RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING PAYMENT OF CERTAIN COSTS AND EXPENSES OF THE AUTHORITY FOR THE MONTH OF MARCH

WHEREAS, the costs and expenses set forth on the attached list, having been reviewed and authorized for payment by the Finance Committee with the Chief Executive Officer from funds available for such purpose, are herewith presented to the Authority's Board for final approval and authorization to pay.

RECORDED VOTE:

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
<th>ABSTAIN</th>
<th>NOT PRESENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred M. Bado</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>James P. Doran, Ed.D.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John A. Peneda</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Shinnick</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 27, 2013.

Carmen Lozano, Assistant Secretary (Seal)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY APPROVING ACCEPTANCE OF OFFER OF COMPENSATION FROM THE NEW JERSEY DEPARTMENT OF TRANSPORTATION – EASEMENT AT KOPPER’S SITE

WHEREAS, the New Jersey Department of Transportation (NJ DOT) is desirous of acquiring a utility easement over/under and across certain property owned by the Authority located in Kearny New Jersey and known as the “Koppers Site”; and

WHEREAS, in 2010 and early 2011 the NJ DOT made an offer to acquire and filed condemnation proceedings to acquire this easement from the Authority and offered the amount of $130,900.00 as compensation for this easement; and

WHEREAS, the Chief Executive Officer, General Counsel and staff determined that this offer was inadequate and the Board authorized the retention of a real estate expert and condemnation attorney to assist the Authority in this matter; and

WHEREAS, as a result, the condemnation action was withdrawn and the parties began a new negotiation process which has now resulted in an offer to acquire the desired easement for the amount of $420,000 less a reserve for environmental issues of $63,500.00; and

WHEREAS, the staff has reviewed this offer with its professionals and as a result is recommending that this Authority accept the present offer:

NOW THEREFORE, BE IT RESOLVED, by the Hudson County Improvement Authority as follows:

1. The aforementioned recitals are incorporated herein as though fully set forth at length.

2. The Authority hereby authorizes the Chairman, Vice-Chairman, Chief Executive Officer and/or Executive Director/CFO in consultation with the Chairman to accept the offer dated January 17, 2013 from the NJ DOT and to execute any and all documents including an Agreement of Sale and other related documents and to provide whatever information is needed by the NJ DOT in order to finalize this utility easement.
3. This Resolution shall take effect immediately.

**RECORDED VOTE:**

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
<th>ABSTAIN</th>
<th>NOT PRESENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred M. Bado</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>James P. Doran, ED.D.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John A. Peneda</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Shinnick</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 27, 2013.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
2013 SUBORDINATED SUPPLEMENTAL BOND RESOLUTION AUTHORIZING THE
ISSUANCE OF NOT TO EXCEED $10,000,000 SUBORDINATED WATERFRONT
IMPROVEMENT BONDS OR NOTES OF THE HUDSON COUNTY IMPROvement
AUTHORITY AND DETERMINING OTHER MATTERS RELATED THERETO

Adopted March 27, 2013
2013 SUBORDINATED SUPPLEMENTAL BOND RESOLUTION AUTHORIZING THE
ISSUANCE OF NOT TO EXCEED $10,000,000 SUBORDINATED WATERFRONT
IMPROVEMENT BONDS OR NOTES OF THE HUDSON COUNTY IMPROVEMENT
AUTHORITY AND DETERMINING OTHER MATTERS RELATED THERETO

ARTICLE I

DEFINITIONS AND INTERPRETATIONS

Section 101. **Short Title.** This 2013 Subordinated Supplemental Bond Resolution may
hereinafter be cited by the Authority and is hereinafter sometimes referred to as the “2013
Subordinated Supplemental Resolution.”

Section 102. **Terms Defined in Resolution.** Whenever used or referred to in this 2013
Subordinated Supplemental Bond Resolution all words and terms which are defined in the General
Bond Resolution of the Authority, as amended and supplemented, shall have the same meanings
given to such words and terms, as determined in Section 101 thereof, except to the extent words
and terms are defined or shall otherwise be established in Section 103 hereof.

Section 103. **Definitions.** As used or referred to in this 2013 Subordinated
Supplemental Bond Resolution, unless a different meaning clearly appears from the context:

Articles and Sections mentioned by number are the respective Articles and Sections
hereof so numbered.

“2013 Bond” means the Authority’s subordinated bond or note issued in a principal
amount not to exceed $10,000,000 pursuant to this 2013 Subordinated Supplemental Resolution.

"2013 Project" means the refunding of the obligation issued by the Authority in 2012 in
the par amount of $10,280,000 and which is deemed to be an Additional Project as referenced in
Section 314(a)(3) of the General Bond Resolution (as defined herein), the purpose and Costs of
which are a permitted financing as referenced in such Section 314(a)(3).

“2013 Subordinated Supplemental Resolution” means this subordinated supplemental
resolution of the Authority adopted on March 27, 2013.

"Financing Documents" means the documents necessary to sell and issue the 2013 Bond.

“Herein,” “hereunder,” “hereby,” “hereto,” and “hereof” and any similar terms refer to
this 2013 Subordinated Supplemental Resolution; the term “heretofore” means before the
adoption of this 2013 Subordinated Supplemental Resolution; and the term “hereafter” means
after the adoption of this 2013 Subordinated Supplemental Resolution.
"Paying Agent" shall mean such financial institution, appointed by the Authority pursuant to a Certificate of Authority Officer, to carry out its duties and obligations as set forth in the Financing Documents.

"Registrar" shall mean such financial institution, appointed by the Authority pursuant to a Certificate of Authority Officer to carry out its duties and obligations as set forth in the Financing Documents;

"Trustee" shall mean such financial institution, appointed by the Authority by the Certificate of Authority Officer, to carry out its duties and obligations as set forth in the Financing Documents.

Words importing persons include firms, associations and corporations; and

Words importing the singular number include the plural number and vice versa.

Section 104. Incorporation of Resolution. This 2013 Subordinated Supplemental Resolution supplements and amends the “Resolution Authorizing the Issuance of Not To Exceed $11,000,000 Subordinated Waterfront Improvement Bonds or Bond Anticipation Notes of The Hudson County Improvement Authority and Determining Other Matters Related Thereto,” adopted on April 14, 2010, as supplemented and amended (the “General Bond Resolution”). The General Bond Resolution is incorporated herein by reference thereto.

Section 105. Severability of Invalid Provisions. If any one or more of the covenants or agreements provided in this 2013 Subordinated Supplemental Resolution, on the part of the Authority, the Trustee or any other party to be performed should be contrary to law, then such covenant or covenants, agreement or agreements, shall be deemed separable from the remaining covenants and agreements and shall in no way affect the validity of the other provisions of this 2013 Subordinated Supplemental Resolution or of any 2013 Bond.

ARTICLE II

Determinations By and Obligations
of the Authority

Section 201. Authority for 2013 Subordinated Supplemental Resolution. This 2013 Subordinated Supplemental Resolution is adopted pursuant to the Act and the General Bond Resolution and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2013 Subordinated Supplemental Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Act and the General Bond Resolution to further secure the payment of the principal or redemption price of and interest on the 2013 Bond.

Section 202. 2013 Bond to Constitute Additional Bonds. The 2013 Bond shall constitute Additional Bonds as such term is defined in the General Bond Resolution and shall be issued pursuant to and in accordance with the General Bond Resolution.
Section 203. **Resolution to Constitute Contract.** In consideration of the purchase and acceptance of the 2013 Bond by those who shall hold the same from time to time, the provisions of the General Bond Resolution shall be deemed to be and shall constitute a contract between the Authority, the Trustee and the holders from time to time of the 2013 Bond; the pledge made in the General Bond Resolution and the covenants and agreements herein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the 2013 Bond, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the Bonds over any other thereof except as expressly provided in or pursuant to the General Bond Resolution.

Section 204. **Estimated Cost of 2013 Project.** The Authority hereby determines that the aggregate estimated Cost of the 2013 Project shall not exceed $10,000,000 inclusive of any original issue discount and capitalized interest and excluding any accrued interest or original issue premium.

**ARTICLE III**

**Authorization, Purpose, Execution and Issuance of 2013 Bond**

Section 301. **Authorization and Purpose of the 2013 Bond.** The 2013 Bond of the Authority in the principal amount of not to exceed $10,000,000 for the 2013 Project is hereby authorized to be issued pursuant to Sections 314 and 315 of the General Bond Resolution, such Bond to be entitled as the Authority may designate. The 2013 Bond is authorized and will be issued to provide funds for the Cost of the 2013 Project.

Section 302. **Description of the 2013 Bond; Delegation of Sale of the 2013 Bond.**

(A) **Term.** The 2013 Bond shall be fixed in number with an interest rate fixed to maturity, shall be dated, numbered and shall bear interest at the rate, and shall mature over a term to be determined, and at such date and in the amount as provided for by a Certificate of Authority Officer pursuant to subparagraph (B) of this Section.

(B) **Delegation to Issue 2013 Bond.** The Authorized Authority Representative (as hereinafter defined) of the Authority is hereby designated as the individual who shall have the power to sell and to award the 2013 Bond on behalf of the Authority, to the purchaser thereof, including the power to determine among other things (i) the amount of 2013 Bond to be issued, provided such amount does not to exceed $10,000,000 for the 2013 Project, (ii) the time and the manner of sale of the 2013 Bond and the Closing (as hereinafter defined) in connection therewith, (iii) the denomination and rate of interest to be borne by the 2013 Bond, and (iv) such other terms and conditions as may be necessary or related to the sale of the 2013 Bond. Such sale, award, terms and conditions of the 2013 Bond issued pursuant to this resolution shall be determined and evidenced by the Financing Documents, to be executed by the Authorized Authority Representative on behalf of the Authority. Such sale and award provisions of the 2013 Bond, as set forth herein, may be further evidenced by a certificate of the Authorized Authority Representative (the “Certificate”), executed as of the date of sale and award of the 2013 Bond.
The Certificate is hereby deemed to satisfy the requirements of Section 314(b) of the General Bond Resolution. The Financing Documents and the Certificate, to the extent one is required, shall be presented by the Chief Executive Officer to the Commissioners of the Authority at the next regular meeting of the Authority following such sale and award as evidence of the terms and details of the sale of such 2013 Bond.

(C) **Execution of the Financing Documents.** The Financing Documents are hereby authorized to be executed and delivered in connection with the Closing. Such Financing Documents may be executed and delivered on behalf of the Authority by either the Chairman, the Vice Chairman, if the Chairman is unavailable, the Chief Executive Officer and/or the Executive Officer/CFO (each an “Authorized Authority Representative”), in their respective sole discretion, after consultation with counsel and any advisors to the Authority (collectively, the “Authority Consultants”), and shall determine, with such determination to be conclusively evidenced by the execution of such Financing Documents by an Authorized Authority Representative as determined hereunder. The Secretary or Assistant Secretary of the Authority is hereby authorized to attest to the execution of the Financing Documents by an Authorized Authority Representative of the Authority as determined hereunder, and to affix the corporate seal of the Authority to such Financing Documents.

(D) **Closing.** The Authorized Authority Representatives are hereby authorized to execute the Financing Documents and any additional certificates and opinions as may be required by Bond Counsel to the Authority, as further described in subsection (F) herein on or before the date when the Authority is scheduled to close the loans (the “Closing”).

(E) **Form of 2013 Bond.** The 2013 Bond shall be in substantially the form described and contained in the General Bond Resolution, with such changes as may be required by the Financing Documents.

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

**Section 303. Issuance of the 2013 Bond and Application of Proceeds of Sale.** The 2013 Bond authorized by Section 301 herein, is hereby directed to be executed by or on behalf of the Authority by its Authorized Authority Representative. All of the proceeds of sale of the 2013 Bond, including accrued interest (if any) received upon delivery thereof, shall, simultaneously with the issuance of the 2013 Bond, be paid and applied by the Authority in accordance with the General Bond Resolution, this 2013 Subordinated Supplemental Resolution and the Financing Documents and as provided in an Order of the Authority executed by the Chairman or Vice Chairman, if the Chairman is unavailable, Chief Executive Officer and/or
Executive Director/CFO of the Authority consistent with the General Bond Resolution, this 2013 Subordinated Supplemental Resolution and the Financing Documents.

Section 304. **No Recourse on the 2013 Bond.** No recourse shall be had for the payment of the principal of or the interest on the 2013 Bond or for any claim based thereon or on this 2013 Subordinated Supplemental Resolution or the General Bond Resolution against any member or other officer of the Authority or any person executing the 2013 Bond. The 2013 Bond is not and shall not be in any way a debt or liability of the State of New Jersey or of any county or municipality (except to the extent of the guaranty of the Township of Weehawken) and do not and shall not create or constitute any indebtedness, liability or obligation of said State or of any county or municipality (except to the extent of the guaranty of the Township of Weehawken), either legal, moral or otherwise.

Section 305. **Execution of 2013 Bond.** The Chairman or Vice Chairman, if the Chairman is unavailable, Chief Executive Officer and/or Executive Director/CFO of the Authority are hereby authorized to execute by the manual or facsimile signature the 2013 Bond in the name and on behalf of the Authority attested by the manual or facsimile signature of its Secretary or Assistant Secretary.

Section 306. **Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article XI of the General Bond Resolution, a certain financial institution (the “Bank”) shall be appointed Trustee (the “Trustee”), Paying Agent (the “Paying Agent”), and Registrar (the “Registrar”) for the 2013 Bond as stated in the Certificate. The Bank shall accept and shall carry out its duties and obligations as Trustee, Paying Agent and Registrar as provided in and as required by the terms of the General Bond Resolution.

Section 307. **Appointment of Underwriter.** An underwriter shall be appointed in the Certificate (the “Underwriter”) for the 2013 Bond as stated in the Certificate. The Underwriter shall be compensated in accordance with the 2013 Purchase Contract authorized below.

Section 308. **Sale of 2013 Bond: Approval of 2013 Purchase Contract.** The Chairman or Vice Chairman, if the Chairman is unavailable, Chief Executive Officer and/or Executive Director/CFO of the Authority are hereby authorized and directed to negotiate, execute and deliver a purchase contract or certificate for the 2013 Bond (the “2013 Purchase Contract”) with the Underwriter. Such 2013 Purchase Contract, along with the Certificate shall determine the terms and conditions relating to the sale of the 2013 Bond. The 2013 Bond shall be delivered to the Underwriter at such time and place as shall be determined by the Authority, subject to the terms and conditions of the 2013 Purchase Contract. The Chairman or Vice Chairman, if the Chairman is unavailable, Chief Executive Officer and/or Executive Director/CFO of the Authority are hereby authorized and directed to do and perform all things and execute all papers in the name of the Authority, and to make all payments necessary or in their opinion convenient, to the end that the Authority may carry out its obligations under the terms of said 2013 Purchase Contract.

Section 309. **Official Statement.** The Authority hereby approves the distribution of a preliminary version of the official statement of the Authority relating to the offer and sale of the 2013 Bond (the “Preliminary Official Statement”). The Chairman or Vice Chairman, if the Chairman is unavailable, Chief Executive Officer and/or Executive Director/CFO of the Authority are hereby authorized and directed to approve the Preliminary Official Statement and the final version of the official statement (the “Official Statement). The Underwriter is hereby
authorized to distribute copies of the Preliminary Official Statement and Official Statement in connection with the offering and sale of the 2013 Bond to the public.

ARTICLE IV

Redemption of 2013 Bond

Section 401. 2013 Bond Subject to Redemption. The 2013 Bond may be subject to redemption prior to maturity.

ARTICLE V

Miscellaneous Provisions

Section 501. Notices. It shall be sufficient service or giving of any notice, request, complaint, demand or other instrument or document, if it is in writing duly mailed by first class mail. Notices to the Authority, the Trustee, the Registrar, the Paying Agent and all other applicable parties shall be addressed as determined in the Certificate of Authorized Authority Representative.

The foregoing parties may designate, by notice given hereunder, any further or different addresses to which any subsequent notice, request, demand or other instrument or document shall be sent. The Trustee shall designate, by notice to the Authority addresses to which notices or copies thereof shall be sent to the Trustee’s agents hereunder.

In connection with any notice mailed pursuant to the provisions of this 2013 Subordinated Supplemental Resolution, a certificate of the Trustee, the Authority, the Paying Agent or the Holders, whichever mailed that notice, that the notice was so mailed shall be conclusive evidence of the proper mailing of the notice.

Section 502. Successors and Assigns. All the covenants, promises and agreements in this 2013 Subordinated Supplemental Resolution contained by or on behalf of the Authority, or by or on behalf of the Trustee, shall bind and inure to the benefit of their respective successors and assigns, whether so expressed or not.

Section 503. Heads for Convenience Only. The descriptive headings in this 2013 Subordinated Supplemental Resolution are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

Section 504. Additional Acts. The Chairperson, Vice Chairperson, Chief Executive Officer and/or Executive Director/CFO, Secretary, Treasurer and any other Authorized Authority Representative, and the staff and consultants of the Authority are hereby authorized and directed to take all actions and execute all documents, certificates or agreements, which are necessary or which are convenient to effectuate the terms of the General Bond Resolution and this 2013 Subordinated Supplemental Resolution in connection with the issuance, sale and delivery of the 2013 Bond.
RECORDED VOTE:

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
<th>ABSTAIN</th>
<th>NOT PRESENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred M. Bado</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>James P. Doran, Ed.D.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>John A. Peneda</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Shinnick</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 27, 2013.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
RESOLUTION APPROVING THE FILING OF A SPENDING PLAN
FOR 2012 RECYCLING ENHANCEMENT ACT ENTITLEMENT
BY THE HUDSON COUNTY IMPROVEMENT AUTHORITY

WHEREAS, on November 18, 1985, the Board of Chosen Freeholders (the "Board") of the County of Hudson, New Jersey, designated the Hudson County Improvement Authority to act as the implementing agency of the Hudson County Solid Waste Management Plan; and

WHEREAS, P.L. 2007 c.311 et seq. provides for the awarding of Recycling Enhancement Tax entitlements by the Department of Environmental Protection to designated solid waste management districts to assist them in the preparation, revision and implementation of comprehensive solid waste management plans; and

WHEREAS, both the County of Hudson and the Hudson County Improvement Authority desire such financial assistance to fulfill their responsibilities under the Solid Waste Management Act and the Recycling Enhancement Act.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Hudson County Improvement Authority, as follows:

1. That the aforementioned recitals are incorporated herein as though fully set forth at length.

2. That the Entitlement Spending Plan be submitted to the Solid and Hazardous Waste Management Program for a 2012 Recycling Act Tax Entitlement in the amount of $352,000.00 (a copy of which is appended hereto and made a part hereof).

3. That the Hudson County Improvement Authority in the person of its Chairman, Vice Chairman or Chief Executive Officer, in consultation with the Chairman, is hereby authorized and directed to execute and file such Entitlement Spending Plan with the Department of Environmental Protection; to provide additional information and furnish such documents as may be required; and to act as the authorized correspondent and representative of the County of Hudson and the Hudson County Improvement Authority.
4. That the Hudson County Improvement Authority does hereby hold the State of New Jersey, and its departments and agencies, harmless from any damages, losses and claims which may arise directly or indirectly from the execution of the Entitlement.

5. That the Hudson County Improvement Authority hereby accepts the terms and conditions set forth in the Act and the guidelines promulgated under it.

6. This resolution shall take effect immediately.

RECORDED VOTE:

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
<th>ABSTAIN</th>
<th>NOT PRESENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred M. Bado</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>James P. Doran, Ed.D.</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John Peneda</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Shinnick</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof, duly called and held on Wednesday, March 27, 2013.

\[\text{CARMEN LOZANO, ASSISTANT SECRETARY} \]
\[\text{(SEAL)} \]
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY RECOMMENDING THE NAME CHANGE BY ADMINISTRATIVE ACTION OF VEOLIA ES SOLID WASTE OF NEW JERSEY, INC. FACILITY PLAN INCLUSION

WHEREAS, the Solid Waste Management Act, N.J.S.A. 13:1E-1 et seq. (the “Act”), designated each of the 21 Counties in the State of New Jersey and the Hackensack Meadowlands District, as solid waste management districts, and required each such district to adopt a solid waste management plan; and

WHEREAS, on November 18, 1985, the Board of Chosen Freeholders of the County of Hudson has designated the Hudson County Improvement Authority (the “Authority”) as the implementing agency for the Hudson County Solid Waste Management Plan (the “Plan”) and the Authority has been charged with implementing, updating and amending the aforesaid Plan from time to time; and

WHEREAS, the Authority has received an application from ADS Solid Waste of NJ, Inc. stipulating the asset acquisition of the Facility known as Veolia ES Solid Waste of New Jersey, Inc., located at 264 Broadway, Jersey City, New Jersey; Block 9001, Lots 2-4; and

WHEREAS, the applicant desires to have the facility’s name changed to reflect said acquisition by means of an Administrative Action; and

WHEREAS, the Authority by this resolution, adopts by Administrative Action the change to the facility’s name to ADS Solid Waste on NJ, Inc.

NOW, THEREFORE, BE IT RESOLVED, by the Hudson County Improvement Authority, as follows:

1. The aforesaid recitals are incorporated herein as if fully set forth at length.

2. The Authority hereby recommends that the facility formerly known as Veolia ES Solid Waste of New Jersey, Inc. located at 264 Broadway, Jersey City, New Jersey; Block 9001, Lots 2-4 be amended to reflect the change of ownership to ADS Solid Waste of NJ, Inc.
3. A copy of this Resolution shall be forwarded to the New Jersey Department of Environmental Protection.

4. Notice of this action shall be published as required by law.

5. A copy of this Resolution together with a copy of the executed Contract, shall be forwarded to the Clerk of the Board of Chosen Freeholders for public inspection and is also available for public inspection at the offices of the Authority located at 574 Summit Avenue, 5th floor, Jersey City, New Jersey between the hours of 9:00 a.m. and 5:00 p.m.

6. This Resolution shall take effect immediately.

RECORDED VOTE:

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
<th>ABSTAIN</th>
<th>NOT PRESENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred M. Bado</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>James P. Doran, Ed.D.</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John A. Peneda</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Shinnick</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 27, 2013.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY CONCERNING REVIEW OF THE FINDINGS OF THE LOCAL FINANCE BOARD MADE AT A MEETING OF SAID BOARD ON MARCH 13, 2013 IN ACCORDANCE WITH THE PROVISIONS OF N.J.S.A. 40A:5A-7 WITH RESPECT TO THE ISSUANCE OF COUNTY SECURED KOPPERS SITE REVENUE BONDS, SERIES 2013 (KOPPERS SITE REFINANCE COMPLETION PROJECT)

WHEREAS, the Local Finance Board in the Division of Local Government Services of the Department of Community Affairs (the “Board”) has issued findings in connection with a resolution (the “Resolution”) of the Hudson County Improvement Authority (the “Authority”) providing for the issuance of not to exceed $20,079,000 aggregate principal amount of the Authority’s County Secured Koppers Site Revenue Bonds, Series 2013 (Koppers Site Refinance Completion Project); and

WHEREAS, N.J.S.A. 40A:5A-7 requires that the governing body of the Authority, within 45 days of receipt of the Local Finance Board's findings and recommendations, certify by resolution to the Local Finance Board that the members of the Authority have personally reviewed the findings and recommendations; and

WHEREAS, the members of the governing body of the Authority have personally reviewed the Local Finance Board's findings on the proposed financing, as set forth in the resolution of the Local Finance Board attached hereto; as evidenced by a group affidavit of the governing body; and

WHEREAS, failure to comply with this requirement may subject the members of the Authority to the penalty provisions of R.S. 52:27BB-52; and

NOW THEREFORE, BE IT RESOLVED that the members of the Hudson County Improvement Authority hereby state that the Authority has complied with the requirements of N.J.S.A. 40A:5A-6 and does hereby submit a certified copy of this resolution and the required affidavit to the Local Finance Board to show evidence of compliance with N.J.S.A. 40A:5A-7.
RECORDED VOTE:

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
<th>ABSTAIN</th>
<th>NOT PRESENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred M. Bado</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>James P. Doran, ED.D.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John A. Peneda</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Shinnick</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 27, 2013.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
Group Affidavit Form

Certification of Governing Body

State of New Jersey
County of Hudson

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

1. We are duly appointed members of the Hudson County Improvement Authority.

2. We certify that, pursuant to N.J.S.A. 40A:5A-7, we have personally reviewed the findings and recommendations of the Local Finance Board issued at a meeting of the Local Finance Board on March 13, 2013 with respect to the proposed issuance not to exceed $20,079,000 County Secured Koppers Site Revenue Bonds, Series 2013 (Koppers Site Refinance Completion Project) of the Authority, as set forth in the resolution of the Local Finance Board attached hereto.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Signature</th>
</tr>
</thead>
<tbody>
<tr>
<td>John L. Shinnick</td>
<td>Chairperson</td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td>Vice Chairperson</td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td>Secretary</td>
<td></td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td>Treasurer</td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td>Commissioner</td>
<td>NOT PRESENT</td>
</tr>
<tr>
<td>Fred M. Bado</td>
<td>Commissioner</td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td>Commissioner</td>
<td></td>
</tr>
<tr>
<td>James Doran, Ed.D.</td>
<td>Commissioner</td>
<td>NOT PRESENT</td>
</tr>
<tr>
<td>John A. Peneda</td>
<td>Commissioner</td>
<td></td>
</tr>
</tbody>
</table>

Sworn to and subscribed before me
this 27th day of March, 2013

WILLIAM J. NETCHERT, ESQ.
Attorney At Law
State of New Jersey
[Note: The Corporate Secretary of the Authority shall set forth the reason for the absence of signature of any members of the governing body.]

This affidavit must be sent to the Division of Local Government Services, CN 803, Trenton, New Jersey 08625 within 45 days of receipt of the Local Finance Board's findings and recommendations on the proposed project financing.
RESOLUTION

WHEREAS, a proposed project financing has been submitted to the Local Finance Board for review pursuant to N.J.S.A. 40A:5A-6 by the officials of the Hudson County Improvement Authority (the "Authority"); and

WHEREAS, the County of Hudson, State of New Jersey (the "County") has created the Authority for the express purpose, among other things, of facilitating the development and financing of public facilities and development projects within the County; and

WHEREAS, in order for the County to purchase an interest in the Authority's Koppers Site located in Kearny, NJ, the County, in 2001, 2002, and 2003, issued three series of bond anticipation notes in tranches of $11,000,000 each (the "2001 County BANs"), the "2002 County BANs", the "2003 County BANs," respectively, and the 2002 County BANs and the 2003 County BANs collectively hereinafter referred to as the "Outstanding County BANs"); and

WHEREAS, the County has previously requested the assistance of the Authority in connection with the refinancing of the $6,144,000 of remaining outstanding 2001 County BANs; and

WHEREAS, in order to provide such assistance, the Authority issued $6,265,000 of County Secured Revenue Bonds, Series 2012 (Koppers Site Refinance Project), which were issued as federally taxable (the "2012 Authority Bonds"), and which the Authority purchased as a permitted investment under its Essential Purpose Pooled Loan Bond Program (the "Loan Program"); and

WHEREAS, the 2012 Authority Bonds were issued pursuant to the terms of the Act, other applicable law and a bond resolution of the Authority entitled "Resolution Authorizing the Issuance of County Secured Revenue Bonds, Series 2012 (Koppers Site Refinance Project) of the Hudson County Improvement Authority and Determining Other Matters Related Thereto"; and

WHEREAS, the proceeds of the 2012 Authority Bonds were used by the Authority to purchase $6,265,000 general obligation bonds of the County (the "2012 County Bonds"), with the debt service on the 2012 County Bonds sufficient to satisfy the debt service and fiduciary expenses associated with the 2012 Authority Bonds; and

WHEREAS, the County used the proceeds of the 2012 County Bonds to permanently refinance the 2001 County BANs; and

WHEREAS, the 2012 County Bonds were authorized by a bond ordinance of the County entitled "Bond Ordinance Providing for the Acquisition of an Interest In Land Located in Kearny, New Jersey (Known as the Koppers Site), in the County of Hudson, State of New Jersey, Appropriating $33,300,000 Therefor, and Authorizing the Issuance of $33,300,000 in Bonds or Notes of the County to Finance the Same" finally adopted on July 26, 2001 (the "County Bond Ordinance"); and
WHEREAS, the County has now requested the assistance of the Authority in connection with the refinancing of not to exceed $20,079,000 of remaining outstanding 2002 County BANs and 2003 County BANs (the "Completion Project"); and

WHEREAS, in order to provide such assistance, the Authority intends to issue one or more series of not to exceed $20,079,000 of County Secured Revenue Bonds, Series 2013 (Koppers Site Refinance Completion Project), which are anticipated to be issued as federally taxable (the "Authority Completion Bonds"), and which the Authority shall purchase as a permitted investment under the Loan Program; and

WHEREAS, the Authority Completion Bonds will be issued pursuant to the terms of the Act, other applicable law and this bond resolution of the Authority entitled "Resolution Authorizing the Issuance of County Secured Revenue Bonds, Series 2013 (Koppers Site Refinance Completion Project) of the Hudson County Improvement Authority and Determining Other Matters Related Thereto" (as the same may be amended or supplemented from time to time in accordance with its terms, the "Bond Resolution"); and

WHEREAS, the proceeds of the Authority Completion Bonds will be used by the Authority to purchase not to exceed $20,079,000 general obligation bonds of the County (the "County Completion Bonds"), with the debt service on the County Completion Bonds sufficient to satisfy the debt service and fiduciary expenses associated with the Authority Completion Bonds; and

WHEREAS, the County will use the proceeds of the County Completion Bonds to retire the Outstanding County BANs; and

WHEREAS, the County Completion Bonds were authorized by the County Bond Ordinance; and

WHEREAS, in accordance with Section 13 ("Section 13") of the Act (N.J.S.A. 40:37A-56), prior to the issuance of the Authority Completion Bonds, the Authority will have made a detailed report to the Local Finance Board, which report will include, without limitation, the Bond Resolution and the Authority Completion Bonds (collectively, the "Financing Documents"); and

WHEREAS, the Local Finance Board has held a hearing pursuant to N.J.S.A. 40A:5A-7 on March 13, 2013 to review the Bond Resolution; and

WHEREAS, the Local Finance Board has given consideration to those matters, to the extent applicable, as provided for by law, and has examined estimates, computations or calculations made in connection with such submissions, and has required the production of such papers, documents, witnesses or information and taken such action which it has deemed necessary for its review of such submissions.

NOW, THEREFORE, BE IT RESOLVED that the Local Finance Board does hereby make the following findings:
(a) that the project costs have been determined by reasonable and accepted methods;

(b) that the method proposed for the funding of the project costs and the proposed maximum terms and provisions of the financing and of a proposed financing agreement are not unreasonable or impractical, and would not impose an undue and unnecessary financial burden on the local inhabitants within the Authority's jurisdiction or would not materially impair the ability to pay promptly the principal of and the interest on the outstanding indebtedness thereof or to provide essential public services to the inhabitants thereof;

(c) that the proposed or maximum terms and conditions of the sale are, in light of current market conditions for obligations of similar quality, reasonable;

BE IT FURTHER RESOLVED that the Local Finance Board does not deem it necessary to make any of the recommendations with regard to this project financing which the Local Finance Board is authorized to make pursuant to N.J.S.A. 40A:5A-8; and

BE IT FURTHER RESOLVED that the details of the issuance of any obligations associated with this application, as included in the term sheet (closing statement), shall be promptly provided to the Executive Secretary by forwarding a copy of said term sheet (closing statement); and

BE IT FURTHER RESOLVED that the Executive Secretary of the Local Finance Board is hereby authorized and directed to certify or to endorse such documents or instruments as may be necessary, convenient or desirable in order to carry out the purpose and provisions of the Law and this Resolution; and

BE IT FURTHER RESOLVED that pursuant to N.J.S.A. 40A:5A-7 that the governing body of the Authority shall provide the Executive Secretary within 15 days the required resolution and affidavit; and

BE IT FURTHER RESOLVED that this Resolution shall take effect immediately.

Patricia Parkin McNamara,
Executive Secretary
RESOLUTION AUTHORIZING THE ISSUANCE OF COUNTY SECURED KOPPERS SITE REVENUE BONDS, SERIES 2013 (KOPPERS SITE REFINANCE COMPLETION PROJECT) OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AND DETERMINING OTHER MATTERS RELATED THERETO

WHEREAS, the Hudson County Improvement Authority (the "Authority") has been duly created by resolution of the Board of Chosen Freeholders (the "Board") of the County of Hudson, State of New Jersey (the "County"), duly adopted September 25, 1974, as a public body corporate and politic of the State of New Jersey pursuant to and in accordance with the county improvement authorities law, N.J.S.A. 40:37A-44 et seq. (the "Act"); and

WHEREAS, the County has created the Authority for the express purpose, among other things, of facilitating the development and financing of public facilities and development projects within the County; and

WHEREAS, pursuant to the terms of the Act, the Authority is authorized to provide public facilities, as such term is defined therein, within the County, including the financing of the acquisition of same; and

WHEREAS, in order for the County to purchase an interest in the Authority's Koppers Site located in Kearny, NJ, the County, in 2001, 2002, and 2003, issued three series of bond anticipation notes in tranches of $11,000,000 each (the "2001 County BANs," the "2002 County BANs", the "2003 County BANs," respectively, and the 2002 County BANs and the 2003 County BANs collectively hereinafter referred to as the "Outstanding County BANs"); and

WHEREAS, the County has previously requested the assistance of the Authority in connection with the refinance of the $6,144,000 of remaining outstanding 2001-County-BANs; and

WHEREAS, in order to provide such assistance, the Authority issued $6,265,000 of County Secured Revenue Bonds, Series 2012 (Koppers Site Refinance Project), which were issued as federally taxable (the "2012 Authority Bonds"), and which the Authority purchased as a permitted investment under its Essential Purpose Pooled Loan Bond Program (the "Loan Program"); and

WHEREAS, the 2012 Authority Bonds were issued pursuant to the terms of the Act, other applicable law and a bond resolution of the Authority entitled "Resolution Authorizing the Issuance of County Secured Revenue Bonds, Series 2012 (Koppers Site Refinance Project) of the Hudson County Improvement Authority and Determining Other Matters Related Thereto"; and

WHEREAS, the proceeds of the 2012 Authority Bonds were used by the Authority to purchase $6,265,000 general obligation bonds of the County (the "2012 County Bonds"), with the debt service on the 2012 County Bonds sufficient to satisfy the debt service and fiduciary expenses associated with the 2012 Authority Bonds; and
WHEREAS, the County used the proceeds of the 2012 County Bonds to permanently refinance the 2001 County BANs; and

WHEREAS, the 2012 County Bonds were authorized by a bond ordinance of the County entitled "Bond Ordinance Providing for the Acquisition of an Interest In Land Located in Kearny, New Jersey (Known as the Koppers Site), in the County of Hudson, State of New Jersey, Appropriating $33,300,000 Therefor, and Authorizing the Issuance of $33,300,000 in Bonds or Notes of the County to Finance the Same" finally adopted on July 26, 2001 (the "County Bond Ordinance"); and

WHEREAS, the County has now requested the assistance of the Authority in connection with the refinance of not to exceed $20,079,000 of remaining outstanding 2002 County BANs and 2003 County BANs (the "Completion Project"); and

WHEREAS, in order to provide such assistance, the Authority intends to issue one or more series of not to exceed $20,079,000 of County Secured Revenue Bonds, Series 2013 (Koppers Site Refinance Completion Project), which are anticipated to be issued as federally taxable (the "Authority Completion Bonds"), and which the Authority shall purchase as a permitted investment under the Loan Program; and

WHEREAS, the Authority Completion Bonds will be issued pursuant to the terms of the Act, other applicable law and this bond resolution of the Authority entitled "Resolution Authorizing the Issuance of County Secured Revenue Bonds, Series 2013 (Koppers Site Refinance Completion Project) of the Hudson County Improvement Authority and Determining Other Matters Related Thereto" (as the same may be amended or supplemented from time to time in accordance with its terms, the "Bond Resolution"); and

WHEREAS, the proceeds of the Authority Completion Bonds will be used by the Authority to purchase not to exceed $20,079,000 general obligation bonds of the County (the "County Completion Bonds"), with the debt service on the County Completion Bonds sufficient to satisfy the debt service and fiduciary expenses associated with the Authority Completion Bonds; and

WHEREAS, the County will use the proceeds of the County Completion Bonds to retire the Outstanding County BANs; and

WHEREAS, the County Completion Bonds were authorized by the County Bond Ordinance; and

WHEREAS, in accordance with Section 13 ("Section 13") of the Act (N.J.S.A. 40:37A-56), prior to the issuance of the Authority Completion Bonds, the Authority will have made a detailed report to the Board, which report will include, without limitation, the Bond Resolution and the Authority Completion Bonds (collectively, the "Financing Documents").

NOW THEREFORE, BE IT RESOLVED BY THE HUDSON COUNTY IMPROVEMENT AUTHORITY, as follows:

1. The terms and conditions with respect to the Authority Completion Bonds, in the form attached hereto as Exhibit A, together with such changes and modifications as approved by
the Chairman, Vice Chairman, Chief Executive Officer or Executive Director of the Authority (each, an “Authority Officer”), in consultation with McManimon, Scotland & Baumann, LLC, as bond counsel to the Authority, are hereby approved and made a part of this resolution adopted pursuant to N.J.S.A. 40:37A-60.

2. The Authority Officer or a duly appointed Authority designee is hereby authorized to execute a bond purchase agreement and such other agreements, documents, certificates, opinions and other instruments as the same are necessary and may be reasonably required by the Authority in connection with the finance of the Completion Project and the issuance of the Authority Completion Bonds.

3. Upon adoption of this resolution, the Authority shall cause the publication thereof in accordance with N.J.S.A. 40:37A-62.

4. This resolution shall take effect immediately upon approval of the same by the Local Finance Board in the Division of Local Governmental Services of the Department of Community Affairs, and the Authority Officer shall cause a copy to be filed for public inspection in the offices of the Authority and with the Clerk of the County.

RECORDED VOTE:

<table>
<thead>
<tr>
<th></th>
<th>YES</th>
<th>NO</th>
<th>ABSTAIN</th>
<th>NOT PRESENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fred M. Bado</td>
<td></td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oren K. Dabney, Sr.</td>
<td></td>
<td></td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>James P. Doran, Ed.D.</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Stephen J. Gallo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Lorenzo</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Martin T. Martinetti</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John A. Peneda</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Frank Pestana</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>John L. Shinnick</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 27, 2013.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)