22 RELATING TO THE GENERAL BOND RESOLUTION OF THE PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY AND AUTHORIZING THE ISSUANCE OF SEWER REVENUE BONDS PURSUANT THERETO.

BE IT RESOLVED BY THE PEQUANNOCK RIVER BASIN REGIONAL SEWERAGE AUTHORITY, and the commissioners thereof. AS FOLLOWS:

Section 1. Short Title. This resolution may hereafter be cited by the Authority, and is hereinafter sometimes referred to, as "Supplemental Resolution No. 22".

Section 2. Authority for Supplemental Resolution No. 22. Supplemental Resolution No. 22 supplements the General Bond Resolution and is adopted pursuant to the provisions of the Act and pursuant to the General Bond Resolution. The Authority has ascertained and hereby determines that adoption of Supplemental Resolution No. 22 is necessary to carry out the powers, purposes and duties expressly provided in the Act, that each and every act, matter, thing or course of conduct as to which provision is made herein is necessary in order to promote, carry out and effectuate the purposes of the Authority in accordance with the Act and to carry out powers expressly given in the Act, and that the powers of the Authority herein exercised are in each case exercised in accordance with the provisions of the Act and the General Bond Resolution and in furtherance of the purposes of the Authority.

Section 3. Definitions. (A) Wherever used or referred to in Supplemental Resolution No. 22, all words or terms which are defined or referred to in the General Bond Resolution, except the words or terms which are defined in paragraph (B) of this Section, shall, unless a different meaning clearly appears from the context, have the meanings given or ascribed to such words and terms, respectively, in Section 105 of the General Bond Resolution.

(B) In this Supplemental Resolution No. 22, unless a different meaning clearly appears from the context:

“1996 Series L Bonds” means any of the Authority’s \$475,000 outstanding principal amount of Sewer Revenue Bonds (1996 Series L), dated June 1, 1996.

“2002 Series M Bonds” means any of the Authority’s \$4,020,000 outstanding principal amount of Sewer Revenue Refunding Bonds (2002 Series M), dated December 2, 2002.

“2012 Bonds” means any of the \$5,000,000 principal amount of Sewer Revenue Refunding Bonds (Series 2012) provided for and referred to in Section 6 hereof.

“General Bond Resolution” means the bond resolution of the Authority adopted July 15, 1986, entitled: “Resolution Providing for the Issuance of Bonds of The Pequannock River Basin Regional Sewerage Authority and for the Rights of the Holders Thereof and Authorizing \$20,000,000 Principal Amount Thereof”, as amended and supplemented:

“Prior Bonds” means any of the Authority’s 1996 Series L Bonds and 2002 Series M Bonds:

“Supplemental Resolution No. 22” shall have the meaning ascribed to such term in Section 1 hereof:

The terms “herein”, “hereunder”, “hereby”, “hereto”, “hereof”, and any similar terms, refer to Supplemental Resolution No. 22; the term “heretofore” means before the date of adoption of Supplemental Resolution No. 22; and the term “hereafter” means after the date of adoption of Supplemental Resolution No. 22. Words importing the masculine gender include every other gender. Words importing persons include firms, associations and corporations and Words importing the singular number include the plural number and vice versa. Articles and

Sections mentioned by number alone and without qualification by the word "hereof" are the respective Articles and Sections of the General Bond Resolution so numbered.

Section 4. Captions and Index. Any captions, titles or headings preceding the text of any section herein and any table of contents or index attached to this resolution or any copy thereof are solely for convenience of reference and shall not constitute part of this resolution or affect its meaning, construction or effect.

Section 5. Purpose of the 2012 Bonds. Pursuant to the provisions of Section 301(2) of the General Bond Resolution, the Authority does hereby determine to refund all or a portion of the Prior Bonds and to provide funds to make deposits, if any, required by the General Bond Resolution and to pay costs of issuance with respect to the 2012 Bonds.

Section 6. Authorization and Amount of the 2012 Bonds. In accordance with Section 12 of the Act and subject to and pursuant to the provisions of the General Bond Resolution, and for the purposes specified in Section 6 hereof, Additional Bonds (herein called the 2012 Bonds) of the Authority are hereby authorized to be issued in the aggregate principal amount of not exceeding \$5,000,000. The 2012 Bonds shall be issued pursuant to this Supplemental Resolution No. 22 and resolutions of the Authority adopted from time to time to supplement and implement this Supplemental Resolution No. 22.

Section 7. Terms of 2012 Bonds. The terms of the 2012 Bonds shall be determined and established by (a) a resolution or resolutions of the Authority adopted on or prior to the date of delivery of the 2012 Bonds or (b) an authorized officer of the Authority in accordance with financial parameters set forth in a resolution or resolutions of the Authority adopted on or prior to the date of delivery of the 2012 Bonds.

Section 8. Filing. The Secretary of the Authority is hereby authorized and directed to cause copies of Supplemental Resolution No. 22 to be filed for public inspection in the following places: in the office of the Borough Clerk of the Borough of Butler, in the County of Morris, New Jersey, in the Municipal Building of said Borough, in the office of the Borough Clerk of the Borough of Bloomingdale, in the County of Passaic, New Jersey, in the Municipal Building of said Borough, in the office of the Borough Clerk of the Borough of Kennelon, in the County of Morris, New Jersey, in the Municipal Building of said Township and in the office of the Authority, One Ace Road, Butler, New Jersey.

Section 9. Publication. The Secretary of the Authority is hereby authorized and directed to cause to be published, after completion of filing of copies of this Supplemental Resolution No. 22 as directed in Section 10 hereof, in the "*North Jersey Herald & News*", a legally qualified public newspaper circulating in the district of the Authority, a notice in substantially the form attached hereto as Exhibit A and by this reference incorporated as if set forth in full herein.

Section 10. Effective Date. This resolution shall take effect immediately and as provided in Article VIII of the General Bond Resolution.

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 May 16, 2012.

By: /s/ Edwin Howard
Secretary