

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):

(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):

(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):

- (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):

- (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):

- (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):

- (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):

Nitrate Permit Appeal, Vernon Township MUA Litigation, Vernon Township

(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):

(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 Item

(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):

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, November 30, 2022.



Andrea Cocula, Secretary

2023 ADOPTED BUDGET RESOLUTION

SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY

FISCAL YEAR: FROM: DECEMBER 1, 2022 TO: NOVEMBER 30, 2023

WHEREAS, the Annual Budget and Capital Budget/Program for the Sussex County MUA for the fiscal year beginning December 1, 2022 and ending, November 30, 2023 has been presented for adoption before the governing body of the Sussex County MUA at its open public meeting of September 21, 2022; and

WHEREAS, the Annual Budget and Capital Budget as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

WHEREAS, the Annual Budget as presented for adoption reflects Total Revenues of \$21,347,000, Total Appropriations, including any Accumulated Deficit, if any, of \$22,372.00 and Total Unrestricted Net Position utilized of \$1,025,000; and

WHEREAS, the Capital Budget as presented for adoption reflects Total Capital Appropriations of \$2,329,500 and Total Unrestricted Net Position planned to be utilized of \$0; and

NOW, THEREFORE BE IT RESOLVED, by the governing body of the SCMUA, at an open public meeting held on November 30, 2022, that the Annual Budget and Capital Budget/Program of the SCMUA for the fiscal year beginning, December 1, 2022 and ending November 30, 2023 is hereby adopted and shall constitute appropriations for the purposes stated; and

BE IT FURTHER RESOLVED, that the Annual Budget and Capital Budget/Program as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services.

Certified as a true copy of the Resolution adopted by the Authority at their Regular Meeting held on Wednesday, November 30, 2022.


Andrea Cocula, Secretary

Governing Body

R. Petillo
T. Madsen
A. Cocula
W. Dietz
J. Drake
K. Meyer
J. Wesley
J. Finkeldie
R. Dabinett

Aye	<u>Recorded Vote</u>		
	Nay	Abstain	Absent
x			
x			
x			
x			
x			
x			
x			x
x			
x			

RESOLUTION RE: ADOPTION OF SUSSEX COUNTY MUNICIPAL UTILITIES
AUTHORITY'S SCHEDULE OF RATES, FEES AND CHARGES
FOR FY2023

WHEREAS, N.J.S.A. 40:14B-1 et. seq. requires that every Authority shall prescribe and, from time to time when necessary, revise a schedule of all its service charges; and

WHEREAS, said Schedule of Rates, Fees and Charges ("Schedule") may be revised after holding a public hearing on the proposed revisions, which shall be held by the Authority at least 20 days after notice of the proposed revision is given in accordance with law; and

WHEREAS, the notice of proposed revision of the SCMUA Rates and Fees Schedule was published on October 13, 2022 in The Sunday New Jersey Herald and on October 13, 2022 in the Daily Record; and

WHEREAS, the Authority intends to revise its Schedule, has provided proper notice in accordance with law, and has held a public hearing thereon; and

WHEREAS, a public hearing was held on the proposed rates on November 2, 2022 at which time public comment was provided for with respect thereto; and

WHEREAS, after review and consideration of the public comment as well as the report and recommendations of the Authority's staff, the Commissioners have determined that the proposed adjustments to the Authority's rates are necessary and reasonable.

NOW, THEREFORE, BE IT RESOLVED that the attached "Sussex County Municipal Utilities Authority's Adopted FY2023 Schedule of Rates, Fees and Charges" is hereby approved, and will serve as the Authority's Schedule of Charges beginning December 1, 2022 or as otherwise provided for, and shall remain in effect until modified in accordance with applicable State statutes and regulations.

Certified as a true copy of the Resolution
adopted by the Authority at their Regular
Meeting held on Wednesday, November 30, 2022.


Andrea Cocula, Secretary

RESOLUTION RE: AUTHORIZATION FOR CHAIRMAN TO ISSUE CERTIFICATES OF ESTIMATED SEWER USER CHARGES FOR FY2023, UPPER WALLKILL SYSTEM

WHEREAS, as per the requirements of N.J.S.A. 40:14B-1 et. seq., as well as the Sussex County Municipal Utilities Authority's Bond Resolutions and Service Agreements, it is necessary that the Authority develop each year, and issue to its participants of the Upper Wallkill System, an estimate of the amounts of the Annual Charges to become payable by each participant for sewage treatment services to be rendered by the SCMUA to each participant; and

WHEREAS, the Commissioners have adopted the Authority's FY2023 Schedule of Rates, Fees and Estimated Annual Sewage Treatment Charges, which contained calculations of the estimated FY2023 charges.

NOW, THEREFORE, BE IT RESOLVED that the Chairman of the Sussex County Municipal Utilities Authority is hereby authorized to issue a certificate to each Upper Wallkill System participant, containing the estimated Annual Charges for FY2023, as contained in the Attachment hereto;

AND BE IT FURTHER RESOLVED that this resolution shall take effect in conformance with N.J.S.A. 40:14B-14(e).

Certified as a true copy of the
Resolution adopted by the Authority
at their Regular Meeting held on
Wednesday, November 30, 2022.


Andrea Cocula, Secretary

RESOLUTION RE: AUTHORIZATION FOR CHAIRMAN TO ISSUE CERTIFICATES OF ESTIMATED SEWER USER CHARGES FOR FY2023, HAMPTON COMMONS SYSTEM

WHEREAS, as per the requirements of N.J.S.A. 40:14B-1 et. seq., as well as the Sussex County Municipal Utilities Authority's Service Agreement with the Hampton Commons Homeowners Association and the Township of Hampton regarding the Hampton Commons System, it is necessary that the Authority develop each year, and issue to the participants of the Hampton Commons System, an estimate of the amount of the Annual Charges to become payable by each participant for sewage treatment services to be rendered by SCMUA to each participant; and

WHEREAS, the Hampton Commons Homeowners' Association and the Township of Hampton are the participants in this system; and

WHEREAS, the Commissioners have adopted the Authority's FY2023 Schedule of Rates, Fees and Charges, which contained calculations of the estimated FY2023 charges for the Hampton Commons System.

NOW, THEREFORE, BE IT RESOLVED that the Chairman of the Sussex County Municipal Utilities Authority is hereby authorized to issue a certificate, containing the estimated Annual Charges for FY2023 to the Hampton Commons Homeowners' Association and Township of Hampton:

AND BE IT FURTHER RESOLVED that this resolution shall take effect in conformance with N.J.S.A.40:14B-14 (e).

Certified as a true copy of the
Resolution adopted by the Authority
at their Regular Meeting held on
Wednesday, November 30, 2022


Andrea Cocula, Secretary

RESOLUTION RE: AUTHORIZATION FOR CHAIRMAN TO ISSUE CERTIFICATES OF ESTIMATED SEWER USER CHARGES FOR FY2023, PAULINSKILL BASIN WATER RECLAMATION SYSTEM

WHEREAS, as per the requirements of N.J.S.A. 40:14B-1 et. seq., as well as the Sussex County Municipal Utilities Authority's Service Agreement with the Borough of Branchville and the Township of Frankford regarding the Paulinskill Basin Water Reclamation System, it is necessary that the Authority develop each year, and issue to the participants of the Paulinskill Basin Water Reclamation System, an estimate of the amount of the Annual Charges to become payable by each participant for sewage treatment services to be rendered by SCMUA to each participant; and

WHEREAS, the Borough of Branchville and the Township of Frankford are the participants in this system; and

WHEREAS, the Commissioners have adopted the Authority's FY2023 Schedule of Rates, Fees and Charges, which contained calculations of the estimated FY2023 charges for the Paulinskill Basin Water Reclamation System.

NOW, THEREFORE, BE IT RESOLVED that the Chairman of the Sussex County Municipal Utilities Authority is hereby authorized to issue a certificate, containing the estimated Annual Charges for FY2023 to the Borough of Branchville and Township of Frankford;

AND BE IT FURTHER RESOLVED that this resolution shall take effect in conformance with N.J.S.A. 40:14B-14(e).

Certified as a true copy of the
Resolution adopted by the Authority
at their Regular Meeting held on
Wednesday, November 30, 2022


Andrea Cocula, Secretary

RESOLUTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AMENDING AND SUPPLEMENTING THE 2021 NJIB NOTE RESOLUTION (AS DEFINED HEREIN) TO INCREASE THE AMOUNT OF NOTES AUTHORIZED BY \$4,000,000

WHEREAS, the Sussex County Municipal Utilities Authority (the "Local Unit" or the "Authority") had determined that there exists a need to construct a project consisting of the Landfill Expansion Project including, but not limited to, (i) the Phase 6B Landfill Expansion Project, (ii) the Infrastructure Relocation Project, and (iii) the Phase 4 Landfill Expansion Project, as well as certain unforeseen project changes (collectively, the "Project");

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" (the "Master Bond Resolution"); and

WHEREAS, on September 9, 2020, the County of Sussex, in the State of New Jersey (the "County"), adopted resolution number 121-2018 entitled "APPROVAL AND CONSENT OF THE SUSSEX COUNTY BOARD OF CHOSEN FREEHOLDERS PURSUANT TO THE 1987 COUNTY AGREEMENT OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY'S LANDFILL EXPANSION PROJECT AND THE ISSUANCE BY THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY OF SOLID WASTE REVENUE BONDS OR PROJECT NOTES (LANDFILL EXPANSION PROJECT) AND AUTHORIZING CERTAIN COUNTY OFFICERS AND OFFICIALS TO EXECUTE VARIOUS DOCUMENTS IN CONNECTION THEREWITH" (the "2020 County Resolution"); and

WHEREAS, on February 17, 2021, the Authority adopted a resolution 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)" (the "2021 Supplemental Resolution"); and

WHEREAS, on March 17, 2021, the Authority adopted a resolution entitled "RESOLUTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY, DETERMINING THE FORM AND OTHER DETAILS OF ITS "NOTE RELATING TO THE WATER BANK FINANCING PROGRAM OF THE NEW JERSEY INFRASTRUCTURE BANK", TO BE ISSUED IN THE PRINCIPAL AMOUNT OF UP TO \$39,000,000, AND PROVIDING FOR THE ISSUANCE AND SALE OF SUCH NOTE TO THE NEW JERSEY INFRASTRUCTURE BANK, AND AUTHORIZING THE EXECUTION AND DELIVERY OF SUCH NOTE BY THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY IN FAVOR OF THE NEW JERSEY INFRASTRUCTURE BANK, ALL PURSUANT TO THE WATER BANK CONSTRUCTION FINANCING PROGRAM OF THE NEW JERSEY INFRASTRUCTURE BANK" (the "2021 NJIB Note Resolution"); and

WHEREAS, on June 8, 2021, pursuant to the Master Bond Resolution, the 2020 County Resolution, the 2021 Supplemental Resolution and the 2021 NJIB Note Resolution, the

Authority issued through the New Jersey Infrastructure Bank a \$27,181,599 County-Secured Solid Waste Project Note, Series 2021 (Landfill Expansion Project); and

WHEREAS, on August 17, 2021, pursuant to the Master Bond Resolution, the County Resolutions, and the 2021 Supplemental Resolution, the Authority issued \$5,375,000 County Secured Solid Waste Revenue Bonds (Landfill Expansion Project), Series 2021, with RBC Capital Markets LLC as Underwriter.

WHEREAS, the Authority, due to certain unforeseen required Project changes, as described herein, needed to authorize an increase of an additional \$4,000,000 in bonds or projects notes (from a not to exceed amount of \$39,000,000 to a not to exceed amount of \$43,000,000) to provide for the unforeseen project cost increases including, but not limited to, inflation, supply chain issues and unforeseen site conditions, cost overruns and existing/project change orders; and

WHEREAS, on February 22, 2022, the County of Sussex, in the State of New Jersey (the "County"), adopted resolution number 357-2020 entitled "AMENDING AND RESTATING RESOLUTION NUMBER 357-2020 HERETOFORE DULY ADOPTED BY THE BOARD OF CHOSEN FREEHOLDERS (NOW BOARD OF COUNTY COMMISSIONERS) ON SEPTEMBER 9, 2020 AND ENTITLED "APPROVAL AND CONSENT OF THE SUSSEX COUNTY BOARD OF CHOSEN FREEHOLDERS PURSUANT TO THE 1987 COUNTY AGREEMENT OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY'S LANDFILL EXPANSION PROJECT AND THE ISSUANCE BY THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY OF SOLID WASTE REVENUE BONDS OR PROJECT NOTES (LANDFILL EXPANSION PROJECT) AND AUTHORIZING CERTAIN COUNTY OFFICERS AND OFFICIALS TO EXECUTE VARIOUS DOCUMENTS IN CONNECTION THEREWITH" AND AUTHORIZING CERTAIN COUNTY OFFICERS AND OFFICIALS TO EXECUTE VARIOUS DOCUMENTS IN CONNECTION THEREWITH" (the "2022 County Resolution"); and

WHEREAS, on March 16, 2022, the Authority adopted a 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 "2022 Supplemental Resolution"); and

WHEREAS, the Authority now desires to amend the 2021 NJIB Note Resolution to increase the note amount from an aggregate principal amount of up to \$39,000,000 to an aggregate principal amount of up to \$43,000,000.

NOW, THEREFORE, BE IT RESOLVED by the members of the Local Unit, as follows:

Section 1. The not to exceed amount as stated in the 2021 NJIB Note Resolution is hereby amended from \$39,000,000 to \$43,000,000. Therefore, the aggregate principal amount of Notes to be issued shall be in an amount of up to \$43,000,000.


Section 2. Except as expressly amended hereby, the 2021 NJIB Note Resolution shall remain in full force and effect.

CERTIFICATE

I, ANDREA COCULA, Secretary of The Sussex County Municipal Utilities Authority (the "Authority"), DO HEREBY CERTIFY that the above resolution entitled " RESOLUTION OF THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AMENDING AND SUPPLEMENTING THE 2021 NJIB NOTE RESOLUTION (AS DEFINED HEREIN) TO INCREASE THE AMOUNT OF NOTES AUTHORIZED BY \$4,000,000" (the "Resolution") was duly adopted by the Authority at a regular meeting held on November 30, 2022 duly called and held in full compliance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., at which meeting a quorum was present and acting throughout, and that said Resolution is a true and correct copy thereof and of the whole appearing in the books and records of the Authority as of the date hereof.

IN WITNESS WHEREOF, I have set my hand and affixed the official seal of the Authority this 30th day of November, 2022.

(SEAL)



ANDREA COCULA,
Secretary

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF LOAN AGREEMENTS TO BE EXECUTED BY THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AND EACH OF THE NEW JERSEY INFRASTRUCTURE BANK AND THE STATE OF NEW JERSEY, ACTING BY AND THROUGH THE DEPARTMENT OF ENVIRONMENTAL PROTECTION, AND FURTHER AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT, ALL PURSUANT TO THE STATE FISCAL YEAR 202[-] NEW JERSEY WATER BANK (SUCH YEAR DESIGNATED AT DELIVERY)

WHEREAS, the Sussex County Municipal Utilities Authority (the "Local Unit"), in the County of Sussex, New Jersey, has determined that there exists a need to provide for the Landfill Expansion Project including, but not be limited to, (i) the Phase 6B Landfill Expansion Project, (ii) the Infrastructure Relocation Project, and (iii) the Phase 4 Landfill Expansion Project, as well as certain unforeseen project changes (collectively, the "Project") as 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 202[-] New Jersey Water Bank (or such other year of designation at delivery) (the "Program");

WHEREAS, the Local Unit has determined to finance the acquisition, construction, renovation or installation 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;

WHEREAS, to evidence the Loans, each of the I-Bank and the State require the Local Unit to authorize, execute, attest, authenticate if applicable, and deliver the Local Unit's County-Guaranteed Solid Waste Revenue Bonds, Series 202[-], to the I-Bank (the "I-Bank Loan Bond") and County-Guaranteed Solid Waste Revenue Bonds, Series 202[-], to the State (the "Fund Loan Bond", and together with the I-Bank Loan Bond, the "Local Unit Bonds"), said Local Unit Bonds to be issued in an aggregate principal amount not to exceed \$43,000,000, pursuant to the terms of applicable law and the Loan Agreements;

WHEREAS, the I-Bank and the State have expressed their desire to close in escrow the making of the Loans, the issuance of the Local Unit Bonds and the execution and delivery of the Loan Agreements, all pursuant to the terms of an Escrow Agreement (the "Escrow Agreement") to be entered into by and among the I-Bank, the State, the Local Unit, the escrow agent named therein and [Name of Trustee], as trustee for the holders of the Local Unit Bonds.

NOW, THEREFORE, BE IT RESOLVED by the governing body of the Local Unit as follows:

Section 1. The I-Bank Loan Agreement, the Fund Loan Agreement and the Escrow Agreement (collectively, the "Financing Documents") are hereby authorized to be executed and delivered on behalf of the Local Unit by either the Chairman, Vice Chairman, Comptroller/Treasurer or the Executive Director in substantially the forms attached hereto as Exhibits A, B and C, respectively, with such changes as the Chairman, Vice Chairman, Comptroller/Treasurer or Executive Director (each an "Authorized Officer"), in their respective sole discretion, after consultation with counsel and any advisors to the Local Unit (collectively, the "Local Unit Consultants") and after further consultation with the I-Bank, the State and their representatives, agents, counsel and advisors (collectively, the "Program Consultants", and together with the Local Unit Consultants, the "Consultants"), shall determine, such determination to be conclusively evidenced by the execution of such Financing Documents by an Authorized Officer as determined

hereunder. The Secretary of the Local Unit is hereby authorized to attest to the execution of the Financing Documents by an Authorized Officer of the Local Unit as determined hereunder and to affix the corporate seal of the Local Unit to such Financing Documents.

Section 2. The Authorized Officers of the Local Unit are hereby further severally authorized to (i) execute and deliver, and the Secretary of the Local Unit is hereby further authorized to attest to such execution and to affix the corporate seal of the Local Unit to, any document, instrument or closing certificate deemed necessary, desirable or convenient by the Authorized Officers or the Secretary of the Local Unit, as applicable, in their respective sole discretion, after consultation with the Consultants, to be executed in connection with the execution and delivery of the Financing Documents and the consummation of the transactions contemplated thereby, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Authorized Officers deem necessary, desirable or convenient in relation to the execution and delivery thereof.

Section 3. This resolution shall take effect immediately.

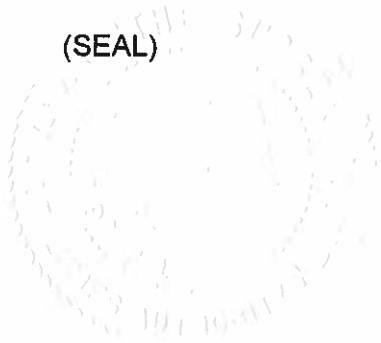
Section 4. Upon the adoption hereof, the Secretary of the Local Unit shall forward certified copies of this resolution to John M. Cantalupo, Esq. Archer & Greiner P.C., bond counsel to the Local Unit, and Richard T. Nolan, Esq., McCarter & English, LLP, bond counsel to the I-Bank.


CERTIFICATE

I, ANDREA COCULA, Secretary of The Sussex County Municipal Utilities Authority (the "Authority"), DO HEREBY CERTIFY that the above resolution entitled "RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF LOAN AGREEMENTS TO BE EXECUTED BY THE SUSSEX COUNTY MUNICIPAL UTILITIES AUTHORITY AND EACH OF THE NEW JERSEY INFRASTRUCTURE BANK AND THE STATE OF NEW JERSEY, ACTING BY AND THROUGH THE DEPARTMENT OF ENVIRONMENTAL PROTECTION, AND FURTHER AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT, ALL PURSUANT TO THE STATE FISCAL YEAR 202[-] NEW JERSEY WATER BANK (SUCH YEAR OF DESIGNATED AT DELIVERY)" (the "Resolution") was duly adopted by the Authority at a regular meeting held on November 30, 2022 duly called and held in full compliance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., at which meeting a quorum was present and acting throughout, and that said Resolution is a true and correct copy thereof and of the whole appearing in the books and records of the Authority as of the date hereof.

IN WITNESS WHEREOF, I have set my hand and affixed the official seal of the Authority this 30th day of November, 2022.

(SEAL)





ANDREA COCULA,
Secretary