

NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION

PUBLIC COMMISSION MEETING

WEDNESDAY, SEPTEMBER 23, 2020

The monthly Public Meeting of the Commission was called to order by Chairman Howard L. Burrell on Wednesday, September 23, 2020 at 9:04 a.m., One F.A. Orechio Drive, Wanaque, New Jersey.

Present were Chairman Howard L. Burrell, Commissioner Alan S. Ashkinaze, Timothy J. Eustace, Executive Director, Lloyd Naideck, Deputy Executive Director, and William Schaffner, Chief Financial Officer. Vice Chairman Charles P. Shotmeyer and Commissioners Jerome P. Amedeo, Donald C. Kuser and James L. Cassella participated via teleconference. Bhavini A. Doshi, Esq., Commission Counsel from the law firm of McManimon, Scotland & Baumann, LLC and Edmund Caulfield, Senior Counsel of the Governor's Authorities Unit also participated via teleconference. Commissioner Robert C. Garofalo was absent.

Chairman Burrell asked everyone to stand and recite the Pledge of Allegiance.

Pursuant to the requirements of N.J.S.A. 10:4-6, et seq., Commission Secretary Kim Diamond acknowledged compliance with the statute. Commission Secretary Diamond advised that the provisions of the Open Public Meetings Act have been complied with as to the posting of notice in a public place reserved for such announcement and transmittal to the mass media for publication.

Commission Secretary Kim Diamond read the following resolution:

***WHEREAS**, Section 8 of the Open Public Meetings Act, Chapter 231, P.L. 1975, permits the exclusion of the public from a meeting in certain circumstances; and*

***WHEREAS**, the public body is of the opinion that such circumstances recently exist.*

***NOW, THEREFORE, BE IT RESOLVED**, by the Commissioners of the North Jersey District Water Supply Commission of the State of New Jersey as follows:*

- 1. The public shall be excluded from discussions of the hereinafter-specified subject matters; the general natures of the subject matters to be discussed are Pending Litigation and Contracts;*
- 2. It is anticipated at this time that the above stated subject matters will be ratified during the Public Meeting to follow or as soon thereafter as the reason for discussing the matters in the Executive Conference no longer exists.*
- 3. This Resolution shall take effect immediately.*

Commissioner Ashkinaze offered a motion to adopt the resolution regarding Section 8, Chapter 231, P.L. 1975 of the Open Public Meetings Act; seconded by Commissioner Cassella and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Garofalo, Kuser and Cassella voting in the affirmative. The Public Meeting was recessed at 9:07 a.m.

Chairman Burrell reconvened the Public Meeting at 9:32 a.m.

PUBLIC COMMISSION BUSINESS

ACTION REQUIRED:

Commissioner Ashkinaze offered a motion to approve the Public Commission Meeting Minutes of August 26, 2020; seconded by Vice Chairman Shotmeyer and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser, and Cassella voting in the affirmative.

Commissioner Ashkinaze offered a motion to approve the Public Work Session Minutes of August 26, 2020; seconded by Commissioner Cassella and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser, and Cassella voting in the affirmative.

Commissioner Ashkinaze offered a motion to approve the Purchase Requisitions over \$5000 Report for September 2020 in the amount of \$72,734.00; seconded by Commissioner Cassella and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

UNFINISHED BUSINESS:

None

NEW BUSINESS:

Commission Invoices:

- a. **Invoice #1083-39 from Stone Hill Construction for Contract #1083 – Lagoon Decant Tower Discharge in the amount of \$1,122,027.26**
Paul Serillo, Director of Facilities and Les Malytskyy, Engineering Project Manager approved invoice 3(a) for payment.
- b. **Invoice #2054R-02 from Stone Hill Construction for Contract #2054R – Filter Building Ventilation Project in the amount of \$13,304.75**
Maria Alliegro, Director of Facilities and Chris Clamser, Project Engineer approved invoice 3(b) for payment.
- c. **Invoice #396083 from Premier Services/USIC, LLC for Contract #2019 – Underground Locating in the amount of \$3,100.45**
Maria Alliegro, Director of Engineering and James Stachura, Project Engineer approved invoice 3(c) for payment.
- d. **Various Invoices from RVH Mulch Supply, LLC for Contract #2059 – Residual Removal in the amount of \$47,025.00**
Lewis Schneider, Director of Operations/Licensed Operator and David Kirkham, Director of Residuals approved invoice 3(d) for payment.
- e. **Various Invoices from McPhee Electric (formerly JBL) for Contract #2060 – Electrical Contracting Services – Electrical Contracting Services in the amount of \$42,650.00**
Paul Serillo, Director of Facilities and Michael Dox, Plant Electrical Engineer approved invoice 3(e) for payment.
- f. **Various Invoices from Wilmington Trust – Trustee Fees for Wanaque South Project 2015 Debt Service Fund in the amount of \$9,500.00**
William Schaffner, Chief Financial Officer approved invoice 3(f) for payment.
- g. **Various Invoices from BNY Mellon – Trustee Fees in the amount of \$13,500.00**
William Schaffner, Chief Financial Officer approved invoice 3(g) for payment.
- h. **Invoice #34181475 from Arcadis US, Inc. for Contract #1095 – Security Project Construction Oversight in the amount of \$345.50**

Maria Alliegro, Director of Engineering and James Stachura, Project Engineer approved invoice 3(h) for payment.

- i. **Invoice #4 from Clean Waters Consulting LLC for Contract #2066 – Reservoir Consulting in the amount of \$1,575.00**
Lewis Schneider, Director of Operations/Licensed Operator and Maureen Kneser, Lab Manager approved invoice 3(i) for payment.
- j. **Invoice #1 from CMS Construction, Inc. for Contract #2064 – Bridge Repair at Stonetown and Fairfield Roads in the amount of \$133,000.00**
Maria Alliegro, Director of Engineering and James Stachura, Project Engineer approved invoice 3(j) for payment.
- k. **Invoice #2018-025-1 from Paving Materials & Contracting, LLC for Contract #2031 – Concrete Footings for Tank Enclosures in the amount of \$106,925.84**
Maria Alliegro, Director of Engineering and James Stachura, Project Engineer approved invoice 3(k) for payment.
- l. **Invoice E6X94200011 from Jacobs Engineering Group, Inc. for Contract #2052 – Construction Administration for RTF in the amount of \$25,255.19**
Maria Alliegro, Director of Engineering and Les Malytskyy, Engineering Project Manager approved invoice 3(l) for payment.
- m. **Various Invoices from Jacobs Engineering Group, Inc. for Contract #2061 – General Consulting Engineering Services in the amount of \$21,127.50**
Maria Alliegro, Director of Facilities, Paul Serillo, Director of Facilities, James Stachura, Project Engineer, Chris Clamser, Project Engineer and Les Malytskyy, Engineering Project Manager approved invoice 3(m) for payment.
- n. **Invoice E6X96100005 from Jacobs Engineering Group, Inc. for Contract #2062 – Design of Interconnection with Newark in the amount of \$10,554.48**
Maria Alliegro, Director of Facilities and James Stachura, Project Engineer approved invoice 3(n) for payment.

Commissioner Ashkinaze offered a motion to approve invoices 3(a) through 3(n); seconded by Vice Chairman Shotmeyer and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Resolution – Approving the Reallocation of Capital Budget Appropriations

Commission Secretary Kim Diamond read the following resolution:

RESOLUTION OF THE NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION APPROVING THE REALLOCATION OF CAPITAL BUDGET APPROPRIATIONS

WHEREAS, the North Jersey District Water Supply Commission (“Commission”) is a public body corporate duly organized and existing under and by virtue of the laws of the State of New Jersey, exercising public and essential governmental functions and providing for the public health and welfare, and is engaged in developing raw water sources, storing water and distributing a reliable supply of potable water to its participating municipalities; and

WHEREAS, the Commission has recently examined its Capital Budget Appropriations in order to address immediate funding concerns, and determined that there are capital projects with excess funds, and capital projects which are currently underfunded; and

WHEREAS, the Commission has determined that it is necessary to reallocate funds in the Capital Budget Appropriations in order to address the immediate funding concerns; and

WHEREAS, the Commission’s staff has prepared a Capital Budget Reallocation List which would transfer the balances from capital projects with excess funds to capital projects that are currently underfunded, and the Commission desires to approve said Capital Budget Reallocation List.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the North Jersey District Water Supply Commission that the Capital Budget Reallocation List prepared by and on behalf of the Commission, a copy of which is attached hereto as Exhibit A, is hereby approved; and

BE IT FURTHER RESOLVED, that the Executive Director is authorized to implement the transfer of funds as indicated on the Capital Budget Reallocation List; and

BE IT FURTHER RESOLVED, that a copy of this Resolution shall be maintained in the Office of the Executive Director and made available for public inspection.

Commissioner Kuser offered a motion to adopt the resolution approving the reallocation of capital budget appropriations; seconded by Commissioner Cassella and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Resolution – Authorizing the First Renewal Option and One Year Extension to Contract #2040 with USI Insurance Services for Risk Management and Insurance Coverage Services

Commission Secretary Kim Diamond read the following resolution:

**RESOLUTION OF THE NORTH JERSEY DISTRICT WATER SUPPLY
COMMISSION AUTHORIZING THE FIRST RENEWAL OPTION
AND ONE YEAR EXTENSION TO CONTRACT #2040 WITH
USI INSURANCE SERVICES FOR RISK MANAGEMENT AND INSURANCE
COVERAGE SERVICES**

WHEREAS, the North Jersey District Water Supply Commission (“Commission”) is a public body corporate duly organized and existing under and by virtue of the laws of the State of New Jersey, exercising public and essential governmental functions and providing for the public health and welfare, and is engaged in developing raw water sources, storing water and distributing a reliable supply of potable water to its participating municipalities; and

WHEREAS, the Commission has previously determined there is a need to retain the services of an insurance broker to assist the Commission with its risk management insurance needs for a two-year term with two additional one-year terms at the option of the Commission (the “Insurance Brokerage Services”); and

WHEREAS, the Commission is empowered by law to appoint and employ professionals, technical advisors and experts as the Commission may determine may be necessary for its efficient operation;

WHEREAS, on or about August 15, 2018, the Commission publicly advertised and issued a request for proposal and qualification statements (“RFP #006-2018”) for the provision of Insurance Brokerage Services and received proposals from interested parties on or before September 7, 2018; and

WHEREAS, the Commission’s evaluation committee reviewed the proposals and qualification statements determined that USI Insurance Services (“USI”) submitted the most responsible and complying proposal for the performance of the Insurance Brokerage Services, based upon predetermined criteria set forth in RFP #006-2018; and

WHEREAS, the Commission’s evaluation committee recommended that USI be awarded the contract (“Contract #2040”) in accordance with the Commission’s enabling legislation and applicable State law as the most qualified and responsible proposer, considering its experience and pricing proposal; and

WHEREAS, USI proposed a not-to-exceed contract price of \$70,000.00 per year for the Insurance Brokerage Services and the Commission determined that the price was reasonable; and

WHEREAS, of USI’s proposed price of \$70,000.00 per year, USI additionally proposed that the price be made up of a \$40,000.00 annual service fee and commission with a cap of \$30,000.00, with a stipulation that if the commission received by USI at any point exceeds \$30,000.00, USI will reduce the average annual service fee so that the total annual contract price does not exceed \$70,000.000 (the “USI Proposal”); and

WHEREAS, by Resolution No. 1808 dated October 24, 2018, in accordance with the Commission’s RFP #006-2018 and the USI Proposal, the Commission authorized the award and execution of Contract #2040 with USI for Insurance Brokerage Services; and

WHEREAS, the Commission has been satisfied with USI, and wishes to invoke its first renewal option and one (1) year extension to Contract #2040 under the same terms and conditions; and

WHEREAS, the renewal of Contract #2040 is necessary for the efficient operation of the Commission; and

WHEREAS, the Chief Financial Officer of the Commission has certified that the funds are available for the renewal of Contract #2040.

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the North Jersey District Water Supply Commission that Contract #2040 with USI is hereby renewed for a term of one (1) year, to October 31, 2021, to provide the Insurance Brokerage Services as described in Contract #2040; and

BE IT FURTHER RESOLVED that the Executive Director and General Counsel are hereby authorized to prepare the renewal under the same terms and conditions as Contract #2040; and

BE IT FURTHER RESOLVED that the Chairman or Vice Chairman of the Commission is hereby authorized to execute the renewal of Contract #2040 and the Secretary of the Commission is authorized to attest to the signature of either the Chairman or the Vice Chairman; and

BE IT FURTHER RESOLVED that a copy of this resolution shall be maintained in the Office of the Executive Director and made available for public inspection.

Commissioner Ashkinaze offered a motion to adopt the resolution authorizing the first renewal option and one year extension to Contract #2040 with USI Insurance Services for risk management and insurance coverage services; seconded by Commissioner Kuser and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Resolution – Eleventh Supplemental Subordinate Bond Resolution of the Wanaque South Project Subordinate Revenue Bonds

Commission Secretary Kim Diamond read the following resolution:

Chairman Burrell noted that no one from the Member Municipalities appeared in person or via teleconference to discuss the proposed resolutions at a public hearing for that purpose during the Public Session.

**ELEVENTH SUPPLEMENTAL SUBORDINATE BOND RESOLUTION
OF THE
NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION
Not Exceeding \$8,450,000
Aggregate Principal Amount of
WANAQUE SOUTH PROJECT SUBORDINATE REVENUE BONDS**

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ELEVENTH SUPPLEMENTAL SUBORDINATE BOND RESOLUTION OF THE NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION (the "Commission"), a public body corporate and politic of the State of New Jersey (the "State"), organized and existing under and by virtue of the laws of the State, and in particular, N.J.S.A. §58:5-1 et seq., as amended and supplemented (the "Act").

PRELIMINARY STATEMENT

Pursuant to and in accordance with the provisions of the Act, on August 22, 1986, the Commission adopted that certain resolution entitled, "General Bond Resolution of the North Jersey District Water Supply Commission Securing One or More Series of Wanaque South Project Revenue Bonds" (the "South General Bond Resolution"), as may be amended and supplemented (the South General Bond Resolution and all supplemental resolutions thereto shall be collectively referred to as the "South Bond Resolution"), authorizing, among other things, the issuance of one or more series of Bonds, including any and all Additional Bonds, as such term is defined in the South Bond Resolution, by the Commission in order to finance and refinance the Commission's share of the costs of the acquisition, construction and improvement of the Wanaque South Project, as such term is defined in the South Bond Resolution. The interest and principal of such Bonds (including Refunding Bonds) are payable from Revenues (as defined in the South Bond Resolution) available pursuant to the Act. The Commission has secured the payment of interest and principal of the Bonds by a pledge of the Revenues and other collateral provided for in the South Bond Resolution.

Pursuant to and in accordance with the provisions of the Act, on July 16, 1999, the Commission adopted that certain resolution entitled "Resolution Providing for the Issuance of Subordinate Wanaque South Project Water System Bonds of the North Jersey District Water Supply Commission and for the Rights of the Holders Thereof, and Authorizing \$1,075,000 Principal Amount Thereof (the "South Subordinate General Bond Resolution") as amended and supplemented (the South Subordinate General Bond Resolution and all supplemental resolutions thereto, including without limitation, this Eleventh Supplemental Subordinate Resolution, as such term is defined herein, shall be collectively referred to as the "South Subordinate Bond Resolution"), authorizing, among other things, the issuance of one or more series of Subordinate Bonds, including any and all Additional Subordinate Bonds, as such term is defined in the South Subordinate Bond Resolution, by the Commission in order to finance and refinance the Commission's share of the costs of the acquisition, construction and improvement of the Wanaque South Project, and which such Subordinate Bonds or Additional Subordinate Bonds shall be issued on a subordinate basis to any and all Bonds issued pursuant to the South Bond Resolution. The interest and principal of such Subordinate Bonds are payable from, and secured by a pledge of, all moneys, investment income, securities and funds held under the South Subordinate Bond Resolution. Such Subordinate Bonds are not secured by a pledge of or lien on the Revenues (as defined in the South Bond Resolution), and shall be in all respects subordinate to the provisions of the South Bond Resolution.

The Commission intends to undertake additional improvements to the Commission's Wanaque South Project as described generally on Exhibit B attached hereto (collectively, the "2020 Authorized Project"). The Commission may determine to issue one or more series of bond anticipation notes under the South Subordinate General Bond Resolution (collectively, the "BANs") in order to provide interim financing for the 2020 Authorized Project.

Pursuant to the provisions of the New Jersey Infrastructure Bank Financing Program (the "Program"), established pursuant to N.J.S.A. 58:11B-1 et seq. (the "Trust Act"), funds may be available for the purpose of financing certain projects eligible for inclusion in the Program ("Program Eligible Projects"). As a project that provides water quality improvements, the 2020 Authorized Project qualifies under the Program and the Trust Act as a Program Eligible Project, subject to a final determination made by the New Jersey Infrastructure Bank (the "Bank") and the New Jersey Department of Environmental Protection (the "DEP").

The Commission desires to participate in the Program in order to finance all, or a portion, of the costs of the 2020 Authorized Project from (i) the proceeds of one or more loans (collectively, the "Bank Loans") from the Bank to the Commission, such loans to be secured by one or more Bonds issued by the Commission to the Bank (collectively, the "Bank Loan Bonds") pursuant to the South Subordinate Bond Resolution, and (ii) the proceeds of one or more loans (collectively, the "Fund Loans", and together with the Bank Loans, the "Loans") from the State, acting by and through the DEP (the "Fund") to the Commission, such loans to be secured by one or more Bonds issued by the Commission to the Fund (collectively, the "Fund Loan Bonds", and together with the Bank Loan Bonds, the "Loan Bonds") pursuant to the South Subordinate Bond Resolution.

The Loan Bonds shall constitute Additional Subordinate Bonds, pursuant to the South Subordinate General Bond Resolution, and shall be entitled to the security and benefit of the pledge of and all other rights and benefits provided by the South Subordinate General Bond Resolution. The Loan Bonds shall not constitute Bonds or Bonded Indebtedness as such terms are defined in the South General Bond Resolution, and shall not be considered to be issued under the South General Bond Resolution; provided, however, that the Loan Bonds shall be considered Subordinated Indebtedness as such term is defined in the South General Bond Resolution for purposes of the flow of funds provisions of the South General Bond Resolution, including particularly Article V thereof.

The Loan Bonds shall be issued on a parity basis with all other Subordinate Bonds of the Commission previously issued pursuant to the South Subordinate Bond Resolution (which Subordinate Bonds are subordinate to any and all bonds issued pursuant to the South Bond Resolution) and shall be equally secured by the pledge of the funds provided in the South Subordinate Bond Resolution, which funds are to be derived from the Trust Estate, as such term is defined in the South Bond Resolution, which includes, without limitation, certain payments made by the local government units of Bayonne, Cedar Grove, Kearny, Newark, Nutley and Wayne (collectively, the "South Local Units") under and pursuant to a Service Contract dated as of 1982, as amended and supplemented (collectively, the "South Service Contract"). In accordance with the South Service Contract, the Commission has heretofore obtained the consents of two-thirds of the South Local Units, which consents are evidenced by resolutions duly adopted by the governing bodies of the applicable South Local Units.

The Loan Bonds shall be special and limited obligations of the Commission payable only out of moneys, investment income, securities and funds pledged under the South Subordinate Bond Resolution and hereunder for such purposes and shall not create or constitute any indebtedness, liability or obligation of the State or any political subdivision thereof (other than the special limited obligations of the Commission) nor constitute a pledge of the full faith and credit of the State of any such political subdivision.

Pursuant to and in accordance with the provisions of the Act, on August 26, 2020, the Commission caused to be filed with the Clerk of each South Local Unit copies of this Eleventh Supplemental Subordinate Resolution and notice of a public comment to be held by the Commission on September 23, 2020 regarding the issuance of the Loan Bonds. Such public comment was held on September 23, 2020.

All acts and things necessary to constitute this Eleventh Supplemental Subordinate Resolution a valid resolution according to its terms have been done and performed; the Commission has duly authorized the adoption of this Eleventh Supplemental Subordinate Resolution; and the Commission, in the exercise of the legal right and power vested in it, adopts this Eleventh Supplemental Subordinate Resolution and proposes to make, execute, issue and deliver the Loan Bonds as contemplated hereunder.

At the time the Loan Bonds are issued by the Commission and authenticated and delivered by the Registrar in accordance with the provisions of the South Subordinate Bond Resolution, all acts and things necessary to authorize such Loan Bonds and constitute such Loan Bonds valid, binding and legal obligations of the Commission will have been done and performed; now therefore,

BE IT RESOLVED ON THIS 23rd DAY OF SEPTEMBER, 2020, in order to declare the terms and conditions upon which the Loan Bonds are to be authenticated, issued and delivered, and in consideration of the premises, the Commission covenants, for the benefit of the respective holders, from time to time of the Loan Bonds issued hereunder, as follows:

ARTICLE I

Section 101. Short Title. This resolution may hereafter be cited by the Commission, and is hereinafter sometimes referred to, as this "Eleventh Supplemental Subordinate Resolution" or "Supplemental Resolution No. 11".

Section 102. Authority for Eleventh Supplemental Subordinate Resolution. This Eleventh Supplemental Subordinate Resolution supplements the South Subordinate General Bond Resolution and is adopted pursuant to the provisions of the South Subordinate General Bond Resolution and in accordance with the terms of Article III and Article VIII, particularly Section 302 and Section 801, for the purpose of creating one or more Series of Additional Subordinate Bonds, as defined therein, and for the purpose of specifying, determining and authorizing certain matters and things relative to the Loan Bonds authorized pursuant to Sections 203, 204 and 205 of this Eleventh Supplemental Subordinate Resolution, and is a Supplemental Resolution. The Commission has ascertained and hereby determines that adoption of this Eleventh Supplemental Subordinate Resolution 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 Commission in accordance with the Act and to carry out and effectuate the plans and purposes of the Act, and that the powers of the Commission herein exercised are in each case exercised in accordance with the provisions of the Act and the South Subordinate Bond Resolution and in furtherance of the purposes of the Commission.

Section 103. Definitions. (a) Wherever used or referred to in this Eleventh Supplemental Subordinate Resolution, all words or terms which are defined in Section 105 of the South Subordinate Bond Resolution or in the Preliminary Statement hereof, 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 South Subordinate General Bond Resolution or in the Preliminary Statement hereof.

(b) In this Eleventh Supplemental Subordinate Resolution, unless a different meaning clearly appears from the context:

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

"Authorized Officer" shall mean the Chairman, Vice-Chairman or Executive Director of the Commission.

"Bond Counsel" shall mean McManimon, Scotland & Baumann, LLC, or any other attorney at law or firm of attorneys of nationally recognized standing in matters pertaining to the federal exclusion from gross income of interest on bond, notes, or other obligations issued by states and political subdivisions and duly admitted to the practice law before the highest court of any state.

"Code" shall mean the Internal Revenue Code of 1986, as amended, and the Treasury Regulations pertaining thereto which from time to time shall be promulgated;

"Executive Director's Certificate" shall mean any Certificate executed by the Executive Director of the Commission and provided for in Section 207(a) hereof;

"Paying Agent" shall mean the Trustee, acting in its capacity as paying agent with respect to the Loan Bonds pursuant to Section 211(a) hereof and any successor paying agent;

"Program Agreements" shall mean, with respect to any Series of Loan Bonds, collectively the Bank Loan Agreement, the Fund Loan Agreement, the Escrow Agreement and any other agreements which the Authority may enter into from time to time as part of its participation in the Program;

"Record Date" shall mean the close of business on the fifteenth day of the month preceding each month in which there shall fall an Interest Payment Date;

"Registrar" shall mean the Trustee acting in its capacity as registrar, transfer agent and authenticating agent with respect to the Loan Bonds pursuant to Section 211(b) hereof and any successor registrar;

"Trustee" means Manufacturers and Traders Trust Company and any successor thereto appointed in accordance with the provisions set forth in Article XI of the South Subordinate General Bond Resolution for the Trustee (as therein defined);

(c) The terms "herein", "hereunder", "hereby", "hereto", "hereof", and any similar terms, refer to this Eleventh Supplemental Subordinate Resolution; the term "heretofore" means before the date of adoption of this Eleventh Supplemental Subordinate Resolution; and the term "hereafter" means after the date of adoption of this Eleventh Supplemental Subordinate Resolution; words importing he 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.

Section 104. Captions. Any captions or headings preceding the text of any section herein are solely for convenience of reference and shall not constitute part of this Eleventh Supplemental Subordinate Resolution or affect its meaning, construction or effect.

ARTICLE II

Section 201. Purpose of the Loan Bonds. Pursuant to the terms and provisions of the Section 301 of the South Subordinate General Bond Resolution and this Eleventh Supplemental Subordinate Resolution, the Commission does hereby determine to issue the Loan Bonds, from time to time as provided herein, for the purpose of raising additional funds to pay (and/or to refinance BANs issued to provide interim financing for) all or a portion of the Costs of the 2020 Authorized Project, including all costs in connection with the issuance of the Loan Bonds.

Section 202. Approval of the 2020 Authorized Project; Estimated Cost. Pursuant to the terms and provisions of the South Subordinate Bond Resolution and this Eleventh Supplemental Resolution, the Commission hereby determines to construct, improve or acquire the 2020 Authorized Project, as more fully described in Exhibit B attached hereto. The estimated Cost of the 2020 Authorized Project is \$25,000,000. The portion of said estimated Cost allocated to the South Local Units is \$8,450,000, and such portion of the 2020 Authorized Project is hereby designated as part of the Wanaque South Project. The amount that may be expended from amounts to be financed or refinanced from the Loan Bonds for each separate component of the 2020 Authorized Project, as listed in Exhibit B attached hereto, may exceed the estimated Cost thereof as set forth therein, provided (i) such amounts do not exceed the amount approved by DEP for such component and (ii) the sum of all expenditures to be financed or refinanced by the Loan Bonds in respect of the entire 2020 Authorized Project does not exceed \$25,000,000.

Section 203. Authorization of the Loan Bonds. Pursuant to the provisions of Section 302 of the South Subordinate General Bond Resolution, the Commission hereby authorizes the issuance of the Loan Bonds, in one or more Series and from time to time, in an aggregate principal amount not to exceed \$8,450,000, for the purpose of financing or refinancing all or a portion of the Cost of the 2020 Authorized Project, including all costs in connection with the issuance of the Loan Bonds.

Section 204. Authorization and Terms of the Fund Loan Bonds. Subject to and pursuant to the provisions of the South Subordinate General Bond Resolution and for the purposes specified in Section 203 hereof, one or more Series of Loan Bonds of the Commission are hereby authorized to be issued from time to time as Fund Loan Bonds. The aggregate principal amount of each Series of the Fund Loan Bonds shall be the amount determined by the Executive Director of the Commission in accordance with the provisions of the respective Project Agreements to be entered into with the Fund on or before the date of delivery of such Fund Loan Bonds to the Fund; provided, however, that the aggregate principal amount of all Fund Loan Bonds and Bank Loan Bonds issued hereunder shall not exceed \$8,450,000, except Bonds issued in lieu thereof or in substitution therefore pursuant to the provisions of the South Subordinate General Bond Resolution. The Fund Loan Bonds of each Series shall be designated as provided in Section 207(a)(4) hereof and shall mature on such dates in each of the years and in the principal amounts, all as shall be determined by the Executive Director of the Commission on or before the date of delivery of such Fund Loan Bonds. The Fund Loan Bonds shall bear interest at the rate of zero per centum (0%) per annum. Notwithstanding anything contained in the South Subordinate General Bond Resolution to the contrary, the Fund Loan Bonds of each Series shall be issued in the form of one certificate setting forth the required annual installments of principal payable in each year and the respective rates of interest per annum thereon and shall be in substantially the form attached to the South Subordinate General Bond Resolution and hereby made a part hereof, with such insertions, omissions or changes as are necessary or desirable. The Fund Loan Bonds of each Series shall be dated such date as may be determined by the Executive Director of the Commission on or before the date of delivery of such Fund Loan Bonds. Notwithstanding anything contained in the South Subordinate General Bond Resolution to the contrary, principal on the Fund Loan Bonds of each Series shall be payable on February 1 or August 1 in each year until

maturity (which shall not be later than thirty (30) years following the date of issuance thereof), commencing on such date or dates as may be determined by the Executive Director of the Commission. The determinations required by this Section in respect of any Series of Fund Loan Bonds shall be contained in the Executive Director's Certificate authorized by Section 207(a) hereof, and the manual or facsimile signature of the Chairman or Vice Chairman of the Commission on the Fund Loan Bonds shall constitute conclusive evidence of the determinations required by this Section.

Section 205. Authorization and Terms of the Bank Loan Bonds. Subject to and pursuant to the provisions of the South Subordinate General Bond Resolution, and for the purposes specified in Section 203 hereof, one or more Series of Loan Bonds of the Commission are hereby authorized to be issued from time to time as Bank Loan Bonds. The aggregate principal amount of each Series of the Bank Loan Bonds shall be the amount determined by the Executive Director of the Commission in accordance with the provisions of the respective Project Agreements on or before the date of delivery of such Bank Loan Bonds to the Bank; provided, provided, however, that the aggregate principal amount of all Fund Loan Bonds and Bank Loan Bonds issued hereunder shall not exceed \$8,450,000, except Bonds issued in lieu thereof or in substitution therefor pursuant to the provisions of the South Subordinate General Bond Resolution. The Bank Loan Bonds of each Series shall be designated as provided in Section 207(a)(4) hereof and shall mature on such dates in each of the years and in the principal amounts and shall bear interest at a rate or rates of interest per annum from the date thereof until such Bank Loan Bonds shall be paid or discharged, all as shall be determined by the Executive Director of the Commission on or before the date of delivery of such Bank Loan Bonds; provided, however, that in no event shall the effective interest cost with respect to any Series of the Bank Loan Bonds exceed six per centum (6%) per annum. Notwithstanding anything contained in the South Subordinate General Bond Resolution to the contrary, the Bank Loan Bonds of each Series shall be issued in the form of one certificate setting forth the required annual installments of principal payable in each year and the respective rates of interest per annum thereon and shall be in substantially the form attached to the South Subordinate General Bond Resolution and hereby made a part hereof, with such insertions, omissions or changes as are necessary or desirable. The Bank Loan Bonds of each Series shall be dated such date as may be determined by the Chairman or Vice Chairman of the Commission on or before the date of delivery of such Bank Loan Bonds, and the Bank Loan Bonds of such Series shall bear interest from such date. Notwithstanding anything contained in the South Subordinate General Bond Resolution to the contrary, interest on the Bank Loan Bonds of each Series shall be payable each February 1 and August 1 in each year until maturity, commencing on such date or dates as may be determined by the Executive Director of the Commission, and principal on such Bank Loan Bonds shall be payable August 1 in each year until maturity (which shall not be later than thirty (30) years following the date of issuance thereof), commencing on such date or dates as may be determined by the Executive Director of the Commission. The determinations required by this Section in respect of any Series of Bank Loan Bonds shall be contained in the Executive Director's Certificate authorized by Section 207(a) hereof, and the manual or facsimile signature of the Chairman or Vice Chairman of the Commission on the Bank Loan Bonds shall constitute conclusive evidence of the determinations required by this Section.

Section 206. Privilege of Redemption of the Loan Bonds. The Loan Bonds of each Series may be subject to optional redemption prior to maturity by or on behalf of the Commission, mandatory redemption at the direction of the Bank or the Fund, and/or special redemption from unexpended bond proceeds or from the net proceeds of any insurance, recovery or condemnation, all as shall be determined by the Executive Director in accordance with Section 207(a)(3) hereof and the terms and provisions set forth in the respective Program Agreements, and in accordance with the terms and provisions of Article VII of the South Subordinate Bond Resolution. Notwithstanding the provisions

of the South Subordinate General Bond Resolution, notice of any such redemption shall be given in the manner specified in the Executive Director's Certificate.

Section 207. Additional Terms of the Loan Bonds; Delegation of Authority.

(a) There is hereby delegated to the Executive Director of the Commission, subject to the limitations contained herein and in the South Subordinate General Bond Resolution, the power with respect to each Series of the Loan Bonds to determine, direct and carry out the following:

(1) The date or dates, maturity date or dates, and record dates, the aggregate principal amount and the principal amount of each maturity of such Series of the Loan Bonds;

(2) The interest rate or rates of the Loan Bonds of such Series, the date from which interest on such Loan Bonds shall accrue, and the first interest payment date;

(3) The Redemption Price or Prices, if any, and subject to Article VII of the South Subordinate General Bond Resolution, the redemption terms, if any, for the Loan Bonds of such Series, and the terms for the giving of notice thereof; provided, however, that the Redemption Price of any Loan Bonds subject to redemption at the election of the Commission or in accordance with the South Subordinate General Bond Resolution shall not be greater than one hundred percent (100%) of the principal amount of the Loan Bonds or portion thereof to be redeemed, plus accrued interest to the date of redemption;

(4) The form of the Loan Bonds of such Series and the designation thereof, which shall contain the words "Wanaque South Project Subordinate Revenue Bonds", followed by a Series designator;

(5) The application of the proceeds of the Loan Bonds, and in connection therewith there may be established one or more funds and accounts to be held by the Trustee pending application thereof; and

(6) The insertion of any other details or provision (including any additional designations of any Loan Bonds) deemed necessary, desirable or convenient by the Executive Director of the Commission or upon advice of Bond Counsel, which details and provisions are not in conflict with the provisions hereof or of the South Subordinate General Bond Resolution. (If an issue of conflict arises between the Executive Director's Certificate and this Eleventh Supplemental Subordinate Resolution with respect to the details or provisions contained in the Executive Director's Certificate, the Executive Director may rely exclusively upon an opinion of Bond Counsel.)

The Executive Director shall execute an Executive Director's Certificate in respect of each Series of the Loan Bonds evidencing determinations or other actions taken pursuant to the authority granted herein, and any such Certificate shall be conclusive evidence of the action or determination of the Executive Director as to the matters stated therein.

(b) Each Series of the Loan Bonds shall be issued in registered form and shall be numbered from R-1 upwards in order of their issuance, or in any other manner deemed appropriate by the Trustee.

(c) Each Series of Loan Bonds shall be signed on behalf of the Commission by the manual or facsimile signature of the Chairman, Vice-Chairman or Executive Director and the corporate seal or a facsimile of the corporate seal of the Commission shall be engraved, impressed

or otherwise reproduced thereon and attested by the manual or facsimile signature of the Secretary or Assistant Secretary. The Registrar shall act as authenticating agent with respect to the Loan Bonds. The certificate of authentication of the Registrar shall be manually signed on behalf of the Registrar by an authorized officer of the Registrar identified in a certificate of the Registrar which shall have been delivered to the Commission.

(d) In case any officer whose facsimile signature shall appear on any Loan Bonds shall cease to be such officer before the delivery thereof, such facsimile signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until after such delivery.

(e) The Loan Bonds shall be authenticated by the Registrar and delivered to the purchasers thereof in accordance with written instructions of the Commission upon receipt by the Trustee of (i) the net proceeds of the issuance and sale of the Loan Bonds, the amount of which shall be certified by the Commission to the Trustee and which proceeds shall be applied as provided in the Executive Director's Certificate authorized pursuant to paragraph (a) above, and (ii) each other item set forth in Sections 305, 306 and 419 of the South Subordinate General Bond Resolution; provided, however, that in the event any Series of Loan Bonds is issued as a "draw down" obligation, it shall be sufficient for purposes of clause (i) above that the respective Program Documents provide for the payment of proceeds to the Commission over time.

(f) The Debt Service Reserve Fund Requirement with respect to the Loan Bonds shall be zero. Notwithstanding anything to the contrary in the South Subordinate General Bond Resolution, the Loan Bonds shall not be entitled to share in the security of the Debt Service Reserve Fund established for any parity bonds.

Section 208. Approval of the Program Agreements. Prior to the issuance of any Series of Loan Bonds, the Commission shall, by resolution, approve the forms of the respective Program Agreements relating to such Loan Bonds. Upon such approval (which may be in respect of the Program Agreements for a specific Series or for one or more such Series), the Chairman and Vice Chairman of the Commission are hereby authorized and directed to execute and deliver the Program Agreements with such changes, insertions and omissions as may be approved by an Authorized Officer of the Commission, and the Secretary of the Commission is hereby authorized and directed to affix the seal of the Commission and the Program Agreements and attest the same. The execution of the Program Agreements by an Authorized Officer of the Commission shall be conclusive evidence of any approval required by this Section.

Section 209. Award of the Loan Bonds. Each Series of the Fund Loan Bonds is hereby sold and awarded to the Fund pursuant to and upon the terms and conditions set forth herein and in the respective Program Agreements pertaining thereto. Each Series of the Bank Loan Bonds is hereby sold and awarded to the Bank pursuant to and upon the terms and conditions set forth herein and in respective Program Agreements pertaining thereto.

Section 210. Determination of Debt Service Fund Requirements of the Loan Bonds. (a) For purposes of Section 503 of the South Subordinate General Bond Resolution, and for all other relevant purposes, the Debt Service Fund Requirement with respect to the Loan Bonds for each below-indicated date of withdrawal of moneys from the Revenue Fund shall equal the corresponding below-indicated Debt Service Fund Requirement amounts, which amounts in each case shall be determined by the Commission and certified by the Commission to the Trustee:

Withdrawal Date Last Business Day of:	Debt Service Fund Requirement

(a) January	(a) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent February 1, plus one-half of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus the full amount of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.
(b) April	(b) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent May 1, plus three-quarters of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus one-quarter of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.
(c) July	(c) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent August 1, plus the full amount of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus one-half of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.
(d) October	(d) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent November 1, plus one-quarter of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus three-quarters of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.

Section 211. Paving Agent; Registrar. (a) Paying Agent. The Trustee is hereby designated to be the initial Paying Agent with respect to the Loan Bonds. The Paying Agent shall act as paying agent with respect to the Loan Bonds and shall perform the duties of the Paying Agent as are set forth herein and in the South Subordinate General Bond Resolution and shall hold all sums delivered to it for the payment of principal of, redemption premium, if any, and interest on the Loan Bonds in trust for the benefit of the Registered Owners until such sums shall be paid to the Registered Owners or otherwise disposed of as herein provided. The Trustee, which may act by means of agents, shall signify its acceptance of the duties and obligations of the Paying Agent imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(b) Registrar. The Trustee is hereby designated to be the initial Registrar. The Registrar, which may act by means of agents, shall:

- (i) keep such books and records as shall be consistent with prudent industry practice and make such books and records, including the books of registration for the Loan Bonds, available for inspection by the parties hereto;

(ii) promptly report to the Trustee all authentications of Loan Bonds transferred, exchanged or remarketed and any information received by it concerning the names and addresses of Bondowners; and

(iii) discharge each additional responsibility and obligation imposed on the Registrar pursuant to the South Subordinate General Bond Resolution and this Eleventh Supplemental Subordinate Resolution.

The Registrar shall signify its acceptance of the duties and obligations of the Registrar imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(c) Removal or Resignation of Paying Agent and Registrar. (i) The Commission may discharge the Paying Agent and/or the Registrar from time to time and appoint a successor to either of them. The Commission shall also designate a successor if the Paying Agent and/or the Registrar resigns or becomes ineligible. The Paying Agent and/or the Registrar may resign by giving at least thirty (30) days' written notice to the parties hereto. Each successor Paying Agent and/or the Registrar shall be a commercial bank or trust company having a capital and surplus of not less than \$50,000,000 and shall be registered as a transfer agent with the Securities and Exchange Commission. The Paying Agent and the Registrar each may, but need not, be the same person as the Trustee. The Commission shall give notice of the appointment of a successor Paying Agent and/or Registrar in writing to each Bondowner. The Commission will promptly certify to the Trustee that it has mailed such notice to all Bondowners, and such certificate will be conclusive evidence that such notice was given in the manner required hereby.

(ii) In the event of the resignation or removal of the Paying Agent or the Registrar, as the case maybe, the Paying Agent shall pay over, assign and deliver any moneys and Loan Bonds held by it, and the Registrar shall deliver the books of registry maintained by it and unauthenticated Loan Bonds held by it, to their respective successors or, if there be no successor, to the Trustee.

(d) Successor Agents. (i) Any corporation, association, partnership or firm which succeeds to the business of the Paying Agent or the Registrar (collectively, the "Agents") as a whole or substantially as a whole, whether by sale, merger, consolidation or otherwise, shall thereby become vested with all the property, rights and powers of such Agent under this Eleventh Supplemental Subordinate Resolution and any other agreement governing the rights and obligations of the Agents.

(ii) In the event that an Agent (or Agents) shall resign or be removed, or be dissolved, or if the property or affairs of an Agent (or Agents) shall be taken under the control of any state or federal court or administrative body because of bankruptcy or insolvency, or for any other reason, and the Commission shall not have appointed its successor, the Trustee shall appoint a successor and, if no appointment is made within thirty (30) days from the effective date of the resignation, shall apply to a court of competent jurisdiction for such appointment.

(e) Benefit of Provisions of South Subordinate General Bond Resolution. The Paying Agent and the Registrar each shall be entitled to the benefits of, and shall be governed in the performance of their respective duties by, the provisions of Article XI of the South Subordinate General Bond Resolution, in the same manner as the Trustee.

Section 212. Successors and Assigns of Commission Bound by Eleventh Supplemental Subordinate Resolution. All the covenants, stipulations, promises and agreements in this Eleventh Supplemental Subordinate Resolution contained by or on behalf of the Commission or the Trustee shall inure to the benefit of and shall bind their respective successors and assigns, whether so expressed or not.

Section 213. Official Acts by Successors. Any act or proceeding by any provision of this Eleventh Supplemental Resolution authorized or required to be done or performed by any board, committee or officer of the Commission shall and may be done and performed with like force and effect by the like board, committee or officer of any corporation that shall at the time be the lawful sole successor of the Commission.

Section 214. Notice or Demand Served by Mail. (a) With respect to any matters pertaining to the Loan Bonds, unless otherwise expressly specified or permitted by the terms of this Eleventh Supplemental Resolution, all notices shall be deemed given when in writing and mailed by first-class mail, postage prepaid, as follows:

If to the Commission: The North Jersey District Water Supply Commission
One Frank A. Orechio Drive
Wanaque, New Jersey 07465
Attn: Executive Director

If to the Trustee: Manufacturers and Traders Trust Company
166 Mercer Street, Suite 2R
New York, New York 10012
Attn: Corporate Trust Department

(b) The Commission or the Trustee, may, by notice given in the manner described herein designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent, which notice shall be deemed given when received.

Section 215. Resolution to Constitute a Contract; Governing Law. This Eleventh Supplemental Resolution and the Bonded Indebtedness authorized hereby shall be deemed to be contracts made under the laws of the State and for all purposes shall be construed in accordance with the laws of the State.

Section 216. Legal Holidays. If the date for making any payment or the last date for performance of any act or the exercising of any right, as provided in this Eleventh Supplemental Resolution or the Loan Bonds, shall not be a Business Day, such payment may, unless otherwise provided herein or in the Loan Bonds, be made or act performed or right exercised on the next succeeding Business Day with the same force and effect as if done on the nominal date provided herein or in the Loan Bonds, and no interest shall accrue for the period after such nominal date.

Section 217. Benefits of Provisions of Eleventh Supplemental Subordinate Resolution and Loan Bonds. Nothing in this Eleventh Supplemental Subordinate Resolution or in the Subordinate Bonds issued hereunder, expressed or implied, shall give or be construed to give any person, firm or corporation, other than the Commission, the Trustee and the Holders of the Loan Bonds, any legal or equitable right, remedy or claim under or in respect of this Eleventh Supplemental Resolution, or under any covenant, condition and provision herein contained; all its covenants, conditions and provisions being for the sole benefit of the Commission, the Trustee and of the Holders of the Loan Bonds.

Section 218. Actions to be Taken on Behalf of the Commission. The various commissioners and officers and employees of the Commission, including the Executive Director, the Deputy Executive Director and the Comptroller, are hereby authorized and directed to execute and deliver all documents and to do all matters necessary, useful, convenient or desirable to accomplish the purposes of this

Eleventh Supplemental Subordinate Resolution and to meet the requirements of the Bank and the Fund with respect to the issuance of the Loan Bonds.

Section 219. Prior Action. All action taken to date by the officers, employees and agents of the Commission with respect to the Loan Bonds hereby are approved, ratified, adopted and confirmed.

Section 220. Successors and Assigns. Whenever in this Eleventh Supplemental Subordinate Resolution the Commission is named or referred to, it shall and shall be deemed to include its successors and assigns whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the Commission contained in this Eleventh Supplemental Subordinate Resolution shall bind and inure to the benefit of such successors and assigns and of any officer, board, commission, authority, agent or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the Commission or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions of this Eleventh Supplemental Subordinate Resolution.

Section 221. Declaration of Official Intent. This Eleventh Supplemental Subordinate Resolution is intended to be, and hereby is, a declaration of the Commission's official intent to reimburse the expenditure of the 2020 Authorized Project costs paid prior to the issuance of the Loan Bonds with the proceeds of a borrowing to be incurred by the Commission, in accordance with Treasury Regulations §1.150-2. The 2020 Authorized Project costs to be reimbursed with the proceeds of the Loan Bonds, if any, 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 Sections 142 through 147, inclusive, of the Code. The proceeds of the Loan Bonds used to reimburse the Commission for 2020 Authorized 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 Loan Bonds or another issue of debt obligations of the Commission, 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 Loan Bonds is paid or (ii) the date the 2020 Authorized 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.

Section 222. No Recourse on Loan Bonds. No recourse shall be had for the payment of the principal of or the interest on the Loan Bonds or for any claim based thereon or on the South Subordinate General Bond Resolution or this Eleventh Supplemental Subordinate Resolution against any member or Commissioner or officer of the Commission or any person executing the Loan Bonds. The Loan Bonds are not and shall not be in any way a debt or liability of the State or any county or municipality, and do not and shall not create or constitute any indebtedness or obligation, either legal, moral or otherwise, of said State or of any county or municipality, and neither said State nor any county or municipality shall be liable on the Loan Bonds, and the Loan Bonds are not and shall not be payable out of any funds other than those of the Commission.

Section 223. Severability of Invalid Provision. If any one or more of the provisions, covenants or agreements in this Eleventh Supplemental Subordinate Resolution on the part of the Commission or any fiduciary to be performed should be contrary to law, then such provision or provisions, covenant or covenants, or agreement or agreements shall be deemed separable from the remaining provisions, covenants and agreements and shall in no way affect the validity of the other provisions of this Eleventh Supplemental Subordinate Resolution or of the Loan Bonds.

Section 224. Estoppel Statement. The Secretary of the Commission is hereby directed to cause a notice of the adoption of this Eleventh Supplemental Subordinate Resolution, substantially in the form attached hereto as Exhibit A, published in The Star-Ledger, The Record, the Herald News and the Jersey Journal and posted in the office of the Commission and the office of the Clerk of each South Local Unit, in accordance with N.J.S.A. §58:5-46.

Section 225. Effective Date. This Eleventh Supplemental Subordinate Resolution shall take effect upon adoption by the Commission.

Commissioner Ashkinaze offered a motion to adopt the eleventh supplemental subordinate bond resolution of the Wanaque South Project subordinate revenue bonds; seconded by Commissioner Cassella and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Resolution – Twelfth Supplemental Subordinate Bond Resolution of the Wanaque South Project Subordinate Bond Anticipation Notes

Commission Secretary Kim Diamond read the following resolution:

**TWELFTH SUPPLEMENTAL SUBORDINATE BOND RESOLUTION
OF THE
NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION
Not Exceeding \$8,450,000
Aggregate Principal Amount of
WANAQUE SOUTH PROJECT SUBORDINATE BOND ANTICIPATION NOTES**

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TWELFTH SUPPLEMENTAL SUBORDINATE BOND RESOLUTION OF THE NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION (the “Commission”), a public body corporate and politic of the State of New Jersey (the “State”), organized and existing under and by virtue of the laws of the State, and in particular, N.J.S.A. §58:5-1 et seq., as amended and supplemented (the “Act”).

PRELIMINARY STATEMENT

Pursuant to and in accordance with the provisions of the Act, on August 22, 1986, the Commission adopted that certain resolution entitled, “General Bond Resolution of the North Jersey District Water Supply Commission Securing One or More Series of Wanaque South Project Revenue Bonds” (the “South General Bond Resolution”), as may be amended and supplemented (the South General Bond Resolution and all supplemental resolutions thereto shall be collectively referred to as the “South Bond Resolution”), authorizing, among other things, the issuance of one or more series of Bonds, including any and all Additional Bonds, as such term is defined in the South Bond Resolution, by the Commission in order to finance and refinance the Commission's share of the costs of the acquisition, construction and improvement of the Wanaque South Project, as such term is defined in the South Bond Resolution. The interest and principal of such Bonds (including Refunding Bonds) are payable from Revenues (as defined in the South Bond Resolution) available pursuant to the Act. The Commission has secured the payment of interest and principal of the Bonds by a pledge of the Revenues and other collateral provided for in the South Bond Resolution.

Pursuant to and in accordance with the provisions of the Act, on July 16, 1999, the Commission adopted that certain resolution entitled “Resolution Providing for the Issuance of Subordinate Wanaque South Project Water System Bonds of the North Jersey District Water Supply Commission and for the Rights of the Holders Thereof, and Authorizing \$1,075,000 Principal Amount Thereof (the “South Subordinate General Bond Resolution”) as amended and supplemented (the South Subordinate General Bond Resolution and all supplemental resolutions thereto, including without limitation, this Twelfth Supplemental Subordinate Resolution, as such term is defined herein, shall be collectively referred to as the “South Subordinate Bond Resolution”), authorizing, among other things, the issuance of one or more series of Subordinate Bonds, including any and all Additional Subordinate Bonds, as such term is defined in the South Subordinate Bond Resolution, by the Commission in order to finance and refinance the Commission's share of the costs of the acquisition, construction and improvement of the Wanaque South Project, and which such Subordinate Bonds or Additional Subordinate Bonds shall be issued on a subordinate basis to any and all Bonds issued pursuant to the South Bond Resolution. The interest and principal of such Subordinate Bonds are payable from, and secured by a pledge of, all moneys, investment income, securities and funds held under the South Subordinate Bond Resolution. Such Subordinate Bonds are not secured by a pledge of or lien on the Revenues (as defined in the South Bond Resolution), and shall be in all respects subordinate to the provisions of the South Bond Resolution.

The Commission has heretofore adopted its Eleventh Supplemental Subordinate Bond Resolution on September 23, 2020 pursuant to the South Subordinate General Bond Resolution (the “Eleventh Supplemental Subordinate Resolution”), by which the Commission authorized the undertaking of additional improvements to the Commission's Wanaque South Project as described generally on Exhibit B attached thereto (collectively, the “2020 Authorized Project”).

Pursuant to the provisions of the New Jersey Environmental Infrastructure Trust Financing Program (the “Program”), established pursuant to N.J.S.A. 58:11B-1 et seq. (the “Trust Act”), funds may be available for the purpose of financing certain projects eligible for inclusion in the Program (“Program Eligible Projects”).

As a project that provides water quality improvements, the 2020 Authorized Project qualifies under the Program and the Trust Act as a Program Eligible Project, subject to a final determination made by the New Jersey Infrastructure Bank (the “Bank”) and the New Jersey Department of Environmental Protection (the “DEP”).

The Commission desires to participate in the Program in order to finance all, or a portion, of the costs of the 2020 Authorized Project from (i) the proceeds of one or more loans (collectively, the “Bank Loans”) from the Bank to the Commission, such loans to be secured by one or more Bonds issued by the Commission to the Bank (collectively, the “Bank Loan Bonds”) pursuant to the South Subordinate Bond Resolution, and (ii) the proceeds of one or more loans (collectively, the “Fund Loans”, and together with the Bank Loans, the “Loans”) from the State, acting by and through the DEP (the “Fund”) to the Commission, such loans to be secured by one or more Bonds issued by the

Commission to the Fund (collectively, the “Fund Loan Bonds”, and together with the Bank Loan Bonds, the “Loan Bonds”) pursuant to the South Subordinate Bond Resolution.

The Loan Bonds shall constitute Additional Subordinate Bonds, pursuant to the South Subordinate General Bond Resolution, and shall be entitled to the security and benefit of the pledge of and all other rights and benefits provided by the South Subordinate General Bond Resolution. The Loan Bonds shall not constitute Bonds or Bonded Indebtedness as such terms are defined in the South General Bond Resolution, and shall not be considered to be issued under the South General Bond Resolution; provided, however, that the Loan Bonds shall be considered Subordinated Indebtedness as such term is defined in the South General Bond Resolution for purposes of the flow of funds provisions of the South General Bond Resolution, including particularly Article V thereof.

The Loan Bonds shall be issued on a parity basis with all other Subordinate Bonds of the Commission previously issued pursuant to the South Subordinate Bond Resolution (which Subordinate Bonds are subordinate to any and all bonds issued pursuant to the South Bond Resolution) and shall be equally secured by the pledge of the funds provided in the South Subordinate Bond Resolution, which funds are to be derived from the Trust Estate, as such term is defined in the South Bond Resolution, which includes, without limitation, certain payments made by the local government units of Bayonne, Cedar Grove, Kearny, Newark, Nutley and Wayne (collectively, the “South Local Units”) under and pursuant to a Service Contract dated as of 1982, as amended and supplemented (collectively, the “South Service Contract”).

In accordance with the South Service Contract, the Commission has heretofore obtained the consents of two-thirds of the South Local Units, which consents are evidenced by resolutions duly adopted by the governing bodies of the applicable South Local Units.

The Loan Bonds shall be special and limited obligations of the Commission payable only out of moneys, investment income, securities and funds pledged under the South Subordinate Bond Resolution and hereunder for such purposes and shall not create or constitute any indebtedness, liability or obligation of the State or any political subdivision thereof (other than the special limited obligations of the Commission) nor constitute a pledge of the full faith and credit of the State of any such political subdivision.

The Commission has determined to issue one or more series of bond anticipation notes under the South Subordinate General Bond Resolution (collectively, the “Notes”) in order to provide interim financing for the 2020 Authorized Project, and to sell such Notes to the Bank in accordance with its note purchase program.

The Notes shall be special and limited obligations of the Commission payable only out of the “Notes Trust Estate” pledged under this Twelfth Supplemental Subordinate Resolution for such purposes and shall not create or constitute any indebtedness, liability or obligation of the State or any political subdivision thereof (other than the special limited obligations of the Commission) nor constitute a pledge of the full faith and credit of the State or any such political subdivision.

Pursuant to and in accordance with the provisions of the Act, on August 26, 2020, the Commission caused to be filed with the Clerk of each South Local Unit copies of this Twelfth Supplemental Subordinate Resolution and notice of a public comment to be held by the Commission on September 23, 2020 regarding the issuance of the Notes. Such public comment was held on September 23, 2020.

All acts and things necessary to constitute this Twelfth Supplemental Subordinate Resolution a valid resolution according to its terms have been done and performed; the Commission has duly authorized the adoption of this Twelfth Supplemental Subordinate Resolution; and the Commission, in the exercise of the legal right and power vested in it, adopts this Twelfth Supplemental Subordinate Resolution and proposes to make, execute, issue and deliver the Notes as contemplated hereunder.

At the time the Notes are issued by the Commission and authenticated and delivered by the Registrar in accordance with the provisions of the South Subordinate Bond Resolution, all acts and things necessary to authorize such Notes and constitute such Notes valid, binding and legal obligations of the Commission will have been done and performed; now therefore,

BE IT RESOLVED ON THIS 23rd DAY OF SEPTEMBER, 2020, in order to declare the terms and conditions upon which the Notes are to be authenticated, issued and delivered, and in consideration of the premises, the Commission covenants, for the benefit of the respective holders, from time to time of the Notes issued hereunder, as follows:

ARTICLE I

Section 101. Short Title. This resolution may hereafter be cited by the Commission, and is hereinafter sometimes referred to, as this “Twelfth Supplemental Subordinate Resolution” or “Supplemental Resolution No. 12”.

Section 102. Authority for Twelfth Supplemental Subordinate Resolution. This Twelfth Supplemental Subordinate Resolution supplements the South Subordinate General Bond Resolution and is adopted pursuant to the provisions of the South Subordinate General Bond Resolution and in accordance with the terms of Article IV and Article VIII, particularly Section 420 and Section 801, for the purpose of creating one or more Series of Bond Anticipation Notes, as defined therein, and for the purpose of specifying, determining and authorizing certain matters and things relative to the Notes authorized pursuant to Section 203 and 204 of this Twelfth Supplemental Subordinate Resolution, and is a Supplemental Resolution. The Commission has ascertained and hereby determines that adoption of this Twelfth Supplemental Subordinate Resolution 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 Commission in accordance with the Act and to carry out and effectuate the plans and purposes of the Act, and that the powers of the Commission herein exercised are in each case exercised in accordance with the provisions of the Act and the South Subordinate Bond Resolution and in furtherance of the purposes of the Commission.

Section 103. Definitions. (a) Wherever used or referred to in this Twelfth Supplemental Subordinate Resolution, all words or terms which are defined in Section 105 of the South Subordinate Bond Resolution or in the Preliminary Statement hereof, except the words or terms which are defined in Paragraph (h) 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 South Subordinate General Bond Resolution or in the Preliminary Statement hereof

(b) In this Twelfth Supplemental Subordinate Resolution, unless a different meaning clearly appears from the context:

Articles and Sections mentioned by number alone and without qualification by the word “hereof are the respective Articles and Sections of the South Subordinate General Bond Resolution so numbered;

“Authorized Officer” shall mean the Chairman, Vice-Chairman or Executive Director of the Commission.

“Bond Counsel” shall mean McManimon, Scotland & Baumann, LLC, or any other attorney at law or firm of attorneys of nationally recognized standing in matters pertaining to the federal exclusion from gross income of interest on bond, notes, or other obligations issued by states and political subdivisions and duly admitted to the practice law before the highest court of any state.

“Code” shall mean the Internal Revenue Code of 1986, as amended, and the Treasury Regulations pertaining thereto which from time to time shall be promulgated;

“Executive Director's Certificate” shall mean any Certificate executed by the Executive Director of the Commission and provided for in Section 206(a) hereof,

“Notes Trust Estate” shall have the meaning set forth in Section 202 hereof;

“Paying Agent” shall mean the Trustee, acting in its capacity as paying agent with respect to the Notes pursuant to Section 208(a) hereof and any successor paying agent;

“Record Date” shall mean the close of business on the fifteenth day of the month preceding each month in which there shall fall an Interest Payment Date;

“Registrar” shall mean the Trustee acting in its capacity as registrar, transfer agent and authenticating agent with respect to the Notes pursuant to Section 208(b) hereof and any successor registrar;

“Trustee” means Manufacturers and Traders Trust Company and any successor thereto appointed in accordance with the provisions set forth in Article XI of the South Subordinate General Bond Resolution for the Trustee (as therein defined);

(c) The terms “herein”, “hereunder”, “hereby”, “hereto”, “hereof”, and any similar terms, refer to this Twelfth Supplemental Subordinate Resolution; the term “heretofore” means before the date of adoption of this Twelfth Supplemental Subordinate Resolution; and the term “hereafter” means after the date of adoption of this Twelfth Supplemental Subordinate Resolution; words importing he 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.

Section 104. Captions. Any captions or headings preceding the text of any section herein are solely for convenience of reference and shall not constitute part of this Twelfth Supplemental Subordinate Resolution or affect its meaning, construction or effect.

ARTICLE II

Section 201. Purpose of the Notes. Pursuant to the terms and provisions of Section 420 of the South Subordinate General Bond Resolution and this Twelfth Supplemental Subordinate Resolution, the Commission does hereby determine to issue the Notes, from time to time as provided herein, for the purpose of raising additional funds to pay (and/or to refinance Notes previously issued to pay) all or a portion of the Costs of the 2020 Authorized Project, including all costs in connection with the issuance of the Notes.

Section 202. Pledge Securing the Notes. Pursuant to the terms and provisions of Section 420 of the South Subordinate Bond Resolution, there are hereby pledged for the payment of the Notes issued from time to time hereunder the following (collectively, the “Notes Trust Estate”): (i) the proceeds of the sale of the Loan Bonds, to the extent such Loan Bonds are issued for the purpose of refinancing the Notes; (ii) the proceeds of the sale of any subsequent Series of Notes, to the extent such Notes are issued for the purpose of refinancing any previously-issued Notes; and (iii) if so determined by the Executive Director in accordance with Section 206(a)(7) hereof, and upon satisfaction of the condition set forth therein, the moneys, investment income, securities and funds held or set aside or to be held or set aside pursuant to the South Subordinate Bond Resolution by any Fiduciary or in any fund created by the South Subordinate Bond Resolution (which may be on a parity with or subordinate to the pledge of the Revenues under the South Subordinate Bond Resolution in respect of Subordinate Bonds issued thereunder). The pledges in clauses (i) and (ii) above have priority over any other pledge under the South Subordinate Bond Resolution. Except to the extent of any pledge of the amounts pursuant to clause (iii) above, the Notes shall not be entitled to payment from any of the funds and accounts established under the South Subordinate Bond Resolution in respect of Subordinate Bonds issued thereunder.

Section 203. Authorization of the Notes. Pursuant to the provisions of Section 420 of the South Subordinate General Bond Resolution, the Commission hereby authorizes the issuance of the Notes, in one or more Series and from time to time, in an aggregate principal amount not to exceed \$25,000,000, for the purpose of financing or refinancing all or a portion of the Cost of the 2020 Authorized Project, including all costs in connection with the issuance of the Notes.

Section 204. Terms of the Notes. Subject to and pursuant to the provisions of the South Subordinate General Bond Resolution and for the purposes specified in Section 420 hereof, one or more Series of Notes of the Commission are hereby authorized to be issued from time to time and sold to the Bank in accordance with its note purchase program. The aggregate principal amount of each Series of the Notes shall be the amount determined by the Executive Director of the Commission in accordance with the requirements of the Bank on or before the date of delivery of such Notes to the Bank; provided, however, that the aggregate principal amount of all Notes issued hereunder shall not exceed \$8,450,000, except Notes issued in lieu thereof or in substitution therefore pursuant to the provisions of the South Subordinate General Bond Resolution. The Notes of each Series shall be designated as provided in Section 206(a)(4) hereof and shall mature on such dates in each of the years and in the principal amounts, all as shall be determined by the Executive Director of the Commission on or before the date of delivery of such Notes. The Notes shall bear interest at the rate of zero per centum (0%) per annum. Notwithstanding anything contained in the South Subordinate General Bond Resolution to the contrary, the Notes of each Series shall be issued in the form of one certificate setting forth the required annual installments of principal payable in each year and the respective rates of interest per annum thereon and shall be in substantially the form attached as Exhibit B hereto and hereby made a part hereof, with such insertions, omissions or changes as are necessary or desirable. The Notes of each Series shall be dated such date as may be determined by the Executive Director of the Commission on or before the date of delivery of such Notes. Notwithstanding anything contained in the South Subordinate General Bond Resolution to the contrary, principal on the Notes of each Series shall be payable on such date or dates (which shall not be later than five (5) years following the date of issuance thereof), commencing on such date or dates as may be determined by the Executive Director of the Commission. The determinations required by this Section in respect of any Series of Notes shall be contained in the Executive Director's Certificate authorized by Section 206(a) hereof, and the manual or facsimile signature of the Chairman or Vice Chairman of the Commission on the Notes shall constitute conclusive evidence of the determinations required by this Section.

Section 205. Privilege of Redemption of the Notes. The Notes of each Series may be subject to optional redemption prior to maturity by or on behalf of the Commission, mandatory redemption at the direction of the Bank, and/or special redemption from unexpended note proceeds or from the net proceeds of any insurance, recovery or condemnation, all as shall be determined by the Executive Director in accordance with Section 206(a)(3) hereof and the requirements of the Bank, and in accordance with the

terms and provisions of Article VII of the South Subordinate Bond Resolution. Notwithstanding the provisions of the South Subordinate General Bond Resolution, notice of any such redemption shall be given in the manner specified in the Executive Director's Certificate.

Section 206. Additional Terms of the Notes; Delegation of Authority.

(a) There is hereby delegated to the Executive Director of the Commission, subject to the limitations contained herein and in the South Subordinate General Bond Resolution, the power with respect to each Series of the Notes to determine, direct and carry out the following:

(1) The date or dates, maturity date or dates, and record dates, the aggregate principal amount and the principal amount of each maturity of such Series of the Notes;

(2) The interest rate or rates of the Notes of such Series, the date from which interest on such Notes shall accrue, and the first interest payment date;

(3) The Redemption Price or Prices, if any, and subject to Article VII of the South Subordinate General Bond Resolution, the redemption terms, if any, for the Notes of such Series, and the terms for the giving of notice thereof; provided, however, that the Redemption Price of any Notes subject to redemption at the election of the Commission or in accordance with the South Subordinate General Bond Resolution shall not be greater than one hundred percent (100%) of the principal amount of the Notes or portion thereof to be redeemed, plus accrued interest to the date of redemption;

(4) The form of the Notes of such Series and the designation thereof, which shall contain the words "Wanaque South Project Subordinate Bond Anticipation Notes", followed by a Series designator;

(5) The application of the proceeds of the Notes, and in connection therewith there may be established one or more funds and accounts to be held by the Trustee pending application thereof;

(6) The insertion of any other details or provision (including any additional designations of any notes) deemed necessary, desirable or convenient by the Executive Director of the Commission or upon advice of Bond Counsel, which details and provisions are not in conflict with the provisions hereof or of the South Subordinate General Bond Resolution. (If an issue of conflict arises between the Executive Director's Certificate and this Twelfth Supplemental Subordinate Resolution with respect to the details or provisions contained in the Executive Director's Certificate, the Executive Director may rely exclusively upon an opinion of Bond Counsel.); and

(7) If required by the Bank, the Executive Director may provide in the Executive Director's Certificate for a pledge of the amounts described in clause (iii) of Section 202 hereof for the benefit of the Notes of such Series, which pledge may be on a parity with or subordinate to the pledge of the Revenues under the South Subordinate Bond Resolution in respect of Subordinate Bonds issued under the South Subordinate Bond Resolution; provided, that no such pledge shall be effected without the prior consent of the holders of all Subordinate Bonds then Outstanding under the South Subordinate Bond Resolution.

The Executive Director shall execute an Executive Director's Certificate in respect of each Series of the Notes evidencing determinations or other actions taken pursuant to the authority granted herein, and any such Certificate shall be conclusive evidence of the action or determination of the Executive Director as to the matters stated therein.

(b) Each Series of the Notes shall be issued in registered form and shall be numbered from R-1 upwards in order of their issuance, or in any other manner deemed appropriate by the Trustee.

(c) Each Series of Notes shall be signed on behalf of the Commission by the manual or facsimile signature of the Chairman, Vice-Chairman or Executive Director and the corporate seal or a facsimile of the corporate seal of the Commission shall be engraved, impressed or otherwise reproduced thereon and attested by the manual or facsimile signature of the Secretary or Assistant Secretary. The Registrar shall act as authenticating agent with respect to the Notes. The certificate of authentication of the Registrar shall be manually signed on behalf of the Registrar by an authorized officer of the Registrar identified in a certificate of the Registrar which shall have been delivered to the Commission.

(d) In case any officer whose facsimile signature shall appear on any Notes shall cease to be such officer before the delivery thereof, such facsimile signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until after such delivery.

(e) The Notes shall be authenticated by the Registrar and delivered to the purchasers thereof in accordance with written instructions of the Commission upon receipt by the Trustee of (i) the net proceeds of the issuance and sale of the Notes, the amount of which shall be certified by the Commission to the Trustee and which proceeds shall be applied as provided in the Executive Director's Certificate authorized pursuant to paragraph (a) above, and (ii) each other item set forth in Sections 305, 306 (including the certificate of the Consulting Engineer required by paragraph (6) thereof) and 419 of the South Subordinate General Bond Resolution (which are hereby made applicable to the Notes notwithstanding that the Notes do not constitute Subordinate Bonds); provided, however, that in the event any Series of Notes is issued as a "draw down" obligation, it shall be sufficient for purposes of clause (i) above that the Note provides for the payment of proceeds to the Commission over time.

(f) The Notes shall not be entitled to share in the security of the Debt Service Reserve Fund established under the South Subordinate General Bond Resolution.

(g) Any other provision of the South Subordinate General Bond Resolution that is necessary in order to effectuate the issuance and delivery of, and security for, the Notes as contemplated by this Twelfth Supplemental Subordinate Resolution, are hereby made applicable to the Notes solely for such purpose, it being understood that the Notes shall not otherwise constitute Subordinate Bonds within the meaning of the South Subordinate General Bond Resolution.

Section 207. Award of the Notes. Each Series of the Notes is hereby sold and awarded to the Bank pursuant to and upon the terms and conditions set forth herein, at a purchase price equal to the principal amount thereof.

Section 208. Paving Agent; Registrar. (a) Paying Agent. The Trustee is hereby designated to be the initial Paying Agent with respect to the Notes. The Paying Agent shall act as paying agent with respect to the Notes and shall perform the duties of the Paying Agent as are set forth herein and in the South Subordinate General Bond Resolution and shall hold all sums delivered to it for the payment of principal of, redemption premium, if any, and interest on the Notes in trust for the benefit of the Registered Owners until such sums shall be paid to the Registered Owners or otherwise disposed of as herein provided. The Trustee, which may act by means of agents, shall signify its acceptance of the duties and obligations of the Paying Agent imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(b) Registrar. The Trustee is hereby designated to be the initial Registrar. The Registrar, which may act by means of agents, shall:

(i) keep such books and records as shall be consistent with prudent industry practice and make such books and records, including the books of registration for the Notes, available for inspection by the parties hereto;

(ii) promptly report to the Trustee all authentications of Notes transferred, exchanged or remarketed and any information received by it concerning the names and addresses of owners of the Notes; and

(iii) discharge each additional responsibility and obligation imposed on the Registrar pursuant to the South Subordinate General Bond Resolution and this Twelfth Supplemental Subordinate Resolution.

The Registrar shall signify its acceptance of the duties and obligations of the Registrar imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(c) Removal or Resignation of Paying Agent and Registrar. (i) The Commission may discharge the Paying Agent and/or the Registrar from time to time and appoint a successor to either of them. The Commission shall also designate a successor if the Paying Agent and/or the Registrar resigns or becomes ineligible. The Paying Agent and/or the Registrar may resign by giving at least thirty (30) days' written notice to the parties hereto. Each successor Paying Agent and/or the Registrar shall be a commercial bank or trust company having a capital and surplus of not less than \$50,000,000 and shall be registered as a transfer agent with the Securities and Exchange Commission. The Paying Agent and the Registrar each may, but need not, be the same person as the Trustee. The Commission shall give notice of the appointment of a successor Paying Agent and/or Registrar in writing to each owner of the Notes. The Commission will promptly certify to the Trustee that it has mailed such notice to all owners of the Notes, and such certificate will be conclusive evidence that such notice was given in the manner required hereby.

(ii) In the event of the resignation or removal of the Paying Agent or the Registrar, as the case maybe, the Paying Agent shall pay over, assign and deliver any moneys and Notes held by it, and the Registrar shall deliver the books of registry maintained by it and unauthenticated Notes held by it, to their respective successors or, if there be no successor, to the Trustee.

(d) Successor Agents. (i) Any corporation, association, partnership or firm which succeeds to the business of the Paying Agent or the Registrar (collectively, the “Agents”) as a whole or substantially as a whole, whether by sale, merger, consolidation or otherwise, shall thereby become vested with all the property, rights and powers of such Agent under this Twelfth Supplemental Subordinate Resolution and any other agreement governing the rights and obligations of the Agents.

(ii) In the event that an Agent (or Agents) shall resign or be removed, or be dissolved, or if the property or affairs of an Agent (or Agents) shall be taken under the control of any state or federal court or administrative body because of bankruptcy or insolvency, or for any other reason, and the Commission shall not have appointed its successor, the Trustee shall appoint a successor and, if no appointment is made within thirty (30) days from the effective date of the resignation, shall apply to a court of competent jurisdiction for such appointment.

(e) Benefit of Provisions of South Subordinate General Bond Resolution. The Paying Agent and the Registrar each shall be entitled to the benefits of, and shall be governed in the performance of their respective duties by, the provisions of Article XI of the South Subordinate General Bond Resolution, in the same manner as the Trustee.

Section 209. Successors and Assigns of Commission Bound by Twelfth Supplemental Subordinate Resolution. All the covenants, stipulations, promises and agreements in this Twelfth Supplemental Subordinate Resolution contained by or on behalf of the Commission or the Trustee shall inure to the benefit of and shall bind their respective successors and assigns, whether so expressed or not.

Section 210. Official Acts by Successors. Any act or proceeding by any provision of this Twelfth Supplemental Resolution authorized or required to be done or performed by any board, committee or officer of the Commission shall and may be done and performed with like force and effect by the like board, committee or officer of any corporation that shall at the time be the lawful sole successor of the Commission.

Section 211. Notice or Demand Served by Mail. (a) With respect to any matters pertaining to the Notes, unless otherwise expressly specified or permitted by the terms of this Twelfth Supplemental Resolution, all notices shall be deemed given when in writing and mailed by first-class mail, postage prepaid, as follows:

If to the Commission: The North Jersey District Water Supply Commission
One Frank A. Orechio Drive
Wanaque, New Jersey 07465
Attn: Executive Director

If to the Trustee: Manufacturers and Traders Trust Company
166 Mercer Street, Suite 2R
New York, New York 10012
Attn: Corporate Trust Department

(b) The Commission or the Trustee, may, by notice given in the manner described herein, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent, which notice shall be deemed given when received.

Section 212. Resolution to Constitute a Contract; Governing Law. This Twelfth Supplemental Resolution and the Bonded Indebtedness authorized hereby shall be deemed to be contracts made under the laws of the State and for all purposes shall be construed in accordance with the laws of the State.

Section 213. Legal Holidays. If the date for making any payment or the last date for performance of any act or the exercising of any right, as provided in this Twelfth Supplemental Resolution or the Notes, shall not be a Business Day, such payment may, unless otherwise provided herein or in the Notes, be made or act performed or right exercised on the next succeeding Business Day with the same force and effect as if done on the nominal date provided herein or in the Notes, and no interest shall accrue for the period after such nominal date.

Section 214. Benefits of Provisions of Twelfth Supplemental Subordinate Resolution and Notes. Nothing in this Twelfth Supplemental Subordinate Resolution or in the Subordinate Bonds issued hereunder, expressed or implied, shall give or be construed to give any person, firm or corporation, other than the Commission, the Trustee and the Holders of the Notes, any legal or equitable right, remedy or claim under or in respect of this Twelfth Supplemental Resolution, or under any covenant, condition and provision herein contained; all its covenants, conditions and provisions being for the sole benefit of the Commission, the Trustee and of the Holders of the Notes.

Section 215. Actions to be Taken on Behalf of the Commission. The various Commissioners and officers and employees of the Commission, including the Executive Director, the Deputy Executive Director and the Chief Financial Officer, are hereby authorized and directed to execute and deliver all documents and to do all matters necessary, useful, convenient or desirable to accomplish the purposes of this Twelfth Supplemental Subordinate Resolution and to meet the requirements of the Bank with respect to the issuance of the Notes.

Section 216. Prior Action. All action taken to date by the officers, employees and agents of the Commission with respect to the Notes hereby are approved, ratified, adopted and confirmed.

Section 217. Successors and Assigns. Whenever in this Twelfth Supplemental Subordinate Resolution the Commission is named or referred to, it shall and shall be deemed to include its successors and assigns whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of; and other provisions for the benefit of, the Commission contained in this Twelfth Supplemental Subordinate Resolution shall bind and inure to the benefit of such successors and assigns and of any officer, board, commission, authority, agent or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the Commission or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions of this Twelfth Supplemental Subordinate Resolution.

Section 218. No Recourse on Notes. No recourse shall be had for the payment of the principal of or the interest on the Notes or for any claim based thereon or on the South Subordinate General Bond Resolution or this Twelfth Supplemental Subordinate Resolution against any member or Commissioner or officer of the Commission or any person executing the Notes. The Notes are not and shall not be in any way a debt or liability of the State or any county or municipality, and do not and shall not create or constitute any indebtedness or obligation, either legal, moral or otherwise, of said State or of any county or municipality, and neither said State nor any county or municipality shall be liable on the Notes, and the Notes are not and shall not be payable out of any funds other than those of the Commission.

Section 219. Severability of Invalid Provision. If any one or more of the provisions, covenants or agreements in this Twelfth Supplemental Subordinate Resolution on the part of the Commission or any fiduciary to be performed should be contrary to law, then such provision or provisions, covenant or covenants, or agreement or agreements shall be deemed separable from the remaining provisions, covenants and agreements and shall in no way affect the validity of the other provisions of this Twelfth Supplemental Subordinate Resolution or of the Notes.

Section 220. Estoppel Statement. The Secretary of the Commission is hereby directed to cause a notice of the adoption of this Twelfth Supplemental Subordinate Resolution, substantially in the form attached hereto as Exhibit A, published in The Star-Ledger, The Record, the Herald News and the Jersey Journal and posted in the office of the Commission and the office of the Clerk of each South Local Unit, in accordance with N.J.S.A. §58:5-46.

Section 221. Effective Date. This Twelfth Supplemental Subordinate Resolution shall take effect upon adoption by the Commission.

Commissioner Ashkinaze offered a motion to adopt the twelfth supplemental subordinate bond resolution of the Wanaque South Project subordinate bonds anticipation notes; seconded by Commissioner Kuser and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Resolution – Nineteenth Supplemental Bond Resolution of the Wanaque North Project Revenue Bonds

Commission Secretary Kim Diamond read the following resolution:

**NINETEENTH SUPPLEMENTAL BOND RESOLUTION
OF THE
NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION
Not Exceeding \$16,550,000
Aggregate Principle Amount of
WANAQUE NORTH PROJECT REVENUE BONDS**

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NINETEENTH SUPPLEMENTAL BOND RESOLUTION OF THE NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION (the “Commission”), a public body corporate and politic of the State of New Jersey (the “State”), organized and existing under and by virtue of the laws of the State, and in particular, N.J.S.A. §58:5-1 et seq., as amended and supplemented (the “Act”).

PRELIMINARY STATEMENT

Pursuant to and in accordance with the provisions of the Act, on January 22, 1988, the Commission adopted that certain resolution entitled, “General Bond Resolution of the North Jersey District Water Supply Commission Securing One or More Series of Wanaque North Project Revenue Bonds” (the “North General Bond Resolution”), as may be amended and supplemented (the North General Bond Resolution and all supplemental resolutions, including this Nineteenth Supplemental Resolution, as such term is defined herein, shall be collectively referred to as the “North Bond Resolution”), authorizing, among other things, the issuance of one or more series of Bonds, including any and all Additional Bonds, as such terms are defined in the North Bond Resolution, by the Commission in order to finance and refinance the Commission's share of the costs of the acquisition, construction and improvement of the Wanaque North Project, as such term is defined in the North Bond Resolution. The interest and principal of such Bonds (including Refunding Bonds) are payable from Revenues (as defined in the North Bond Resolution) available pursuant to the Act. The Commission has secured the payment of interest and principal of the Bonds by a pledge of the Revenues and other collateral provided for in the North Bond Resolution.

The Commission intends to undertake additional improvements to the Commission's Wanaque North Project as described generally on Exhibit B attached hereto (collectively, the “2020 Authorized Project”). The Commission may determine to issue one or more series of bond anticipation notes under the North General Bond Resolution (collectively, the “BANs”) in order to provide interim financing for the 2020 Authorized Project.

Pursuant to the provisions of the New Jersey Infrastructure Bank Financing Program (the “Program”), established pursuant to N.J.S.A. 58:11B-1 et seq. (the “Trust Act”), funds may be available for the purpose of financing certain projects eligible for inclusion in the Program (“Program Eligible Projects”).

As a project that provides water quality improvements, the 2020 Authorized Project qualifies under the Program and the Trust Act as a Program Eligible Project, subject to a final determination made by the New Jersey Infrastructure Bank (the “Bank”) and the New Jersey Department of Environmental Protection (the “DEP”).

The Commission desires to participate in the Program in order to finance all, or a portion, of the costs of the 2020 Authorized Project from (i) the proceeds of one or more loans (collectively, the “Bank Loans”) from the Bank to the Commission, such Bank Loans to be secured by one or more Bonds issued by the Commission to the Bank (collectively, the “Bank Loan Bonds”) pursuant to the North Bond Resolution, and (ii) the proceeds of one or more loans (collectively, the “Fund Loans”, and together with the Bank Loans, the “Loans”) from the State,

acting by and through the DEP (the “Fund”), to the Commission, such loans to be secured by one or more Bonds issued by the Commission to the Fund (collectively, the “Fund Loan Bonds”, and together with the Bank Loan Bonds, the “Loan Bonds”) pursuant to the North Bond Resolution.

The Loan Bonds shall constitute Additional Bonds, pursuant to the North General Bond Resolution, and shall be entitled to the security and benefit of the pledge of and all other rights and benefits provided by the North General Bond Resolution.

The Loan Bonds shall be issued on a parity basis with all other Bonds of the Commission previously issued pursuant to the North Bond Resolution and shall be equally secured by the Trust Estate, as such term is defined in the North Bond Resolution, which includes, without limitation, certain payments made by the local government units of Paterson, Passaic, Clifton, Bloomfield, Glen Ridge, Kearny, Montclair and Newark (collectively, the “North Local Units”) under and pursuant to a Service Contract dated as of 1918, as amended and supplemented (collectively, the “North Service Contract”).

In accordance with the North Service Contract, the Commission has heretofore obtained the consents of each and every North Local Unit, which consents are evidenced by resolutions duly adopted by the governing bodies of the North Local Units.

The Loan Bonds shall be special and limited obligations of the Commission payable only out of Revenues and other moneys pledged under the North Bond Resolution and hereunder for such purposes and shall not create or constitute any indebtedness, liability or obligation of the State or any political subdivision thereof (other than the special limited obligations of the Commission) nor constitute a pledge of the full faith and credit of the State of any such political subdivision.

Pursuant to and in accordance with the provisions of the Act, on August 26, 2020, the Commission caused to be filed with the Clerk of each North Local Unit copies of this Nineteenth Supplemental Resolution and notice of a public comment to be held by the Commission on September 23, 2020 regarding the issuance of the Loan Bonds. Such public comment was held on September 23, 2020.

All acts and things necessary to constitute this Nineteenth Supplemental Resolution a valid resolution according to its terms have been done and performed; the Commission has duly authorized the adoption of this Nineteenth Supplemental Resolution; and the Commission, in the exercise of the legal right and power vested in it, adopts this Nineteenth Supplemental Resolution and proposes to make, execute, issue and deliver the Loan Bonds as contemplated hereunder.

At the time the Loan Bonds are issued by the Commission and authenticated and delivered by the Registrar in accordance with the provisions of the North Bond Resolution, all acts and things necessary to authorize such Loan Bonds and constitute such Loan Bonds valid, binding and legal obligations of the Commission will have been done and performed; now therefore,

BE IT RESOLVED ON THIS 23rd DAY OF SEPTEMBER, 2020, in order to declare the terms and conditions upon which the Loan Bonds are to be authenticated, issued and delivered, and in consideration of the premises, the Commission covenants, for the benefit of the respective holders, from time to time of the Loan Bonds issued hereunder, as follows:

ARTICLE I

Section 101. Short Title. This resolution may hereafter be cited by the Commission, and is hereinafter sometimes referred to, as this “Nineteenth Supplemental Resolution” or “Supplemental Resolution No. 19”.

Section 102. Authority for Supplemental Resolution No. 19. Supplemental Resolution No. 19 supplements the North General Bond Resolution and is adopted pursuant to the provisions of the North General Bond Resolution and in accordance with the terms of Articles II and XII, particularly Section 2.3 and Section 12.1, for the purpose of creating one or more Series of Bonded Indebtedness, as defined therein, and for the purpose of specifying, determining and authorizing certain matters and things relative to the Loan Bonds authorized pursuant to Sections 203, 204 and 205 of this Supplemental Resolution No. 19, and is a Supplemental Resolution. The Commission has ascertained and hereby determines that adoption of this Supplemental Resolution No. 19 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 Commission in accordance with the Act and to carry out and effectuate the plans and purposes of the Act, and that the powers of the Commission herein exercised are in each case exercised in accordance with the provisions of the Act and the North General Bond Resolution and in furtherance of the purposes of the Commission.

Section 103. Definitions. (a) Wherever used or referred to in this Supplemental Resolution No. 19, all words or terms which are defined in Section 1.1 of the North General Bond Resolution or in the Preliminary Statement hereof, 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 1.1 of the North General Bond Resolution or in the Preliminary Statement hereof.

(b) In this Supplemental Resolution No. 19, unless a different meaning clearly appears from the context:

Articles and Sections mentioned by number alone and without qualification by the word “hereof” are the respective Articles and Sections of the North General Bond Resolution so numbered;

“Authorized Officer” shall mean the Chairman, Vice-Chairman or Executive Director of the Commission.

“Bond Counsel” shall mean McManimon, Scotland & Baumann, LLC, or any other attorney at law or firm of attorneys of nationally recognized standing in matters pertaining to the federal exclusion from gross income of interest on bond, notes, or other obligations issued by states and political subdivisions and duly admitted to the practice law before the highest court of any state.

“Code” shall mean the Internal Revenue Code of 1986, as amended, and the Treasury Regulations pertaining thereto which from time to time shall be promulgated;

“Executive Director's Certificate” shall mean any Certificate executed by the Executive Director of the Commission and provided for in Section 207(a) hereof;

“Paying Agent” shall mean the Trustee, acting in its capacity as paying agent with respect to the Loan Bonds pursuant to Section 212(a) hereof and any successor paying agent.

“Program Agreements” shall mean, with respect to any Series of Loan Bonds, collectively the Bank Loan Agreement, the Fund Loan Agreement, the Escrow Agreement and any other agreements which the Commission may enter into from time to time as part of its participation in the Program.

“Record Date” shall mean the close of business on the fifteenth day of the month preceding each month in which there shall fall an Interest Payment Date.

“Registrar” shall mean the Trustee acting in its capacity as registrar, transfer agent and authenticating agent with respect to the Loan Bonds pursuant to Section 212(b) hereof and any successor registrar.

“Trustee” means The Bank of New York Mellon and any successor thereto appointed in accordance with the provisions set forth in Article IX of the North General Bond Resolution for the Trustee (as therein defined).

(c) The terms “herein”, “hereunder”, “hereby”, “hereto”, “hereof, and any similar terms, refer to this Supplemental Resolution No. 19; the term “heretofore” means before the date of adoption of this Supplemental Resolution No. 19; and the term “hereafter” means after the date of adoption of this Supplemental Resolution No. 19; 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.

Section 104. Captions. Any captions or headings preceding the text of any section herein convenience of reference and shall not constitute part of this Supplemental Resolution No. 19 meaning, construction or effect.

ARTICLE II

Section 201. Purpose of the Loan Bonds. Pursuant to the terms and provisions of Section 2.3 of the North General Bond Resolution and this Nineteenth Supplemental Resolution, the Commission does hereby determine to issue the Loan Bonds, from time to time as provided herein, for the purpose of raising additional funds to pay (and/or to refinance BANs issued to provide interim financing for) all or a portion of the Costs of the 2020 Authorized Project, including all costs in connection with the issuance of the Loan Bonds.

Section 202. Approval of the 2020 Authorized Project; Estimated Cost. Pursuant to the terms and provisions of the North General Bond Resolution and this Supplemental Resolution No. 19, the Commission hereby determines to construct, improve or acquire the 2020 Authorized Project, as more fully described in Exhibit B attached hereto. The estimated Cost of the 2020 Authorized Project is \$25,000,000. The portion of said estimated Cost allocated to the North Local Units is \$16,550,000, and such portion of the 2020 Additional Project is hereby designated as part of the Wanaque North Project. The amount that may be expended from amounts to be financed or refinanced from the Loan Bonds for each separate component of the 2020 Authorized Project, as listed in Exhibit B attached hereto, may exceed the estimated Cost thereof as set forth therein, provided (i) such amounts do not exceed the amount approved by DEP for such component and (ii) the sum of all expenditures to be financed or refinanced by the Loan Bonds in respect of the entire 2020 Authorized Project does not exceed \$25,000,000.

Section 203. Authorization of the Loan Bonds. Pursuant to the provisions of Section 2.3 of the North General Bond Resolution, the Commission hereby authorizes the issuance of the Loan Bonds, in one or more Series and from time to time, in an aggregate principal amount not to exceed \$16,550,000, for the purpose of financing or refinancing all or a portion of the Cost of the 2020 Authorized Project, including all costs in connection with the issuance of the Loan Bonds.

Section 204. Authorization and Terms of the Fund Loan Bonds. Subject to and pursuant to the provisions of the North General Bond Resolution, and for the purposes specified in Section 203 hereof, one or more Series of Loan Bonds of the Commission are hereby authorized to be issued from time to time as Fund Loan Bonds. The aggregate principal amount of each Series of the Fund Loan Bonds shall be the amount determined by the Executive Director of the Commission in accordance with the provisions of the respective Project Agreements to be entered into with the Fund on or before the date of delivery of such Fund Loan Bonds to the Fund; provided, however, that the aggregate principal amount of all Fund Loan Bonds and Bank Loan Bonds issued hereunder shall not exceed \$16,550,000, except Bonds issued in lieu thereof or in substitution therefore pursuant to the provisions of the North General Bond Resolution. The Fund Loan Bonds of each Series shall be designated as provided in Section 207(a)(4) hereof and shall mature on such dates in each of the years and in the principal amounts, all as shall be determined by the Executive Director of the Commission on or before the date of delivery of such Fund Loan Bonds. The Fund Loan Bonds shall bear interest at the rate of zero per centum (0%) per annum. Notwithstanding anything contained in the North General Bond Resolution to the contrary, the Fund Loan Bonds of each Series shall be issued in the form of one certificate setting forth the required annual installments of principal payable in each year and the respective rates of interest per annum thereon and shall be in substantially the form attached to the North General Bond Resolution and hereby made a part hereof, with such insertions, omissions or changes as are necessary or desirable. The Fund Loan Bonds of each Series shall be dated such date as may be determined by the Executive Director of the Commission on or before the date of delivery of such Fund Loan Bonds. Notwithstanding anything contained in the North General Bond Resolution to the contrary, principal on the Fund Loan Bonds

of each Series shall be payable on February 1 or August 1 in each year until maturity (which shall not be later than thirty (30) years following the date of issuance thereof), commencing on such date or dates as may be determined by the Executive Director of the Commission. The determinations required by this Section in respect of any Series of Fund Loan Bonds shall be contained in the Executive Director's Certificate authorized by Section 207(a) hereof, and the manual or facsimile signature of the Chairman or Vice Chairman of the Commission on the Fund Loan Bonds shall constitute conclusive evidence of the determinations required by this Section.

Section 205. Authorization and Terms of the Bank Loan Bonds. Subject to and pursuant to the provisions of the North General Bond Resolution, and for the purposes specified in Section 203 hereof, one or more Series of Loan Bonds of the Commission are hereby authorized to be issued from time to time as Bank Loan Bonds. The aggregate principal amount of each Series of the Bank Loan Bonds shall be the amount determined by the Executive Director of the Commission in accordance with the provisions of the respective Project Agreements to be entered into with the Bank on or before the date of delivery of such Bank Loan Bonds to the Bank; provided, however, that the aggregate principal amount of all Fund Loan Bonds and Bank Loan Bonds issued hereunder shall not exceed \$16,550,000, except Bonds issued in lieu thereof or in substitution therefore pursuant to the provisions of the North General Bond Resolution. The Bank Loan Bonds of each Series shall be designated as provided in Section 207(a)(4) hereof and shall mature on such dates in each of the years and in the principal amounts and shall bear interest at a rate or rates of interest per annum from the date thereof until such Bank Loan Bonds shall be paid or discharged, all as shall be determined by the Executive Director of the Commission on or before the date of delivery of such Bank Loan Bonds to the Bank; provided, however, that in no event shall the effective interest cost with respect to any Series of the Bank Loan Bonds exceed six per centum (6%) per annum. Notwithstanding anything contained in the North General Bond Resolution to the contrary, the Bank Loan Bonds of each Series shall be issued in the form of one certificate setting forth the required annual installments of principal payable in each year and the respective rates of interest per annum thereon and shall be in substantially the form attached to the North General Bond Resolution and hereby made a part hereof, with such insertions, omissions or changes as are necessary or desirable. The Bank Loan Bonds of each Series shall be dated such date as may be determined by the Executive Director of the Commission on or before the date of delivery of such Bank Loan Bonds, and the Bank Loan Bonds of such Series shall bear interest from such date. Notwithstanding anything contained in the North General Bond Resolution to the contrary, interest on the Bank Loan Bonds of each Series shall be payable each February 1 and August 1 in each year until maturity, commencing on such date or dates as may be determined by the Executive Director of the Commission, and principal on such Bank Loan Bonds shall be payable August 1 in each year until maturity (which shall not be later than thirty (30) years following the date of issuance thereof), commencing on such date or dates as may be determined by the Executive Director of the Commission. The determinations required by this Section in respect of any Series of Bank Loan Bonds shall be contained in the Executive Director's Certificate authorized by Section 207(a) hereof, and the manual or facsimile signature of the Chairman or Vice Chairman of the Commission on the Bank Loan Bonds shall constitute conclusive evidence of the determinations required by this Section.

Section 206. Privilege of Redemption of the Loan Bonds. The Loan Bonds of each Series may be subject to optional redemption prior to maturity by or on behalf of the Commission, mandatory redemption at the direction of the Bank or the Fund, and/or special redemption from unexpended bond proceeds or from the net proceeds of any insurance, recovery or condemnation, all as shall be determined by the Executive Director in accordance with Section 207(a)(3) hereof and the terms and provisions set forth in the respective Program Agreements, and in accordance with the terms and provisions of Article IV of the North General Bond Resolution. Notwithstanding

the provisions of the North General Bond Resolution, notice of any such redemption shall be given in the manner specified in the Executive Director's Certificate.

Section 207. Additional Terms of the Loan Bonds; Delegation of Authority.

(a) There is hereby delegated to the Executive Director of the Commission, subject to the limitations contained herein and in the North General Bond Resolution, the power with respect to each Series of the Loan Bonds to determine, direct and carry out the following:

(1) The date or dates, maturity date or dates, the aggregate principal amount and the principal amount of each maturity of such Series of the Loan Bonds;

(2) The interest rate or rates of the Loan Bonds of such Series, the date from which interest on such Loan Bonds shall accrue, and the first interest payment date;

(3) The Redemption Price or Prices, if any, and subject to Article III of the North General Bond Resolution, the redemption terms, if any, for the Loan Bonds of such Series, and the terms for the giving of notice thereof; provided, however, that the Redemption Price of any Loan Bonds subject to redemption at the election of the Commission or in accordance with the North General Bond Resolution shall not be greater than one hundred percent (100%) of the principal amount of the Loan Bonds or portion thereof to be redeemed, plus accrued interest to the date of redemption;

(4) The form of the Loan Bonds of such Series and the designation thereof, which shall contain the words "Wanaque North Project Revenue Bonds", followed by a Series designator;

(5) The application of the proceeds of the Loan Bonds, and in connection therewith there may be established one or more funds and accounts to be held by the Trustee pending application thereof; and

(6) The insertion of any other details or provision (including any additional designations of any Loan Bonds) deemed necessary, desirable or convenient by the Executive Director of the Commission or upon advice of Bond Counsel, which details and provisions are not in conflict with the provisions hereof or of the North General Bond Resolution. (If an issue of conflict arises between the Executive Director's Certificate and this Supplemental Resolution No. 19 with respect to the details or provisions contained in the Executive Director's Certificate, the Executive Director may rely exclusively upon an opinion of Bond Counsel.).

(7) (a) The Executive Director shall execute an Executive Director's Certificate in respect of each Series of the Loan Bonds evidencing determinations or other actions taken pursuant to the authority granted herein, and any such Certificate shall be conclusive evidence of the action or determination of the Executive Director as to the matters stated therein.

(b) Each Series of Loan Bonds shall be issued in registered form and shall be numbered from R-1 upwards in order of their issuance, or in any other manner deemed appropriate by the Trustee.

(c) Each Series of Loan Bonds shall be signed on behalf of the Commission by the manual or facsimile signature of the Chairman, Vice-Chairman or Executive Director and the corporate seal or a facsimile of the corporate seal of the Commission shall be engraved, impressed or otherwise reproduced thereon and attested by the manual or facsimile signature of the Secretary or

Assistant Secretary. The Registrar shall act as authenticating agent with respect to the Loan Bonds. The certificate of authentication of the Registrar shall be manually signed on behalf of the Registrar by an authorized officer of the Registrar identified in a certificate of the Registrar which shall have been delivered to the Commission.

(d) In case any officer whose facsimile signature shall appear on any Loan Bonds shall cease to be such officer before the delivery thereof, such facsimile signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until after such delivery.

(e) The Loan Bonds shall be authenticated by the Registrar and delivered to the purchasers thereof in accordance with written instructions of the Commission upon receipt by the Trustee of (i) the net proceeds of the issuance and sale of the Loan Bonds, the amount of which shall be certified by the Commission to the Trustee and which proceeds shall be applied as provided in the Executive Director's Certificate authorized pursuant to paragraph (a) above, and (ii) each other item set forth in Sections 2.2(a), 2.3 and 12.2 of the North General Bond Resolution; provided, however, that in the event any Series of Loan Bonds is issued as a “draw down” obligation, it shall be sufficient for purposes of clause (i) above that the respective Program Documents provide for the payment of proceeds to the Commission over time.

(f) The Debt Service Reserve Fund Requirement with respect to the Loan Bonds shall be zero. As a condition to the issuance of the Loan Bonds, the Fund and the Bank shall each provide to the Commission a written waiver by which the Loan Bonds will not be entitled to the benefits of the Debt Service Reserve Fund. Notwithstanding anything to the contrary in the North General Bond Resolution, the Loan Bonds shall not be entitled to share in the security of the Debt Service Reserve Fund established for any parity bonds.

Section 208. Approval of the Program Agreements. Prior to the issuance of any Series of Loan Bonds, the Commission shall, by resolution, approve the forms of the respective Program Agreements relating to such Loan Bonds. Upon such approval (which may be in respect of the Program Agreements for a specific Series or for one or more such Series), the Chairman and Vice Chairman of the Commission are hereby authorized and directed to execute and deliver the Program Agreements with such changes, insertions and omissions as may be approved by an Authorized Officer of the Commission, and the Secretary of the Commission is hereby authorized and directed to affix the seal of the Commission and the Program Agreements and attest the same. The execution of the Program Agreements by an Authorized Officer of the Commission shall be conclusive evidence of any approval required by this Section.

Section 209. Award of the Loan Bonds. Each Series of the Fund Loan Bonds is hereby sold and awarded to the Fund pursuant to and upon the terms and conditions set forth herein and in the respective Program Agreements pertaining thereto. Each Series of the Bank Loan Bonds is hereby sold and awarded to the Bank pursuant to and upon the terms and conditions set forth herein and in respective Program Agreements pertaining thereto.

Section 210. Determination of Debt Service Fund Requirements of the Loan Bonds. (a) For purposes of Section 5.5(1) of the North General Bond Resolution, and for all other relevant purposes, the Debt Service Fund Requirement with respect to the Loan Bonds for each below-indicated date of withdrawal of moneys from the Revenue Fund shall equal the corresponding below-indicated Debt Service Fund Requirement amounts, which amounts in each case shall be determined by the Commission and certified by the Commission to the Trustee:

Withdrawal Date	Debt Service Fund Requirement
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Last Business Day of:	
(a) January	(a) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent February 1, plus one-half of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus the full amount of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.
(b) April	(b) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent May 1, plus three-quarters of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus one-quarter of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.
(c) July	(c) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent August 1, plus the full amount of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus one-half of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.
(d) October	(d) accrued and unpaid interest on all Outstanding Loan Bonds through and including the next subsequent November 1, plus one-quarter of the principal amount of Loan Bonds which mature on the next subsequent August 1, plus three-quarters of the principal amount of the Fund Loan Bonds which mature on the next subsequent February 1.

Section 211. Priority of Source of Moneys to be Deposited in the Debt Service Fund.
If on the last Business Day prior to any date on which interest or principal shall be due and payable with respect to the Loan Bonds the amount held in the Debt Service Fund shall be less than the amount required to be in such Fund pursuant to Section 5.5(1) of the North General Bond Resolution, the Trustee shall withdraw moneys for deposit into the Debt Service Fund on such date from the following sources in the below indicated order of priority, to the extent necessary to make up the deficiency:

- (1) first, from moneys held in the Revenue Fund;
- (2) next, from moneys held in the Renewal and Replacement Fund;
- (3) next, from moneys held in the Credit Facility and Insurance Fund;
- (4) next, from moneys held in the Subordinated Debt Service Fund; and

(5) next, from any other revenues or moneys pledged to the payment of the Loan Bonds, if any.

Section 212. Paying Agent; Registrar. (a) Paying Agent. The Trustee is hereby designated to be the initial Paying Agent with respect to the Loan Bonds. The Paying Agent shall act as paying agent with respect to the Loan Bonds and shall perform the duties of the Paying Agent as are set forth herein and in the North General Bond Resolution and shall hold all sums delivered to it for the payment of principal of, redemption premium, if any, and interest on the Loan Bonds in trust for the benefit of the Registered Owners until such sums shall be paid to the Registered Owners or otherwise disposed of as herein provided. The Trustee, which may act by means of agents, shall signify its acceptance of the duties and obligations of the Paying Agent imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(b) Registrar. The Trustee is hereby designated to be the initial Registrar. The Registrar, which may act by means of agents, shall:

(i) keep such books and records as shall be consistent with prudent industry practice and make such books and records, including the books of registration for the Loan Bonds, available for inspection by the parties hereto;

(ii) promptly report to the Trustee all authentications of Loan Bonds transferred, exchanged or remarketed and any information received by it concerning the names and addresses of Bondowners; and

(iii) discharge each additional responsibility and obligation imposed on the Registrar pursuant to the North General Bond Resolution and this Nineteenth Supplemental Resolution.

The Registrar shall signify its acceptance of the duties and obligations of the Registrar imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(c) Removal or Resignation of Paying Agent and Registrar. (i) The Commission may discharge the Paying Agent and/or the Registrar from time to time and appoint a successor to either of them. The Commission shall also designate a successor if the Paying Agent and/or the Registrar resigns or becomes ineligible. The Paying Agent and/or the Registrar may resign by giving at least thirty (30) days' written notice to the parties hereto. Each successor Paying Agent and/or the Registrar shall be a commercial bank or trust company having a capital and surplus of not less than \$50,000,000 and shall be registered as a transfer agent with the Securities and Exchange Commission. The Paying Agent and the Registrar each may, but need not, be the same person as the Trustee. The Commission shall give notice of the appointment of a successor Paying Agent and/or Registrar in writing to each Bondowner. The Commission will promptly certify to the Trustee that it has mailed such notice to all Bondowners, and such certificate will be conclusive evidence that such notice was given in the manner required hereby.

(ii) In the event of the resignation or removal of the Paying Agent or the Registrar, as the case maybe, the Paying Agent shall pay over, assign and deliver any moneys and Loan Bonds held by it, and the Registrar shall deliver the books of registry maintained by it and unauthenticated Loan Bonds held by it, to their respective successors or, if there be no successor, to the Trustee.

(d) Successor Agents. (i) Any corporation, association, partnership or firm which succeeds to the business of the Paying Agent or the Registrar (collectively, the “Agents”) as a whole or substantially as a whole, whether by sale, merger, consolidation or otherwise, shall thereby become vested with all the property, rights and powers of such Agent under this Supplemental Resolution No. 19 and any other agreement governing the rights and obligations of the Agents.

(ii) In the event that an Agent (or Agents) shall resign or be removed, or be dissolved, or if the property or affairs of an Agent (or Agents) shall be taken under the control of any state or federal court or administrative body because of bankruptcy or insolvency, or for any other reason, and the Commission shall not have appointed its successor, the Trustee shall appoint a successor and, if no appointment is made within thirty (30) days from the effective date of the resignation, shall apply to a court of competent jurisdiction for such appointment.

(e) Benefit of Provisions of North General Bond Resolution. The Paying Agent and the Registrar each shall be entitled to the benefits of, and shall be governed in the performance of their respective duties by, the provisions of Article IX of the North General Bond Resolution, in the same manner as the Trustee.

Section 213. Successors and Assigns of Commission Bound by Supplemental Resolution No. 19. All the covenants, stipulations, promises and agreements in this Supplemental Resolution No. 19 contained by or on behalf of the Commission or the Trustee shall inure to the benefit of and shall bind their respective successors and assigns, whether so expressed or not.

Section 214. Official Acts by Successors. Any act or proceeding by any provision of this Supplemental Resolution No. 19 authorized or required to be done or performed by any board, committee or officer of the Commission shall and may be done and performed with like force and effect by the like board, committee or officer of any corporation that shall at the time be the lawful sole successor of the Commission.

Section 215. Notice or Demand Served by Mail. (a) With respect to any matters pertaining to the Loan Bonds, unless otherwise expressly specified or permitted by the terms of this Supplemental Resolution No. 19, all notices shall be deemed given when in writing and mailed by first-class mail, postage prepaid, as follows:

If to the Commission:	The North Jersey District Water Supply Commission One Frank A. Orechio Drive Wanaque, New Jersey 07465 Attn: Executive Director
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If to the Trustee:	The Bank of New York Mellon 385 Rifle Camp Road, 3rd Floor Woodland Park, New Jersey 07424 Attn: Corporate Trust Department
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(b) The Commission or the Trustee, may, by notice given in the manner described herein, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent, which notice shall be deemed given when received.

Section 216. Resolution to Constitute a Contract; Governing Law. This Supplemental Resolution No. 19 and the Bonded Indebtedness authorized hereby shall be deemed to be contracts made under the laws of the State and for all purposes shall be construed in accordance with the laws of the State.

Section 217. Legal Holidays. If the date for making any payment or the last date for performance of any act or the exercising of any right, as provided in this Supplemental Resolution No. 19 or the Loan Bonds, shall not be a Business Day, such payment may, unless otherwise provided herein or in the Loan Bonds, be made or act performed or right exercised on the next succeeding Business Day with the same force and effect as if done on the nominal date provided herein or in the Loan Bonds, and no interest shall accrue for the period after such nominal date.

Section 218. Benefits of Provisions of Supplemental Resolution No. 19 and Loan Bonds. Nothing in this Supplemental Resolution No. 19 or in the Bonded Indebtedness issued hereunder, expressed or implied, shall give or be construed to give any person, firm or corporation, other than the Commission, the Trustee and the Holders of the Loan Bonds, any legal or equitable right, remedy or claim under or in respect of this Supplemental Resolution No. 19, or under any covenant, condition and provision herein contained; all its covenants, conditions and provisions being for the sole benefit of the Commission, the Trustee and of the Holders of the Loan Bonds.

Section 219. Actions to be Taken on Behalf of the Commission. The various commissioners and officers and employees of the Commission, including the Executive Director, the Deputy Executive Director and the Comptroller, are hereby authorized and directed to execute and deliver all documents and to do all matters necessary, useful, convenient or desirable to accomplish the purposes of this Supplemental Resolution No. 19 and to meet the requirements of the Bank and the Fund with respect to the issuance of the Loan Bonds.

Section 220. Prior Action. All action taken to date by the officers, employees and agents of the Commission with respect to the Loan Bonds hereby are approved, ratified, adopted and confirmed.

Section 221. Successors and Assigns. Whenever in this Supplemental Resolution No. 19 the Commission is named or referred to, it shall and shall be deemed to include its successors and assigns whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the Commission contained in this Supplemental Resolution No. 19 shall bind and inure to the benefit of such successors and assigns and of any officer, board, commission, authority, agent or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the Commission or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions of this Supplemental Resolution No. 19.

Section 222. Declaration of Official Intent. This Supplemental Resolution No. 19 is intended to be, and hereby is, a declaration of the Commission's official intent to reimburse the expenditure of the 2020 Authorized Project costs paid prior to the issuance of the Loan Bonds with the proceeds of a borrowing to be incurred by the Commission, in accordance with Treasury Regulations §1.150-2. The 2020 Authorized Project costs to be reimbursed with the proceeds of the Loan Bonds, if any, 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 Sections 142 through 147, inclusive, of the Code. The proceeds of the Loan Bonds used to reimburse the Commission for 2020 Authorized 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 Loan Bonds or another issue of debt obligations of the Commission, 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 Loan Bonds is paid or (ii) the date the 2020 Authorized 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.

Section 223. No Recourse on Loan Bonds. No recourse shall be had for the payment of the principal of or the interest on the Loan Bonds or for any claim based thereon or on the North General Bond Resolution or this Supplemental Resolution No. 19 against any member or Commissioner or officer of the Commission or any person executing the Loan Bonds. The Loan Bonds are not and shall not be in any way a debt or liability of the State or any county or municipality, and do not and shall not create or constitute any indebtedness or obligation, either legal, moral or otherwise, of said State or of any county or municipality, and neither said State nor any county or municipality shall be liable on the Loan Bonds, and the Loan Bonds are not and shall not be payable out of any funds other than those of the Commission.

Section 224. Severability of Invalid Provision. If any one or more of the provisions, covenants or agreements in this Supplemental Resolution No. 19 on the part of the Commission or any fiduciary to be performed should be contrary to law, then such provision or provisions, covenant or covenants, or agreement or agreements shall be deemed separable from the remaining provisions, covenants and agreements and shall in no way affect the validity of the other provisions of this Supplemental Resolution No. 19 or of the Loan Bonds.

Section 225. Estoppel Statement. The Secretary of the Commission is hereby directed to cause a notice of the adoption of this Supplemental Resolution No. 19, substantially in the form attached hereto as Exhibit A, published in The Star-Ledger, The Record, the Herald News and the Jersey Journal and posted in the office of the Commission and the office of the Clerk of each North Local Unit, in accordance with N.J.S.A. §58:5-46.

Section 226. Effective Date. This Supplemental Resolution No. 19 shall take effect upon adoption by the Commission.

Commissioner Cassella offered a motion to adopt the nineteenth supplemental bond resolution of the Wanaque North Project revenue bonds; seconded by Commissioner Ashkinaze and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Resolution – Twentieth Supplemental Bond Resolution of the Wanaque North Project Bond Anticipation Notes

Commission Secretary Kim Diamond read the following resolution:

**TWENTIETH SUPPLEMENTAL BOND RESOLUTION
OF THE
NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION
Not Exceeding \$16,550,000
Aggregate Principal Amount of
WANAQUE NORTH PROJECT BOND ANTICIPATION NOTES**

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TWENTIETH SUPPLEMENTAL BOND RESOLUTION OF THE NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION (the “Commission”), a public body corporate and politic of the State of New Jersey (the “State”), organized and existing under and by virtue of the laws of the State, and in particular, N.J.S.A. §58:5-1 et seq., as amended and supplemented (the “Act”).

PRELIMINARY STATEMENT

Pursuant to and in accordance with the provisions of the Act, on January 22, 1988, the Commission adopted that certain resolution entitled, “General Bond Resolution of the North Jersey District Water Supply Commission Securing One or More Series of Wanaque North Project Revenue Bonds” (the “North General Bond Resolution”), as may be amended and supplemented (the North General Bond Resolution and all supplemental resolutions, including this Twentieth Supplemental Resolution, as such term is defined herein, shall be collectively referred to as the “North Bond Resolution”), authorizing, among other things, the issuance of one or more series of Bonds, including any and all Additional Bonds, as such terms are defined in the North Bond Resolution, by the Commission in order to finance and refinance the Commission's share of the costs of the acquisition, construction and improvement of the Wanaque North Project, as such term is defined in the North Bond Resolution. The interest and principal of such Bonds (including Refunding Bonds) are payable from Revenues (as defined in the North Bond Resolution) available pursuant to the Act. The Commission has secured the payment of interest and principal of the Bonds by a pledge of the Revenues and other collateral provided for in the North Bond Resolution.

The Commission has heretofore adopted its Nineteenth Supplemental Bond Resolution on September 23, 2020 pursuant to the North General Bond Resolution (the “Nineteenth Supplemental Resolution”), by which the Commission authorized the undertaking of additional improvements to the Commission's Wanaque North Project as described generally on Exhibit B attached thereto (collectively, the “2020 Authorized Project”).

Pursuant to the provisions of the New Jersey Infrastructure Bank Financing Program (the “Program”), established pursuant to N.J.S.A. 58:11B-1 et seq. (the “Trust Act”), funds may be available for the purpose of financing certain projects eligible for inclusion in the Program (“Program Eligible Projects”).

As a project that provides water quality improvements, the 2020 Authorized Project qualifies under the Program and the Trust Act as a Program Eligible Project, subject to a final determination made by the New Jersey Infrastructure Bank (the “Bank”) and the New Jersey Department of Environmental Protection (the “DEP”).

The Commission desires to participate in the Program in order to finance all, or a portion, of the costs of the 2020 Authorized Project from (i) the proceeds of one or more loans (collectively, the “Bank Loans”) from the Bank to the Commission, such Bank Loans to be secured by one or more Bonds issued by the Commission to the Bank (collectively, the “Bank Loan Bonds”) pursuant to the North Bond Resolution, and (ii) the proceeds of one or more loans (collectively, the “Fund Loans”, and together with the Bank Loans, the “Loans”) from the State, acting by and through the DEP (the “Fund”), to the Commission, such loans to be secured by one or more Bonds issued by the Commission to the Fund (collectively, the “Fund Loan Bonds”, and together with the Bank Loan Bonds, the “Loan Bonds”) pursuant to the North Bond Resolution.

The Loan Bonds shall constitute Additional Bonds, pursuant to the North General Bond Resolution, and shall be entitled to the security and benefit of the pledge of and all other rights and benefits provided by the North General Bond Resolution.

The Loan Bonds shall be issued on a parity basis with all other Bonds of the Commission previously issued pursuant to the North Bond Resolution and shall be equally secured by the Trust Estate, as such term is defined in the North Bond Resolution, which includes, without limitation, certain payments made by the local government units of Paterson, Passaic, Clifton, Bloomfield, Glen Ridge, Kearny, Montclair and Newark (collectively, the “North Local Units”) under and pursuant to a Service Contract dated as of 1918, as amended and supplemented (collectively, the “North Service Contract”).

In accordance with the North Service Contract, the Commission has heretofore obtained the consents of each and every North Local Unit, which consents are evidenced by resolutions duly adopted by the governing bodies of the North Local Units.

The Loan Bonds shall be special and limited obligations of the Commission payable only out of Revenues and other moneys pledged under the North Bond Resolution and hereunder for such purposes and shall not create or constitute any indebtedness, liability or obligation of the State or any political subdivision thereof (other than the special limited obligations of the Commission) nor constitute a pledge of the full faith and credit of the State of any such political subdivision.

The Commission has determined to issue one or more series of bond anticipation notes under the North General Bond Resolution (collectively, the “Notes”) in order to provide interim financing for the

2020 Authorized Project, and to sell such Notes to the Bank in accordance with its note purchase program.

The Notes shall be special and limited obligations of the Commission payable only out of the “Notes Trust Estate” pledged under this Twentieth Supplemental Resolution for such purposes and shall not create or constitute any indebtedness, liability or obligation of the State or any political subdivision thereof (other than the special limited obligations of the Commission) nor constitute a pledge of the full faith and credit of the State or any such political subdivision.

Pursuant to and in accordance with the provisions of the Act, on August 26, 2020, the Commission caused to be filed with the Clerk of each North Local Unit copies of this Twentieth Supplemental Resolution and notice of a public comment to be held by the Commission on September 23, 2020 regarding the issuance of the Notes. Such public comment was held on September 23, 2020.

All acts and things necessary to constitute this Twentieth Supplemental Resolution a valid resolution according to its terms have been done and performed; the Commission has duly authorized the adoption of this Twentieth Supplemental Resolution; and the Commission, in the exercise of the legal right and power vested in it, adopts this Twentieth Supplemental Resolution and proposes to make, execute, issue and deliver the Notes as contemplated hereunder.

At the time the Notes are issued by the Commission and authenticated and delivered by the Registrar in accordance with the provisions of the North Bond Resolution, all acts and things necessary to authorize such Notes and constitute such Notes valid, binding and legal obligations of the Commission will have been done and performed; now therefore,

BE IT RESOLVED ON THIS 23rd DAY OF SEPTEMBER, 2020, in order to declare the terms and conditions upon which the Notes are to be authenticated, issued and delivered, and in consideration of the premises, the Commission covenants, for the benefit of the respective holders, from time to time of the Notes issued hereunder, as follows:

Section 101. Short Title. This resolution may hereafter be cited by the Commission, and is hereinafter sometimes referred to, as this “Twentieth Supplemental Resolution” or “Supplemental Resolution No. 20”.

Section 102. Authority for Supplemental Resolution No. 20. Supplemental Resolution No. 20 supplements the General Bond Resolution and is adopted pursuant to the provisions of the North General Bond Resolution and in accordance with the terms of Articles II and XII, particularly Section 2.5 and Section 12.1, for the purpose of creating one or more Series of Bonded Indebtedness, as defined therein, and for the purpose of specifying, determining and authorizing certain matters and things relative to the Notes authorized pursuant to Sections 203 and 204 of this Supplemental Resolution No. 20, and is a Supplemental Resolution. The Commission has ascertained and hereby determines that adoption of this Supplemental Resolution No. 20 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 Commission in accordance with the Act and to carry out and effectuate the plans and purposes of the Act, and that the powers of the Commission herein exercised are in each case exercised in accordance with the provisions of the Act and the North General Bond Resolution and in furtherance of the purposes of the Commission.

Section 103. Definitions. (a) Wherever used or referred to in this Supplemental Resolution No. 20, all words or terms which are defined in Section 1.1 of the North General Bond Resolution or in the Preliminary Statement hereof, 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 1.1 of the North General Bond Resolution or in the Preliminary Statement hereof

(b) In this Supplemental Resolution No. 20, unless a different meaning clearly appears from the context:

Articles and Sections mentioned by number alone and without qualification by the word “hereof” are the respective Articles and Sections of the North General Bond Resolution so numbered;

“Authorized Officer” shall mean the Chairman, Vice-Chairman or Executive Director of the Commission.

“Bond Counsel” shall mean McManimon, Scotland & Baumann, LLC, or any other attorney at law or firm of attorneys of nationally recognized standing in matters pertaining to the federal exclusion from gross income of interest on bond, notes, or other obligations issued by states and political subdivisions and duly admitted to the practice law before the highest court of any state.

“Code” shall mean the Internal Revenue Code of 1986, as amended, and the Treasury Regulations pertaining thereto which from time to time shall be promulgated;

“Executive Director's Certificate” shall mean any Certificate executed by the Executive Director of the Commission and provided for in Section 206(a) hereof;

“Notes Trust Estate” shall have the meaning set forth in Section 202 hereof;

“Paying Agent” shall mean the Trustee, acting in its capacity as paying agent with respect to the Notes pursuant to Section 208(a) hereof and any successor paying agent.

“Record Date” shall mean the close of business on the fifteenth day of the month preceding each month in which there shall fall an Interest Payment Date.

“Registrar” shall mean the Trustee acting in its capacity as registrar, transfer agent and authenticating agent with respect to the Notes pursuant to Section 208(b) hereof and any successor registrar.

“Trustee” means The Bank of New York Mellon and any successor thereto appointed in accordance with the provisions set forth in Article IX of the North General Bond Resolution for the Trustee (as therein defined).

(c) The terms “herein”, “hereunder”, “hereby”, “hereto”, “hereof”, and any similar terms, refer to this Supplemental Resolution No. 20; the term “heretofore” means before the date of adoption of this Supplemental Resolution No. 20; and the term “hereafter” means after the date of adoption of this Supplemental Resolution No. 20; 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.

Section 104. Captions. Any captions or headings preceding the text of any section herein convenience of reference and shall not constitute part of this Supplemental Resolution No. 20 meaning, construction or effect.

ARTICLE II

Section 201. Purpose of the Notes. Pursuant to the terms and provisions of Section 2.5 of the North General Bond Resolution and this Twentieth Supplemental Resolution, the Commission does hereby determine to issue the Notes, from time to time as provided herein, for the purpose of raising additional funds to pay (and/or to refinance Notes previously issued to pay) all or a portion of the Costs of the 2020 Authorized Project, including all costs in connection with the issuance of the Notes.

Section 202. Pledge Securing the Notes. Pursuant to the terms and provisions of Section 2.5 of the North General Bond Resolution, there are hereby pledged for the payment of the Notes issued from time to time hereunder the following (collectively, the “Notes Trust Estate”): (i) the proceeds of the sale of the Loan Bonds, to the extent such Loan Bonds are issued for the purpose of refinancing the Notes; (ii) the proceeds of the sale of any subsequent Series of Notes, to the extent such Notes are issued for the purpose of refinancing any previously-issued Notes; and (iii) if so determined by the Executive Director in accordance with Section 206(a)(7) hereof, the Revenues (which may be on a parity with or subordinate to the pledge of the Revenues under the North General Bond Resolution in respect of Bonds issued thereunder). The pledges in clauses (i) and (ii) above have priority over any other pledge under the North General Bond Resolution. Except to the extent of any pledge of the Revenues pursuant to clause (iii) above, the Notes shall not be entitled to payment from any of the funds and accounts established under the North General Bond Resolution in respect of Bonds issued thereunder.

Section 203. Authorization of the Notes. Pursuant to the provisions of Section 2.5 of the North General Bond Resolution, the Commission hereby authorizes the issuance of the Notes, in one or more Series and from time to time, in an aggregate principal amount not to exceed \$16,550,000, for the purpose of financing or refinancing all or a portion of the Cost of the 2020 Authorized Project, including all costs in connection with the issuance of the Notes.

Section 204. Terms of the Notes. Subject to and pursuant to the provisions of the North General Bond Resolution, and for the purposes specified in Section 2.5 hereof, one or more Series of Notes of the Commission are hereby authorized to be issued from time to time and sold to the Bank in accordance with its note purchase program. The aggregate principal amount of each Series of the Notes shall be the amount determined by the Executive Director of the Commission in accordance with the requirements of the Bank on or before the date of delivery of such Notes to the Bank; provided, however, that the aggregate principal amount of all Notes issued hereunder shall not exceed \$16,550,000, except Notes issued in lieu thereof or in substitution therefor pursuant to the provisions of the North General Bond Resolution. The Notes of each Series shall be designated as provided in Section 206(a)(4) hereof and shall mature on such dates in each of the years and in the principal amounts, all as shall be determined by the Executive Director of the Commission on or before the date of delivery of such Notes. The Notes shall bear interest at the rate of zero per centum (0%) per annum. Notwithstanding anything contained in the North General Bond Resolution to the contrary, the Notes of each Series shall be issued in the form of one certificate setting forth the required annual installments of principal payable in each year and the respective rates of interest per annum thereon and shall be in substantially the form attached as Exhibit B hereto and hereby made a part hereof, with such insertions, omissions or changes as are necessary or desirable. The Notes of each Series shall be dated such date as may be determined by the Executive Director of the Commission on or before the date of delivery of such Notes. Notwithstanding anything contained in the North General Bond Resolution to the contrary, principal on the Notes of each Series shall be payable on such date or dates (which shall not be later than five (5) years following the date of issuance thereof), commencing on such date or dates as may be determined by the Executive Director of the Commission. The determinations required by this Section in respect of any Series of Notes shall be contained in the Executive Director's Certificate authorized by Section 206(a) hereof, and the manual or facsimile signature of the Chairman or Vice Chairman of the Commission on the Notes shall constitute conclusive evidence of the determinations required by this Section.

Section 205. Privilege of Redemption of the Notes. The Notes of each Series may be subject to optional redemption prior to maturity by or on behalf of the Commission, mandatory redemption at the direction of the Bank, and/or special redemption from unexpended note proceeds or from the net proceeds of any insurance, recovery or condemnation, all as shall be determined by the Executive Director in accordance with Section 206(a)(3) hereof and the requirements of the Bank, and in accordance with the terms and provisions of Article IV of the North General Bond Resolution. Notwithstanding the provisions of the North General Bond Resolution, notice of any such redemption shall be given in the manner specified in the Executive Director's Certificate.

Section 206. Additional Terms of the Notes; Delegation of Authority.

(a) There is hereby delegated to the Executive Director of the Commission, subject to the limitations contained herein and in the North General Bond Resolution, the power with respect to each Series of the Notes to determine, direct and carry out the following:

(1) The date or dates, maturity date or dates, the aggregate principal amount and the principal amount of each maturity of such Series of the Notes;

(2) The interest rate or rates of the Notes of such Series, the date from which interest on such Notes shall accrue, and the first interest payment date;

(3) The Redemption Price or Prices, if any, and subject to Article III of the North General Bond Resolution, the redemption terms, if any, for the Notes of such Series, and the terms for the giving of notice thereof; provided, however, that the Redemption Price of any Notes subject to redemption at the election of the Commission or in accordance with the North General Bond Resolution shall not be greater than one hundred percent (100%) of the principal amount of the Notes or portion thereof to be redeemed, plus accrued interest to the date of redemption;

(4) The form of the Notes of such Series and the designation thereof, which shall contain the words "Wanaque North Project Bond Anticipation Notes", followed by a Series designator;

(5) The application of the proceeds of the Notes, and in connection therewith there may be established one or more funds and accounts to be held by the Trustee pending application thereof;

(6) The insertion of any other details or provision (including any additional designations of any Notes) deemed necessary, desirable or convenient by the Executive Director of the Commission or upon advice of Bond Counsel, which details and provisions are not in conflict with the provisions hereof or of the North General Bond Resolution. (If an issue of conflict arises between the Executive Director's Certificate and this Supplemental Resolution No. 20 with respect to the details or provisions contained in the Executive Director's Certificate, the Executive Director may rely exclusively upon an opinion of Bond Counsel.); and

(7) If required by the Bank, the Executive Director may provide in the Executive Director's Certificate for a pledge of the Revenues for the benefit of the Notes of such Series, which pledge may be on a parity with or subordinate to the pledge of the Revenues under the North General Bond Resolution in respect of Bonds issued under the North General Bond Resolution.

(a) The Executive Director shall execute an Executive Director's Certificate in respect of each Series of the Notes evidencing determinations or other actions taken pursuant to the authority granted herein, and any such Certificate shall be conclusive evidence of the action or determination of the Executive Director as to the matters stated therein.

(b) Each Series of Notes shall be issued in registered form and shall be numbered from R-1 upwards in order of their issuance, or in any other manner deemed appropriate by the Trustee.

(c) Each Series of Notes shall be signed on behalf of the Commission by the manual or facsimile signature of the Chairman, Vice-Chairman or Executive Director and the corporate seal or a facsimile of the corporate seal of the Commission shall be engraved, impressed or otherwise reproduced thereon and attested by the manual or facsimile signature of the Secretary or Assistant Secretary. The Registrar shall act as authenticating agent with respect to the Notes. The certificate of authentication of the Registrar shall be manually signed on behalf of the Registrar by an authorized officer of the Registrar identified in a certificate of the Registrar which shall have been delivered to the Commission.

(d) In case any officer whose facsimile signature shall appear on any Notes shall cease to be such officer before the delivery thereof, such facsimile signature shall nevertheless be valid and sufficient for all purposes as if such officer had remained in office until after such delivery.

(e) The Notes shall be authenticated by the Registrar and delivered to the purchasers thereof in accordance with written instructions of the Commission upon receipt by the Trustee of (i) the net proceeds of the issuance and sale of the Notes, the amount of which shall be certified by the Commission to the Trustee and which proceeds shall be applied as provided in the Executive Director's Certificate authorized pursuant to paragraph (a) above, and (ii) each other item set forth in Sections 2.2(a), 2.5 (including by reference the certificate of the Consulting Engineer required by Section 2.3(1)) and 12.2 of the North General Bond Resolution; provided, however, that in the event any Series of Notes is issued as a "draw down" obligation, it shall be sufficient for purposes of clause (i) above that the Note provides for the payment of proceeds to the Commission over time.

(f) The Notes shall not be entitled to share in the security of the Debt Service Reserve Fund established under the North General Bond Resolution.

Section 207. Award of the Notes. Each Series of the Notes is hereby sold and awarded to the Bank pursuant to and upon the terms and conditions set forth herein, at a purchase price equal to the principal amount thereof.

Section 208. Paving Agent; Registrar. (a) Paying Agent. The Trustee is hereby designated to be the initial Paying Agent with respect to the Notes. The Paying Agent shall act as paying agent with respect to the Notes and shall perform the duties of the Paying Agent as are set forth herein and in the North General Bond Resolution and shall hold all sums delivered to it for the payment of principal of, redemption premium, if any, and interest on the Notes in trust for the benefit of the Registered Owners until such sums shall be paid to the Registered Owners or otherwise disposed of as herein provided. The Trustee, which may act by means of agents, shall signify its acceptance of the duties and obligations of the Paying Agent imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(b) Registrar. The Trustee is hereby designated to be the initial Registrar. The Registrar, which may act by means of agents, shall:

(i) keep such books and records as shall be consistent with prudent industry practice and make such books and records, including the books of registration for the Notes, available for inspection by the parties hereto;

(ii) promptly report to the Trustee all authentications of Notes transferred, exchanged or remarketed and any information received by it concerning the names and addresses of owners of the Notes; and

(iii) discharge each additional responsibility and obligation imposed on the Registrar pursuant to the North General Bond Resolution and this Twentieth Supplemental Resolution.

The Registrar shall signify its acceptance of the duties and obligations of the Registrar imposed upon it hereunder by its execution and delivery of a certificate reflecting such acceptance.

(c) Removal or Resignation of Paying Agent and Registrar. (i) The Commission may discharge the Paying Agent and/or the Registrar from time to time and appoint a successor to either of them. The Commission shall also designate a successor if the Paying Agent and/or the Registrar resigns or becomes ineligible. The Paying Agent and/or the Registrar may resign by giving at least thirty (30) days' written notice to the parties hereto. Each successor Paying Agent and/or the Registrar shall be a commercial bank or trust company having a capital and surplus of not less than 50,000,000 and shall be registered as a transfer agent with the Securities and Exchange Commission. The Paying Agent and the Registrar each may, but need not, be the same person as the Trustee. The Commission shall give notice of the appointment of a successor Paying Agent and/or Registrar in writing to each owner of the Notes. The Commission will promptly certify to the Trustee that it has mailed such notice to all owners of the Notes, and such certificate will be conclusive evidence that such notice was given in the manner required hereby.

(ii) In the event of the resignation or removal of the Paying Agent or the Registrar, as the case maybe, the Paying Agent shall pay over, assign and deliver any moneys and Notes held by it, and the Registrar shall deliver the books of registry maintained by it and unauthenticated Notes held by it, to their respective successors or, if there be no successor, to the Trustee.

(d) Successor Agents. (i) Any corporation, association, partnership or firm which succeeds to the business of the Paying Agent or the Registrar (collectively, the "Agents") as a whole or substantially as a whole, whether by sale, merger, consolidation or otherwise, shall thereby become vested with all the property, rights and powers of such Agent under this Supplemental Resolution No. 20 and any other agreement governing the rights and obligations of the Agents.

(ii) In the event that an Agent (or Agents) shall resign or be removed, or be dissolved, or if the property or affairs of an Agent (or Agents) shall be taken under the control of any state or federal court or administrative body because of bankruptcy or insolvency, or for any other reason, and the Commission shall not have appointed its successor, the Trustee shall appoint a successor and, if no appointment is made within thirty (30) days from the effective date of the resignation, shall apply to a court of competent jurisdiction for such appointment.

(e) Benefit of Provisions of North General Bond Resolution. The Paying Agent and the Registrar each shall be entitled to the benefits of, and shall be governed in the performance of their

respective duties by, the provisions of Article IX of the North General Bond Resolution, in the same manner as the Trustee.

Section 209. Successors and Assigns of Commission Bound by Supplemental Resolution No. 20. All the covenants, stipulations, promises and agreements in this Supplemental Resolution No. 20 contained by or on behalf of the Commission or the Trustee shall inure to the benefit of and shall bind their respective successors and assigns, whether so expressed or not.

Section 210. Official Acts by Successors. Any act or proceeding by any provision of this Supplemental Resolution No. 20 authorized or required to be done or performed by any board, committee or officer of the Commission shall and may be done and performed with like force and effect by the like board, committee or officer of any corporation that shall at the time be the lawful sole successor of the Commission.

Section 211. Notice or Demand Served by Mail. (a) With respect to any matters pertaining to the Notes, unless otherwise expressly specified or permitted by the terms of this Supplemental Resolution No. 20, all notices shall be deemed given when in writing and mailed by first-class mail, postage prepaid, as follows:

If to the Commission: The North Jersey District Water Supply Commission
One Frank A. Orechio Drive
Wanaque, New Jersey 07465
Attn: Executive Director

If to the Trustee: The Bank of New York Mellon
385 Rifle Camp Road, 3rd Floor
Woodland Park, New Jersey 07424
Attn: Corporate Trust Department

(b) The Commission or the Trustee, may, by notice given in the manner described herein, designate any further or different addresses to which subsequent notices, certificates or other communications shall be sent, which notice shall be deemed given when received.

Section 212. Resolution to Constitute a Contract; Governing Law. This Supplemental Resolution No. 20 and the Bonded Indebtedness authorized hereby shall be deemed to be contracts made under the laws of the State and for all purposes shall be construed in accordance with the laws of the State.

Section 213. Legal Holidays. If the date for making any payment or the last date for performance of any act or the exercising of any right, as provided in this Supplemental Resolution No. 20 or the Notes, shall not be a Business Day, such payment may, unless otherwise provided herein or in the Notes, be made or act performed or right exercised on the next succeeding Business Day with the same force and effect as if done on the nominal date provided herein or in the Notes, and no interest shall accrue for the period after such nominal date.

Section 214. Benefits of Provisions of Supplemental Resolution No. 20 and Notes. Nothing in this Supplemental Resolution No. 20 or in the Bonded Indebtedness issued hereunder, expressed or implied, shall give or be construed to give any person, firm or corporation, other than the Commission, the Trustee and the Holders of the Notes, any legal or equitable right, remedy or claim under or in respect of this Supplemental Resolution No. 20, or under any covenant, condition and provision herein contained; all its covenants, conditions and provisions being for the sole benefit of the Commission, the Trustee and of the Holders of the Notes.

Section 215. Actions to be Taken on Behalf of the Commission. The various Commissioners and officers and employees of the Commission, including the Executive Director, the Deputy Executive Director and the Chief Financial Officer, are hereby authorized and directed to execute and deliver all documents and to do all matters necessary, useful, convenient or desirable to accomplish the purposes of this Supplemental Resolution No. 20 and to meet the requirements of the Bank with respect to the issuance of the Notes.

Section 216. Prior Action. All action taken to date by the officers, employees and agents of the Commission with respect to the Notes hereby are approved, ratified, adopted and confirmed.

Section 217. Successors and Assigns. Whenever in this Supplemental Resolution No. 20 the Commission is named or referred to, it shall and shall be deemed to include its successors and assigns whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the Commission contained in this Supplemental

Resolution No. 20 shall bind and inure to the benefit of such successors and assigns and of any officer, board, commission, authority, agent or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the Commission or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions of this Supplemental Resolution No. 20.

Section 218. No Recourse on Notes. No recourse shall be had for the payment of the principal of or the interest on the Notes or for any claim based thereon or on the North General Bond Resolution or this Supplemental Resolution No. 20 against any member or Commissioner or officer of the Commission or any person executing the Notes. The Notes are not and shall not be in any way a debt or liability of the State or any county or municipality, and do not and shall not create or constitute any indebtedness or obligation, either legal, moral or otherwise, of said State or of any county or municipality, and neither said State nor any county or municipality shall be liable on the Notes, and the Notes are not and shall not be payable out of any funds other than those of the Commission.

Section 219. Severability of Invalid Provision. If any one or more of the provisions, covenants or agreements in this Supplemental Resolution No. 20 on the part of the Commission or any fiduciary to be performed should be contrary to law, then such provision or provisions, covenant or covenants, or agreement or agreements shall be deemed separable from the remaining provisions, covenants and agreements and shall in no way affect the validity of the other provisions of this Supplemental Resolution No. 20 or of the Notes.

Section 220. Estoppel Statement. The Secretary of the Commission is hereby directed to cause a notice of the adoption of this Supplemental Resolution No. 20, substantially in the form attached hereto as Exhibit A, published in The Star-Ledger, The Record, the Herald News and the Jersey Journal and posted in the office of the Commission and the office of the Clerk of each North Local Unit, in accordance with N.J.S.A. §58:5-46.

Section 221. Effective Date. This Supplemental Resolution No. 20 shall take effect upon adoption by the Commission.

Commissioner Ashkinaze offered a motion to adopt the twentieth supplemental bond resolution of the Wanaque North Project bond anticipation notes; seconded by Commissioner Kuser and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Wanaque North Operating Account:

Upon Chief Financial Officer Schaffner's certification of the attached bills and payroll transfers as being proper and accurate, Commissioner Ashkinaze offered a motion to approve the Wanaque North Operating Account in the amount of \$4,399,771.30; seconded by Commissioner Kuser and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative. Vice Chairman Shotmeyer abstained from check #59285.

Wanaque South Operating Account:

Upon Chief Financial Officer Schaffner's certification of the attached bills and payroll transfers as being proper and accurate, Vice Chairman Shotmeyer offered a motion to approve the Wanaque South Operating Account in the amount of \$1,018,470.08; seconded by Commissioner Kuser and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Wanaque South Joint Venture Operating Account:

Upon Chief Financial Officer Schaffner's certification of the attached bills and payroll transfers as being proper and accurate, Commissioner Ashkinaze offered a motion to approve the Wanaque South Joint Venture Operating Account in the amount of \$389,326.54; seconded by Commissioner Kuser and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

There being no further business, Commissioner Ashkinaze offered a motion to adjourn the meeting at 9:50 a.m.; seconded by Vice Chairman Shotmeyer and unanimously approved with Chairman Burrell, Vice Chairman Shotmeyer and Commissioners Ashkinaze, Amedeo, Kuser and Cassella voting in the affirmative.

Respectfully submitted,

Kim Diamond
Commission Secretary