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:

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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 13, 2019.

ELIZABETH RAMOS, ASSISTANT SECRETARY
(SEAL)
SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE OF
NOT TO EXCEED $36,000,000 COUNTY GUARANTEED SOLID WASTE
REVENUE REFUNDING BONDS, SERIES 2019 OF THE HUDSON
COUNTY IMPROVEMENT AUTHORITY AND DETERMINING
VARIOUS OTHER MATTERS IN CONNECTION THEREWITH

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, pursuant to the terms of the Act, the Authority is authorized to provide public
facilities, as such term is therein defined, within the County and “solid waste facilities,” as such
term is defined therein and Section 142(a)(6) of the Code (as hereinafter defined), within or without
the County; and

WHEREAS, pursuant to and in accordance with the provisions of the Solid Waste
Management Act, constituting Chapter 39 of the Pamphlet Laws of 1970, of the State of New
Jersey and the acts amendatory thereof and supplemental thereto (the “Solid Waste Act”), the
County has been designated as a “solid waste management district,” and as such, is required to,
among other things, develop and formulate a Solid Waste Management Plan (the “Plan”) and such
Plan must include the designation of a department, unit or committee of the County government
to supervise the implementation of the Plan (the “Implementing Agency”); and

WHEREAS, pursuant to and in accordance with provisions of the Solid Waste Act, the
Board of Chosen Freeholders of the County have developed and adopted a Plan on April 26, 1979,
and such Plan has been amended or modified from time to time; and

WHEREAS, pursuant to the provisions of an amendment to the Plan, finally adopted
November 18, 1985, the Authority has been designated as the Implementing Agency for the Plan
and, in such capacity, the Authority has the power and responsibility to provide for the disposal of
solid waste generated within the geographic boundaries of the County and the Authority has
previously determined to proceed with the development of a solid waste disposal system (the
“System”); and

WHEREAS, in order to provide for such solid waste facilities, the Authority on February
17, 1999 issued its $97,720,000 Solid Waste System Revenue Bonds (the “1999 Bonds”) to
implement the System; and

37902-197: 825803.11
WHEREAS, in order to take advantage of a favorable interest rate environment and structure a financing plan the Authority refinanced the 1999 Bonds through the issuance of not to exceed of $84,945,000 County-Guaranteed Solid Waste System Revenue Refunding Bonds, Series 2010, consisting of $31,815,000 Series 2010A Bonds (the “Series 2010A Bonds”), $43,655,000 Series 2010B Bonds (the “Series 2010B Bonds”), and $9,475,000 Series 2010C Bonds (Federally Taxable) (the “Series 2010C Bonds,” and together with the Series 2010A Bonds and Series 2010B Bonds, the “Initial Refunding Bonds”), which Initial Refunding Bonds were issued as both taxable and tax-exempt; and

WHEREAS, the Initial Refunding Bonds were issued pursuant to the terms of the Act, other applicable law and a bond resolution of the Authority, dated November 10, 2010, and entitled “Resolution Authorizing the Issuance of County-Guaranteed Solid Waste Revenue Refunding Bonds, Series 2010 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, in order to take advantage of a favorable interest rate environment and structure a financing plan the Authority shall refinance the Series 2010A Bonds through the issuance of not to exceed of $36,000,000 County-Guaranteed Solid Waste System Revenue Refunding Bonds, Series 2019 (the “2019 Refunding Bonds”), which 2019 Refunding Bonds may be issued on a taxable or tax-exempt basis; and

WHEREAS, the 2019 Refunding Bonds shall be issued pursuant to the terms of the Act, other applicable law and a bond resolution of the Authority, dated November 10, 2010, and entitled “Resolution Authorizing the Issuance of County-Guaranteed Solid Waste Revenue Refunding Bonds, Series 2010 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”), this supplemental bond resolution (the “Supplemental Resolution”) and a Certificate of Authority Officer (as defined in Section 103 hereof); and

WHEREAS, in order to provide an inducement to the prospective purchasers of the 2019 Refunding Bonds to purchase same and to provide security to the holders thereof, the County shall unconditionally guarantee the payment of principal of and interest on the 2019 Refunding Bonds in accordance with N.J.S.A. 40:37A-80; and

WHEREAS, the principal of and interest on the 2019 Refunding Bonds shall be fully, unconditionally and irrevocably guaranteed accordance with the terms of: (i) a guarantee ordinance of the County finally adopted by the Board of Chosen Freeholders of the County (the “County Guaranty”) and approved by the County Executive, (ii) a guaranty agreement by and between the County and the Authority, and (iii) a guaranty certificate (collectively, the “County Bond Guaranty”) executed by the County Executive on the face of each Initial Refunding Bond, all pursuant to Section 37 of the Act.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY, AS FOLLOWS:

37902-197: 825803.12
ARTICLE I

Definitions

Section 101. This resolution may hereinafter be cited as the “Supplemental Resolution”.

Section 102. Terms Defined in Resolution. Whenever used or referred to in this Supplemental Resolution all capitalized terms herein shall, unless specifically defined herein or unless the context clearly requires otherwise, have the same meanings which are assigned to such terms in the Bond Resolution.

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

(A) “Authorized Authority Representative” means the Chairperson, Vice Chairperson, Chief Executive Officer or the Executive Director of the Authority and any other person or persons who are authorized to act on behalf of the Authority by virtue of a written certificate, duly executed on behalf of the Authority.

(B) “Certificate of Authority Officer” means a certificate which is executed by the Authorized Authority Representative determining any of the details relating to the issuance, sale, security for any other internal matters as provided in this Supplemental Resolution.

(C) “Paying Agent” means the paying agent appointed for the 2012 Refunding Bonds in accordance with Section 301 hereof;

(D) “Registrar” means the registrar appointed for the 2012 Refunding Bonds in accordance with Section 301 hereof;

(E) “Securities Depository” means the securities depository appointed for the 2012 Refunding Bonds in accordance with Section 301 hereof;

(F) “Trustee” means the trustee appointed for the 2012 Refunding Bonds in accordance with Section 301 hereof; and

(G) “Underwriters” means such underwriter, underwriters, purchaser or purchasers of the 2019 Refunding Bonds as set forth in Section 301 hereof.

ARTICLE II

Authorization, Amount and Description of the 2019 Refunding Bonds

Section 201. Authorization and Purpose of the 2019 Refunding Bonds. The proceeds of the 2019 Refunding Bonds will be used to:

37902-197: 825803.13
(A) refund the 2010A Bonds;

(B) if necessary, fund capitalized interest on the 2019 Refunding Bonds; and

(C) provide for the costs of issuance associated with the 2019 Refunding Bonds.

Section 202. Amount and Title of the 2019 Refunding Bonds. Not to exceed $36,000,000 of the 2019 Refunding Bonds are hereby authorized to be issued and sold in accordance with the provisions of the Bond Resolution, this Supplemental Resolution and a Certificate of Authority Officer authorized pursuant to Section 203 of this Supplemental Resolution. Each of such 2019 Refunding Bonds shall be designated “County-Guaranteed Solid Waste Revenue Refunding Bonds, Series 2019” as set forth below or by such other title as the Authority shall determine. Such 2019 Refunding Bonds may be issued and sold in one or more series and as taxable or tax-exempt obligations as determined by the Authorized Authority Representative in consultation with the Authority’s Bond Counsel and Municipal Advisor and set forth in Certificate of Authority Officer.

Section 203. Description of the 2019 Refunding Bonds.

(A) Description of the 2019 Refunding Bonds: Delegation to Authority Officer. Pursuant to and in accordance with the provisions of N.J.S.A. 40:37A-60 and the terms of the Bond Resolution, the Authority hereby determines that the Authorized Authority Representative is hereby designated as the individual who shall have the power to sell and to award the 2019 Refunding Bonds on behalf of the Authority to the Underwriters, in accordance with the terms of the Certificate of Authority Officer and subject to the parameters set forth herein, including the power to determine, among other things (a) the amount of 2019 Refunding Bonds to be issued, in an amount not to exceed the amount set forth in Section 202 hereof, which are authorized to be issued pursuant to the terms of Section 317(1)(c) of the Bond Resolution, (b) the time and the manner of sale of the 2019 Refunding Bonds, (c) the maturity or maturities of such 2019 Refunding Bonds and the provisions pertaining to redemptions thereof and/or sinking funds established therefor, (d) the rate or rates of interest for such 2019 Refunding Bonds, and (e) such other terms and conditions as may be necessary or related to the sale of the 2019 Refunding Bonds. The Authorized Authority Representative is hereby authorized to award such 2019 Refunding Bonds to the Underwriters. Such award shall be evidenced by the execution of a Certificate of Authority Officer. Such Certificate of Authorized Authority Representative shall determine the terms and conditions relating to the sale of the 2019 Refunding Bonds, including the rate of interest to be borne by the 2019 Refunding Bonds and the Underwriters’ discount, if any, which is payable to the Underwriters in connection with the sale of the 2019 Refunding Bonds; provided however, that the maximum maturity of the 2019 Refunding Bonds will not exceed 30 years; provided however, that without the further authorization of the Authority, the rate or rates of interest (or the net interest rate in the event that the 2019 Refunding Bonds are issued as fixed interest rate obligations) or the initial rate of interest (in the event that the 2019 Refunding Bonds bear interest at a variable rate of interest), as the case may be, to be borne by the 2019 Refunding Bonds shall not exceed six per centum (6.00%) per annum for such 2019 Refunding Bonds issued as Tax-Exempt Obligations and seven and one-half per centum (7.50%) per annum for such 2019 Refunding Bonds issued as
taxable obligations; provided however, that the Underwriters' discount for the 2019 Refunding Bonds shall not exceed $7.00 per $1,000 principal amount of such 2019 Refunding Bonds; and provided however, that the rate of interest (or net interest rate, if applicable) or the initial rate of interest on the 2019 Refunding Bonds and the Underwriters' discount for such 2019 Refunding Bonds may exceed the amounts which are set forth herein if such greater rate of interest or such greater Underwriters' discount is approved, prior to the award and sale of such 2019 Refunding Bonds, by a resolution duly adopted by the Authority. Such Certificate shall contain such other terms and conditions as shall be deemed to be necessary in connection with the sale of the 2019 Refunding Bonds.

(B) Denomination and Place of Payment. The 2019 Refunding Bonds shall be issued in book-entry form only and, when issued, will be registered in the name of and held by Cede & Co., as nominee for The Depository Trust Company, New York, New York ("DTC"). The 2019 Refunding Bonds shall be issued in the form of one certificate for each maturity for each series, in the aggregate principal amount of such maturity. As long as DTC or its nominee, Cede & Co., is the Registered Owner of the 2019 Refunding Bonds, payments of the principal of, redemption premiums, if any, and interest on the 2019 Refunding Bonds will be made by the Paying Agent directly to Cede & Co., as Registered Owner, which will remit such payments to DTC participants, which will in turn remit such payments to the beneficial owners of the 2019 Refunding Bonds. All other terms and conditions with respect to the payment of the principal of, redemption premium, if any, and interest on the 2019 Refunding Bonds shall be as provided in the Bond Resolution.

(C) Transfer and Exchange of 2019 Refunding Bonds. As long as the 2019 Refunding Bonds remain in book-entry form, such 2019 Refunding Bonds shall be transferable only upon the records of DTC. All other provisions governing the transfer and exchange of the 2019 Refunding Bonds shall be as provided in the Bond Resolution.

(D) Form of the 2019 Refunding Bonds. The 2019 Refunding Bonds shall be in substantially the form set forth in Section 1207 of the Bond Resolution, which form is by this reference incorporated in full as if set forth herein, with such omissions, insertions and variations as are properly required and which are not contrary to any of the provisions of the Bond Resolution or any of the provisions of this Supplemental Resolution.

ARTICLE III

Trustee, Registrar, Paying Agent, Securities Depository, Official Statement, and other Required Actions

Section 301. Appointment of Trustee, Registrar, Paying Agent, Securities Depository and Municipal Advisor.

(A) DTC is hereby appointed to serve as Securities Depository for the 2019 Refunding Bonds, pursuant to and under the provisions of the Bond Resolution
(B) The appointment of the (i) Paying Agent, Registrar and Trustee and (ii) the Printer in connection with the issuance and sale of the 2019 Refunding Bonds shall be designated by the Authorized Authority Representative pursuant to the Certificate of Authority Officer.

(C) NW Financial Group is hereby appointed to serve as Municipal Advisor in connection with the issuance and sale of the 2019 Refunding Bonds.

(D) Raymond James & Associates Inc. is hereby appointed as representative for the Underwriters and RBC Capital Markets is hereby appointed as a co-managing Underwriter. Raymond James & Associates Inc. and RBC Capital Markets Inc. shall enter into an agreement among underwriters setting forth the terms and conditions of the underwriting relationship in connection with the issuance of the 2019 Refunding Bonds; provided, however, that the priority of orders in such agreement shall be “Group Net” with 60% in favor of Raymond James & Associates, Inc. and 40% in favor of RBC Capital Markets Inc.

Section 302. Authorization of Official Statement. The Authority's Bond Counsel and the Underwriters are hereby authorized to prepare and to distribute a Preliminary Official Statement on behalf of the Authority in connection with the sale of the 2019 Refunding Bonds. The form and content of such Preliminary Official Statement shall, prior to the distribution thereof, be approved by the Authority, or by the Authorized Authority Representative, as the case may be, acting on behalf of the Authority. Subsequent to obtaining such approval, the Preliminary Official Statement may be revised, if necessary, and may contain additional terms and information relating to the sale of the 2019 Refunding Bonds; provided however, that the form and content of such revised Preliminary Official Statement shall have been previously approved by the Authority, or by the Authorized Authority Representative, as the case may be, acting on behalf of the Authority, prior to the distribution thereof. The Authorized Authority Representative is hereby authorized to execute the final Official Statement and shall execute any closing or other documents which are required to be executed in connection with the delivery of the 2019 Refunding Bonds. Any actions which are not determined by this Supplemental Resolution or any other resolution of the Authority duly adopted prior to the authentication and delivery of the 2019 Refunding Bonds shall be determined by the execution of a Certificate of Authority Officer.

Section 303. Approval of Other Actions and Agreements. The Authorized Authority Representative shall also take all other actions and execute any other documents, agreements, certificates or other instruments deemed necessary, convenient or desirable by the Authorized Authority Representative to consummate the transactions contemplated by the Bond Resolution and this Supplemental Resolution.

Section 304. Execution of Bond Purchase Agreement Evidencing Award of the 2019 Refunding Bonds. The 2019 Refunding Bonds shall be sold and awarded to the Underwriter upon the terms and the conditions set forth in the Bond Purchase Contract to be dated the date of sale of the 2019 Refunding Bonds and to be executed on behalf of the Authority and the Underwriter. The Authorized Authority Representative is hereby authorized and directed to execute the Bond Purchase Contract and to deliver same to the Underwriter on terms deemed advisable by the Authorized Authority Representative in consultation with the Authority's Bond Counsel and
Municipal Advisor. The 2019 Refunding Bonds will be sold to the Underwriters for the purchase price set forth in the Bond Purchase Contract, plus accrued interest and giving effect to an Underwriters’ discount, if any, all as set forth therein. Settlement of the purchase price for the 2019 Refunding Bonds will be made as provided in the Bond Purchase Contract. Such sale and award of the 2019 Refunding Bonds by the Authorized Authority Representative shall be evidenced by the execution of the Certificate of Authority Officer as of the date of the sale and the award of the 2019 Refunding Bonds and a Bond Purchase Contract executed by the Authority and the Underwriters, and such Certificate of Authority Officer and Bond Purchase Contract shall be presented to the members 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 2019 Refunding Bonds.

Section 305. Certificate of Authority Officer. In accordance with the Bond Resolution and in addition to matters set forth in Section 203 of this Supplemental Resolution, the Authorized Authority Representative, and after consultation with the Authorized Authority Officer of the Authority, Authority Bond Counsel and the Authority Municipal Advisor, as applicable, is hereby authorized to:

(i) execute the Certificate of Authority Officer;
(ii) execute the Bond Purchase Contract; and
(iii) amend or modify the provisions of this Supplemental Resolution in the Certificate of Authority Officer, provided that any such amendment or modification occurs prior to the issuance of the 2019 Refunding Bonds.

ARTICLE IV

Proceeds of the 2019 Refunding Bonds

Section 401. Application of Proceeds of the 2019 Refunding Bonds. At the time of delivery of the 2019 Refunding Bonds, the proceeds of the 2019 Refunding Bonds shall be irrevocably deposited with the Trustee and applied in accordance with the letter of instruction of an Authorized Authority Representative provided at the closing of the 2019 Refunding Bonds.

Section 402. Bond Reserve Fund. The Bond Reserve Requirement, if any, for the 2019 Refunding Bonds shall be as set forth in a Certificate of Authority Officer as set forth in the Bond Resolution.

Section 403. Costs of Issuance of the 2019 Refunding Bonds. The Trustee is hereby authorized and directed to pay all of the costs of issuance in connection with the sale of the 2019 Refunding Bonds from the Construction Fund pursuant to the Certificate of Authority Officer or any other certificate of the Executive Director of the Authority to be delivered to the Trustee at closing.

ARTICLE V

Continuing Disclosure Undertaking

37902-197: 825803.17
Section 501. Material Events Disclosure. Solely for purposes of complying with Rule 15c2-12 of the Securities and Exchange Commission as amended and interpreted from time to time (the “Rule”), the Authorized Authority Officer is hereby authorized to execute a Continuing Disclosure Certificate on behalf of the Authority in connection with the delivery and issuance of the 2019 Refunding Bonds.

Section 502. Damages. In the event that the Authority fails to comply with the requirements of the Continuining Disclosure Certificate, the Authority shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance. If any part of the Rule ceases to be in effect for any reason, then the information required to be provided in the Continuing Disclosure Certificate, insofar as the provisions of the Rule no longer require such information, shall no longer be required pursuant to this Supplemental Resolution.

Section 503. Amendments. Article V of this Supplemental Resolution and the Continuing Disclosure Certificate may be amended from time to time without notice to the Bondholders if the Authority determines that an amendment is necessary to comply with the Rule and such amendment, in the opinion of nationally recognized bond counsel, complies with the Rule.

ARTICLE VI

Miscellaneous

Section 601. Amendments. The Authorized Authority Representative of the Authority is hereby authorized, prior to the execution and delivery of the 2019 Refunding Bonds, through the execution of a Certificate of Authority Officer, to approve and to implement any amendments and/or supplements to any financing documents, including the Bond Resolution and this Supplemental Resolution, that may be required to amend, modify or clarify the terms and conditions of the Bond Resolution or this Supplemental Resolution relating to the authorization, issuance, sale, security, flow of funds or covenants of the 2019 Refunding Bonds or as may be required by any rating agency and/or bond insurer in connection with their delivery of ratings on the 2019 Refunding Bonds or issuance of financing guaranty insurance, respectively; provided however, that, the Authorized Authority Representative, in conjunction with the Authority’s Bond Counsel and General Counsel, has determined that any such amendments and/or supplements will not have a material adverse effect on the ability of the Authority to market, sell and deliver the 2019 Refunding Bonds or on any of the material terms, conditions and/or covenants set forth in the Bond Resolution or this Supplemental Resolution.

Section 602. Filing of the Supplemental Resolution. The Secretary of the Authority is hereby authorized and directed to cause copies of the Supplemental Resolution to be filed for public inspection at the offices of the Trustee and the Authority.
**Section 603. Effective Date.** This Supplemental Resolution shall take effect immediately upon adoption.

**RECORDED VOTE:**

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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 13, 2019.

ELIZABETH RAMOS, ASSISTANT SECRETARY
(SEAL)
CERTIFICATE

I, Elizabeth Ramos, Assistant Secretary of The Hudson County Improvement Authority (the "Authority"), HEREBY CERTIFY that attached hereto is a true and complete copy of the Supplemental Resolution of the Authority adopted on March 13, 2019. I HEREBY FURTHER CERTIFY that this resolution has not been modified, amended or repealed and remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 13th day of March, 2019.

HUDSON COUNTY IMPROVEMENT AUTHORITY

By: [Signature]
Elizabeth Ramos,
Assistant Secretary

(SEAL)