

**RESOLUTION AUTHORIZING EXECUTIVE SESSION**

WHEREAS, this Authority is authorized, pursuant to N.J.S.A. 10:4-12 to exclude the public from that portion of this meeting for purposes of discussing specific matters as permitted by N.J.S.A. 10:4-12; and,

WHEREAS, this Authority intends to discuss certain matters which are deemed confidential pursuant to N.J.S.A. 10:4-12, in Executive Session:

WHEREAS, at this time the Authority cannot determine the time when the discussion to be held in Executive Session will be made public but will disclose the minutes of the Executive Session when the need for confidentiality no longer exists.

NOW, THEREFORE, be it resolved by the Sussex County Municipal Utilities Authority that this meeting shall be adjourned to an Executive Session (closed session) and the public will be excluded in order that the Authority may discuss the items listed below, and upon reconvening this public meeting the Chairman will announce, if possible, the time when and the circumstances under which the discussion conducted in Executive Session will be disclosed to the public. This resolution is authorized and allowed by and pursuant to N.J.S.A. 10:4-13.

- (1) Any matter which, by express provision of federal law or State statute or rule of court shall be rendered confidential or excluded from the provisions of subsection a. of this section.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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- (2) Any matter in which the release of information would impair a right to receive funds from the Government of the United States.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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- (3) Any material the disclosure of which constitutes an unwarranted invasion of individual privacy such as any records, data, reports, recommendations, or other personal material of any educational, training, social service, medical, health, custodial, child protection, rehabilitation, legal defense, welfare, housing, relocation, insurance and similar program or institution operated by a public body pertaining to any specific individual admitted to or served by such institution or program, including but not limited to information relative to the individual's personal and family circumstances, and any material pertaining to admission, discharge, treatment, progress or condition of any individual, unless the individual concerned (or, in the case of a minor or incompetent, his guardian) shall request in writing that the same be disclosed publicly.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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- (4) Any collective bargaining agreement, or the terms and conditions which are proposed for inclusion in any collective bargaining agreement, including the negotiation of the terms and conditions thereof with employees or representatives of employees of the public body.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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- (5) Any matter involving the purchase, lease or acquisition of real property with public funds, the setting of banking rates or investment of public funds, where it could adversely affect the public interest if discussion of such matters were disclosed.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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- (6) Any tactics and techniques utilized in protecting the safety and property of the public, provided that their disclosure could impair such protection. Any investigations of violations or possible violations of the law.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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- (7) Any pending or anticipated litigation or contract negotiations other than in subsection b. (4) herein in which the public body is, or may become a party.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

Vernon Township Litigation, Cavalier Negotiations, Tip Fee Relief Request

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(8) Any matters falling within the attorney-client privilege, to the extent that confidentiality is required in order for the attorney to exercise his ethical duties as a lawyer.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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(9) Any matter involving the employment, appointment, termination of employment, terms and conditions of employment, evaluation of the performance of, promotion or disciplining of any specific prospective public officer or employee or current public officer or employee employed or appointed by the public body, unless all the individual employees or appointees whose rights could be adversely affected request in writing that such matter or matters be discussed at a public meeting.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

Personnel Matter

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(10) Any deliberations of a public body occurring after a public hearing that may result in the imposition of a specific civil penalty upon the responding party or the suspension or loss of a license or permit belonging to the responding party as a result of an act or omission for which the responding party bears responsibility.

The general nature of the subject to be discussed per N.J.S.A. 10:4-13(a):

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NOW, THEREFORE, be it further resolved by the Sussex County Municipal Utilities Authority that pursuant to N.J.S.A. 10:4-13(b) the time when and the circumstances under which the discussion conducted in closed session of the public body can be disclosed to the public is when the need for confidentiality no longer exists.

Certified as a true copy of the  
Resolution adopted by the Authority  
At their Regular Authority Meeting held  
on Wednesday, March 16, 2022.



Andrea Cocula, Secretary

**2022 SUPPLEMENTAL RESOLUTION OF THE SUSSEX COUNTY  
MUNICIPAL UTILITIES AUTHORITY AUTHORIZING THE  
ISSUANCE OF AN ADDITIONAL NOT TO EXCEED \$4,000,000  
COUNTY-SECURED SOLID WASTE REVENUE BONDS OR  
PROJECT NOTES (LANDFILL EXPANSION PROJECT)**

**Adopted March 16, 2022**

**2022 SUPPLEMENTAL RESOLUTION  
OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY  
AUTHORIZING THE ISSUANCE OF AN ADDITIONAL NOT TO  
EXCEED \$4,000,000 COUNTY-SECURED SOLID WASTE  
REVENUE BONDS OR PROJECT NOTES (LANDFILL  
EXPANSION PROJECT)**

**WHEREAS**, the Sussex County Municipal Utilities Authority (the "Authority") has been duly created by virtue of a resolution duly adopted on August 10, 1971 by the Board of Chosen Freeholders (now Board of Commissioners) of the County of Sussex (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 the Municipal and County Utilities Authorities Law, constituting Chapter 183 of the Laws of New Jersey of 1957, as amended and supplemented (N.J.S.A. 40:14B-1 et seq.) (the "Act"); and

**WHEREAS**, on January 4, 2017, the Authority adopted a resolution entitled "Bond Resolution Of The Sussex County Municipal Utilities Authority Authorizing And Approving The Issuance Of Not To Exceed \$11,500,000 Of The Authority's Solid Waste Revenue Bonds Or Project Notes (Landfill Expansion Project) In One Or More Series; Authorizing And Approving The Preparation Of Disclosure And Related Financing Documents; Authorizing And Delegating To The Administrator The Power To Award And Sell Said Bonds; And Determining Certain Other Matters In Connection Therewith" and approved the final form thereof on May 16, 2017 (the "Master Bond Resolution"); and

**WHEREAS**, said Master Bond Resolution provides for construction projects to include the Landfill Expansion Project and the Leachate Pump Station and Force Main Project; and

**WHEREAS**, on May 16, 2017, under and pursuant to the Master Bond Resolution, the Authority issued \$8,521,370 County-Secured Solid Waste Project Notes Through The Construction Financing Trust Loan Program Of The New Jersey Environmental Infrastructure Trust, now known as the New Jersey Infrastructure Bank ("NJIB") (the "2017 Project Notes") for the Landfill Expansion Project; and

**WHEREAS**, permanent financing of the 2017 Project Notes was secured on May 22, 2018 with \$8,528,469 County-Secured Solid Waste Revenue Bonds, Series 2018 (Landfill Expansion Project) through the NJIB's State Fiscal Year 2018 New Jersey Infrastructure Water Bank; and

**WHEREAS**, under and pursuant to the Master Bond Resolution and a supplemental resolution adopted on March 21, 2018, entitled "Supplemental Resolution of the Sussex County Municipal Utilities Authority Authorizing the Issuance of the Authority's Not To Exceed \$8,300,000 County-Secured Solid Waste Revenue Bonds or Project Notes (Leachate Pump Station and Force Main Project) (the "2018 Leachate Supplemental Resolution"), on August 27, 2020, the Authority issued a \$7,479,947

County-Secured Solid Waste Project Note (Leachate Pump Station and Force Main Project) through the NJIB's Construction Financing Loan Program; and

**WHEREAS**, under and pursuant to the Master Bond Resolution and a supplemental resolution adopted on February 17, 2021, entitled "Supplemental Resolution of the Sussex County Municipal Utilities Authority Authorizing the Issuance of the Authority's Not to Exceed \$39,000,000 County-Secured Solid Waste Revenue Bonds or Profit Notes (Landfill Expansion Project)" (the "2021 Landfill Supplemental Resolution"), on June 8, 2021, the Authority issued a \$27,181,599 County-Secured Solid Waste Project Note, Series 2021 through the NJIB's Construction Financing Loan Program; and

**WHEREAS**, under and pursuant to the Master Bond Resolution and the 2021 Landfill Supplemental Resolution, on August 17, 2021, the Authority issued \$5,375,000 County-Secured Solid Waste Revenue Bonds (Landfill Expansion Project) via a negotiated sale with an underwriter; and

**WHEREAS**, the Authority now finds it necessary to authorize an additional \$4,000,000 in bonds or project notes for the Landfill Expansion Project (thereby increasing the not to exceed amount from \$39,000,000, as authorized in the 2021 Landfill Supplemental Resolution, to a not to exceed aggregate of \$43,000,000 principal amount of Solid Waste Revenue Bonds or Project Notes (Landfill Expansion Project) (the "Landfill Expansion Project Bonds or Project Notes") to allow for the costs of unforeseen project changes; and

**WHEREAS**, the Authority and the County have entered into the 1987 County Agreement dated April 28, 1987 (the "1987 County Agreement") which provides for certain payments by the County to the Authority as additional security for any bonds or notes issued by the Authority; and

**WHEREAS**, on September 9, 2020, pursuant to the 1987 County Agreement, the County adopted an Approval and Consent Resolution (No. 357-2020) approving and consenting to the Landfill Expansion Project and authorizing issuance of the Authority's Landfill Expansion Solid Waste Revenue Bonds or Project Notes in an aggregate amount not to exceed \$39,000,000 for such Landfill Expansion Project and authorizing certain county officers and officials to execute various documents in connection therewith; and

**WHEREAS**, in consideration of the unforeseen project changes and necessity for authorization of an additional \$4,000,000 for the Landfill Expansion Bonds or Project Notes, on February 23, 2022 the County adopted Resolution No. 109-2022, amending and restating Resolution No. 357-2020, to approve and consent to the authorization of the additional \$4,000,000 to equal an aggregate amount of not to exceed \$43,000,000 for such Landfill Expansion Project; and

**WHEREAS**, as provided in the Master Bond Resolution, the Landfill Expansion 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, may elect to proceed with financing through either the NJIB or via a public sale; and, if it so chooses to proceed with financing through the NJIB, has heretofore received approval from the NJIB to receive low-cost financial assistance to pay for the costs to construct the Landfill Expansion Project and, in furtherance thereof, has received approval from the NJDEP to issue not to exceed \$43,000,000 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; (ii) the 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 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 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 SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY**, as follows:

## **ARTICLE I**

### **Definitions and Statutory Authority**

Section 1.01. 2022 Landfill Expansion Supplemental Resolution. This Supplemental Resolution of the Sussex County Municipal Utilities Authority Authorizing the Issuance of an additional \$4,000,000 (the "2022 Landfill Expansion Supplemental Resolution") (for a not to exceed \$43,000,000 aggregate amount of County-Secured Solid Waste Revenue Bonds or Project Notes (Landfill Expansion Project)) is supplemental to, and is adopted in accordance with, the provisions of Sections 311 and 314 of the Master Bond Resolution 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 2022 Landfill Expansion 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 2022 Landfill

Expansion 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 2022 Landfill Expansion Supplemental Resolution.

"Continuing Disclosure Agreement" shall have the meaning given to such term in Section 4.06 of this 2022 Landfill Expansion Supplemental Resolution.

"Dissemination Agent" shall have the meaning given to such term in Section 4.03 of this 2022 Landfill Expansion Supplemental Resolution.

"Master Bond Resolution" shall mean the resolution adopted by the Authority on January 4, 2017, and approved as of May 16, 2017, entitled "Bond Resolution Of The Sussex County Municipal Utilities Authority Authorizing And Approving The Issuance Of Not To Exceed \$11,500,000 Of The Authority's Solid Waste Revenue Bonds Or Project Notes (Landfill Expansion Project) In One Or More Series; Authorizing And Approving The Preparation Of Disclosure And Related Financing Documents; Authorizing And Delegating To The Administrator 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.

"2018 Leachate Supplemental Resolution" shall mean the resolution adopted by the Authority on March 21, 2018 entitled "Supplemental Resolution Of The Sussex County Municipal Utilities Authority Authorizing The Issuance Of The Authority's Not To Exceed \$8,300,000 County-Secured Solid Waste Revenue Bonds Or Project Notes (Leachate Pump Station And Force Main Project)".

"2021 Landfill Supplemental Resolution" shall mean the resolution adopted by the Authority on February 17, 2021, entitled "Supplemental Resolution Of The Sussex County Municipal Utilities Authority Authorizing The Issuance Of The Authority's Not To Exceed \$39,000,000 County-Secured Solid Waste Revenue Bonds Or Project Notes (Landfill Expansion Project)".

"2022 Landfill Expansion Supplemental Resolution" shall mean this Supplemental Resolution of the Sussex County Municipal Utilities Authority Authorizing the Issuance of an additional \$4,000,000 Landfill Expansion Bonds or Project Notes, as it may be amended and supplemented from time to time, including as amended and supplemented by the Series Certificate.

"Landfill Expansion Bonds or Project Notes" shall mean all of the County-Secured Solid Waste Revenue Bonds or Project Notes (Landfill Expansion Project) authorized, issued and delivered by the Authority under and pursuant to the Resolution and Article II of this 2022 Landfill Expansion Supplemental Resolution.



“Moody’s” shall have the meaning given to such term in Section 4.04 of this 2022 Pump Station /Force Main Supplemental Resolution.

“Municipal Advisor” shall have the meaning given to such term in Section 4.04 of this 2022 Landfill Expansion Supplemental Resolution.

“Resolution” shall mean the Master Bond Resolution, as amended and supplemented heretofore, including as supplemented by this 2022 Landfill Expansion 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.

“S&P” shall have the meaning given to such term in Section 4.04 of this 2022 Landfill Expansion Supplemental Resolution.

“Series Certificate” shall mean the certificate or certificates relating to the Landfill Expansion Bonds or Project Notes executed by the Chairman, the Vice Chairman, the Comptroller/Treasurer or the Executive Director of the Authority pursuant to Section 2.03 of this 2022 Landfill Expansion Supplemental Resolution.

“Underwriter” shall mean the underwriter for the Landfill Expansion Bonds or Project Notes, if applicable, appointed by the Authority pursuant to Section 4.04 of this 2022 Landfill Expansion Supplemental Resolution, and its successors and assigns, if applicable.

## ARTICLE II

### **Authorization, Terms and Issuance of County-Secured Solid Waste Revenue Bonds or Project Notes (Landfill Expansion Project)**

Section 2.01. Authorization of the Landfill Expansion Bonds or Project Notes, Principal Amount, Designation and Series. A Series of Bonds or Project Notes entitled to the benefit, protection and security of the Resolution is hereby authorized to be issued in an aggregate principal amount not to exceed \$43,000,000 (inclusive of the additional \$4,000,000 authorized pursuant to this Resolution). 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)", as such title may be modified or amended as determined in the Series Certificate. The Landfill Expansion 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 Bonds or Project Notes shall be issued for the purposes of (i) the construction and undertaking of 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 Bonds or Project Notes and the Landfill Expansion Project.

Section 2.03. Delegation of Authority. There is hereby delegated to the Chairman, the Vice Chairman, the Comptroller/Treasurer 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 Bonds or Project Notes to determine and carry out the following:

(a) The sale of the Landfill Expansion Bonds or Project Notes through the New Jersey Infrastructure Bank, pursuant to the Resolution, or at public sale in accordance with this 2022 Landfill Expansion Supplemental Resolution;

(b) The principal amount of the Landfill Expansion Bonds or Project Notes to be issued, provided that the aggregate principal amount of Landfill Expansion Bonds or Project Notes issued shall not exceed \$43,000,000;

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

(d) The interest rate or rates of the Landfill Expansion Bonds or Project Notes, the date from which interest on the Landfill Expansion Bonds or Project Notes shall accrue, if applicable, and the first interest payment date for the Landfill Expansion Bonds or Project Notes; provided that the true interest cost (as determined by the Chairman, the Vice Chairman, the Comptroller/Treasurer or the Executive Director of the Authority, which determination shall be made in the Series Certificate and shall be conclusive) of the Landfill Expansion 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 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 Bonds or Project Notes; provided, however, that, the Redemption Price of any Landfill Expansion Bonds subject to redemption shall not be greater than one hundred three percent (103%) of the principal amount of the Landfill Expansion 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 Bonds or Project Notes and for the delivery thereof;

(h) The form of the Landfill Expansion 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 Bonds or Project Notes for the purposes stated in Section 2.02 of this 2022 Landfill Expansion Supplemental Resolution; and

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

The Chairman, the Vice Chairman, the Comptroller/Treasurer 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 2022 Landfill Expansion Supplemental Resolution, and any such Series Certificate shall be conclusive evidence of the action or determination of the Chairman, the Vice Chairman, the Comptroller/Treasurer 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, the Comptroller/Treasurer or the Executive Director of the Authority pursuant to this 2022 Landfill Expansion Supplemental Resolution shall constitute a supplement to, and be deemed to supplement, the Resolution and this 2022 Landfill Expansion Supplemental Resolution and all matters determined by the Chairman, the Vice Chairman, the Comptroller/Treasurer 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 2022 Landfill Expansion Supplemental Resolution.

### **ARTICLE III**

#### **Execution and Authentication of the Landfill Expansion Bonds or Project Notes**

Section 3.01. Execution and Authentication of the Landfill Expansion Bonds or Project Notes. In accordance with the provisions of Section 303 and 304 of the Master Bond Resolution, the Landfill Expansion 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 Bonds or Project Notes by manual or facsimile signature and deliver the Landfill Expansion 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, the Comptroller/Treasurer 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 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 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 Bonds or Project Notes and neither the members of the Authority nor any other person executing the Landfill Expansion 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 Bonds or Project Notes upon such Holder's acceptance of the Landfill Expansion Bonds or Project Notes.

## ARTICLE IV

### **Provisions Relating to the Offering and Sale of the Landfill Expansion Bonds or Project Notes**

Section 4.01. Covenant of the Authority Relating to the Tax Exemption of the Interest on the Landfill Expansion Bonds or Project Notes. If the Landfill Expansion 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 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 Bonds or Project Notes Upon Original Issuance. Prior to delivery of any of the Landfill Expansion Bonds or Project Notes upon original issuance and notwithstanding anything in the Resolution to the contrary, the Chairman, the Vice Chairman, the Comptroller/Treasurer 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 Bonds or Project Notes of this 2022 Landfill Expansion 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. U.S. Bank National Association, Edison, New Jersey, is hereby appointed Trustee and Paying Agent for the Holders of the Landfill Expansion Bonds or Project Notes. U.S. Bank National Association,

Edison, New Jersey, shall signify its acceptance of the trusts and duties granted under this 2022 Landfill Expansion Supplemental Resolution by a written instrument delivered to the Authority prior to the issuance and delivery of the Landfill Expansion Bonds or Project Notes.

Phoenix Advisors LLC, Bordentown, New Jersey is hereby appointed as the Dissemination Agent (the "Dissemination Agent"), if applicable, for purposes of the Continuing Disclosure Agreement, if applicable. The Dissemination Agent shall signify its acceptance of the duties set forth in the Continuing Disclosure Agreement by its execution and delivery of the Continuing Disclosure Agreement prior to or simultaneously with the issuance and delivery of the Landfill Expansion Bonds or Project Notes.

Section 4.04. Appointment of Bond Counsel, Underwriters and Municipal Advisor for the Landfill Expansion Bonds and Project Notes. The law firm of Archer & Greiner P.C., Red Bank, New Jersey, is hereby appointed bond counsel ("Bond Counsel") and Phoenix Advisors LLC, Bordentown, New Jersey is hereby appointed Municipal Advisor ("Municipal Advisor") to the Authority in connection with the authorization, offering, sale, issuance and delivery of the Landfill Expansion Bonds or Project Notes. It is currently anticipated that Landfill Expansion Bonds and Project Notes will be financed through the NJIB; however, in the event the financing is done via a public sale, the underwriter, bond counsel and/or the Municipal Advisor are hereby authorized and directed to submit applications to Moody's Investors Services, Inc. ("Moody's") and/or Standard & Poor's Ratings Services, a Standard & Poor's Financial Services, LLC business ("S&P"), as and if applicable, to obtain a rating or ratings on the Landfill Expansion Bonds or Project Notes prior to the sale thereof and any prior submissions or applications to such rating agencies by the Underwriter, Bond Counsel and/or the Municipal Advisor on behalf of the Authority are hereby ratified and confirmed.

Section 4.06. Compliance with Secondary Market Disclosure Requirements. The Chairman, the Vice Chairman, the Comptroller/Treasurer 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 with the Dissemination Agent (the "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 to the Dissemination Agent and the Underwriter in connection with the offer and sale of the Landfill Expansion 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 Bonds or Project Notes, which payments are to be made from the proceeds of the Landfill Expansion Bonds or Project Notes, as follows:

<u>AWARDED AND APPROVED TO:</u>	<u>DESCRIPTION OF SERVICES</u>	<u>AMOUNT NOT TO EXCEED</u>
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Archer & Greiner P.C.	Bond Counsel	\$45,000, plus disbursements
U.S. Bank National Association	Trustee and Paying Agent	\$7,500 (including counsel fee)
Weilkotz & Company LLC	Authority Auditor	\$5,000

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 4.09. Incidental Action. The Chairman, the Vice Chairman, the Comptroller/Treasurer, 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 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 2022 Landfill Expansion Supplemental Resolution, the Continuing Disclosure Agreement, if applicable, and otherwise in connection with the authorization, offering, sale, issuance and delivery of the Landfill Expansion Bonds or Project Notes and to effect the consummation of the transactions contemplated thereby. The execution by such officers of any such documents, certificates, instruments and agreements, with such changes, insertions or omissions as shall be approved by the Chairman, the Vice Chairman, the Comptroller/Treasurer, and/or the Executive Director of the Authority, in consultation with Bond 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 Bonds or Project Notes

Section 5.01. Application of the Proceeds of the Landfill Expansion Bonds or Project Notes. The proceeds received by the Authority from the sale of the Landfill Expansion 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 Bonds or Project Notes, and the application of the proceeds thereof.

## ARTICLE VI

### Miscellaneous

Section 6.01. This 2022 Landfill Expansion Supplemental Resolution to Govern. To the extent that the provisions of this 2022 Landfill Expansion Supplemental Resolution are inconsistent with the terms of the Resolution, the provisions of this 2022 Landfill Expansion 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 2022 Landfill Expansion 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 2022 Landfill Expansion 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 2022 Landfill Expansion 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 with the Landfill Expansion Bonds or Project Notes, but may pay for certain costs of the Landfill Expansion Project (the "Project Costs") prior to the issuance of the Landfill Expansion 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 Bonds or Project Notes with proceeds of its Landfill Expansion 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 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 Bonds or Project Notes expected to be issued to finance the Leachate Pump Station and Force Main Project is \$43,000,000. The Project Costs to be reimbursed with the proceeds of the Landfill Expansion 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 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 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 Bonds or Project Notes is paid, or (ii) the date the Landfill Expansion Project 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 CERTIFICATE**

Dated: \_\_\_\_\_

I, Ronald Petillo, Chairperson, of the Sussex County Municipal Utilities 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 January 4, 2017, February 17, 2021, and March 16, 2022, respectively, entitled: "RESOLUTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AUTHORIZING CERTAIN ACTIONS AND APPROVING CERTAIN DOCUMENTS NECESSARY IN CONNECTION WITH THE ISSUANCE OF THE AUTHORITY'S PROPOSED NOT TO EXCEED \$11,500,000 AGGREGATE PRINCIPAL AMOUNT OF SOLID WASTE REVENUE BONDS OR PROJECT NOTES (LANDFILL EXPANSION PROJECT)"; "SUPPLEMENTAL RESOLUTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AUTHORIZING THE ISSUANCE OF THE AUTHORITY'S NOT TO EXCEED \$39,000,000 COUNTY-SECURED SOLID WASTE REVENUE BONDS OR PROJECT NOTES (LANDFILL EXPANSION PROJECT)"; and "2022 SUPPLEMENTAL RESOLUTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AUTHORIZING THE ISSUANCE OF AN ADDITIONAL NOT TO EXCEED \$4,000,000 COUNTY-SECURED SOLID WASTE REVENUE BONDS OR PROJECT NOTES (LANDFILL EXPANSION PROJECT)" 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 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) in an aggregate principal amount not to exceed \$43,000,000, 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.

  
\_\_\_\_\_  
Ronald Petillo, SCMIJA Chairperson

**CERTIFICATION**

I, ANDREA COCULA, the Secretary of the Sussex County Municipal Utilities Authority, in the County of Sussex, State of New Jersey (the "Authority"), DO HEREBY CERTIFY that the above resolution entitled "2022 SUPPLEMENTAL RESOLUTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AUTHORIZING THE ISSUANCE OF AN ADDITIONAL NOT TO EXCEED \$4,000,000 COUNTY-SECURED SOLID WASTE REVENUE BONDS OR PROJECT NOTES (LANDFILL EXPANSION PROJECT)" (the "Landfill Expansion Supplemental Resolution") was duly adopted by the Authority at a regular meeting of the Authority held on March 16, 2022, 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 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 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 \_\_\_\_ day of March, 2022.

**SUSSEX COUNTY MUNICIPAL UTILITIES**

**AUTHORITY**



\_\_\_\_\_  
**ANDREA COCULA, Secretary**



**SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY**

**RESOLUTION RE: FY2020 ANNUAL FINANCIAL AUDIT**

WHEREAS, N.J.S.A. 40A:5A-15 requires the governing body of each local Authority to cause an annual audit of its accounts to be made; and

WHEREAS, the annual audit report for the fiscal year ended November 30, 2020 has been completed and filed with the Governing Body and the Director of the Division of Local Government Services pursuant to N.J.S.A. 40A:5A-15; and

WHEREAS, N.J.S.A. 40A:5A-17 requires the governing body of each Authority to, within 45 days of receipt of the annual audit, certify by resolution to the Local Finance Board that each member thereof has personally reviewed the annual audit report, and specifically the sections of the audit report entitled "General Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board; and

WHEREAS, the members of the governing body have received the annual audit and have personally reviewed the annual audit, and have specifically reviewed the sections of the annual audit report entitled "General Comments" and "Recommendations" in accordance with N.J.S.A. 40A:5A-17,

NOW, THEREFORE BE IT RESOLVED, that the governing body of the Sussex County Municipal Utilities Authority hereby certifies to the Local Finance Board of the State of New Jersey that each governing body member has personally reviewed the annual audit report for the fiscal year ended November 30, 2020, and specifically has reviewed the sections of the audit report entitled "General Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board.

BE IT FURTHER RESOLVED, that the Secretary of the Authority is hereby directed to promptly submit to the Local Finance Board the aforesaid group affidavit, accompanied by a certified true copy of this resolution.

IT IS HEREBY CERTIFIED THAT THIS IS A TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING HELD ON MARCH 16, 2022.



Andrea Cocula, Secretary

March 16, 2022

Date

LOCAL AUTHORITIES  
GROUP AFFIDAVIT FORM

PRESCRIBED BY  
THE NEW JERSEY LOCAL FINANCE BOARD

AUDIT REVIEW CERTIFICATE  
FY2020

We, the members of the governing body of the Sussex County Municipal Utilities Authority, being of full age and being duly sworn according to law, upon our oath depose and say:

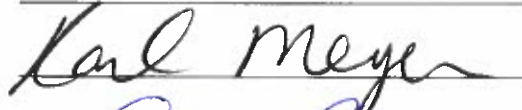
1. We are duly appointed members of the Sussex County Municipal Utilities Authority.
2. We certify, pursuant to N.J.S.A. 40A:5A-17, that we have each reviewed the annual audit report for the fiscal year ended November 30, 2020 and specifically the sections of the audit report entitled "General Comments" and "Recommendations".

(signature)

John Drake

ABSENT

Karl Meyer



Andrea Cocula



Wayne Dietz

ATTENDED REMOTELY

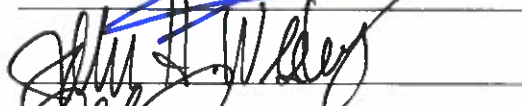
Thomas Madsen



Ronald Petillo



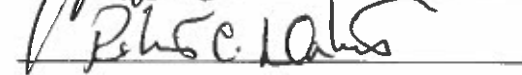
John Wesley



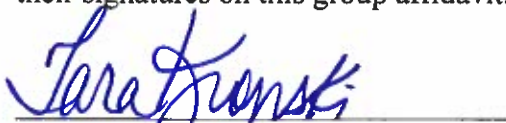
John Finkeldie



Robert Dabinett



I hereby certify that I was present during the SCMUA Board of Commissioners Authority Meeting on March 16, 2022 where a vote was taken and the Members acknowledged their signatures on this group affidavit.



Tara Kronski, Notary Public  
Of The State of New Jersey  
Commission Expires: August 5, 2024

**TARA KRONSKI**  
Notary Public of New Jersey  
My Commission expires 8/5/2024

RESOLUTION RE: AUTHORIZING THE SUBMITTAL OF THE SCMUA'S FY2020  
AUDIT CORRECTIVE ACTION PLAN

WHEREAS, the Sussex County Municipal Utilities Authority (SCMUA) is required under NJDCA-DLGS rules to have an annual financial audit; and

WHEREAS, the SCMUA's FY2020 Annual Audit had a finding/recommendation; and

WHEREAS, Local Finance Notice 92-15 requires that any finding or recommendation in an audit be addressed in a Corrective Action Plan; and

WHEREAS, SCMUA Staff has prepared a Corrective Action Plan (attached hereto) to address said finding.

NOW THEREFORE, BE IT RESOLVED, that the Board of Commissioners approve the Corrective Action Plan prepared and authorize submittal to the NJDCA-DLGS.

Certified as a true copy of the  
Resolution adopted by the Authority  
At their Regular Authority Meeting  
Held on Wednesday, March 16, 2022.

  
\_\_\_\_\_  
Andrea Cocula, Secretary