

**RESOLUTION OF THE NORTH HUDSON SEWERAGE AUTHORITY AUTHORIZING
THE DEFEASANCE/REDEMPTION OF CERTAIN MATURITIES OF ITS
\$160,625,000 GROSS REVENUE SENIOR LIEN LEASE CERTIFICATES, SERIES 2019
(FEDERALLY TAXABLE)**

MOTIONED BY: Velazquez

SECONDED BY: Gardiner

WHEREAS, The North Hudson Sewerage Authority (the "Authority") is a public body, duly formed under the Sewerage Authorities Law, constituting Chapter 138 of the Laws of New Jersey of 1946, as amended (Chapter 14A of Title 40 of the New Jersey Statutes Annotated) and possesses the powers set forth therein;

WHEREAS, the Authority previously issued \$160,625,000 Gross Revenue Senior Lien Lease Certificates, Series 2019 (Federally Taxable) authenticated November 22, 2019 (the "2019 Certificates"); and

WHEREAS, the Authority desires to defease and/or redeem all or a portion of its outstanding 2019 Certificates, plus the interest to accrue thereon, with funds made available for such purpose pursuant to the Agent Agreement dated as of May 24, 2012, as amended and supplemented, including by the Supplemental Agent Agreement dated as of November 22, 2019, related to the 2019 Certificates (the "Project").

NOW THEREFORE, BE IT RESOLVED BY THE AUTHORITY AS FOLLOWS:

Section 1. The Authority hereby determines to undertake the Project as described in the recitals to this Resolution in the aggregate amount of not to exceed \$10,000,000, including all professional fees and costs related thereto.

Section 2. The Authority's Executive Director and Board Secretary (each, an "Authorized Officer") are hereby authorized to take any and all actions, and to execute and deliver any and all documents, instruments or closing certificates deemed necessary, desirable or convenient by JP Capizzi LLC ("Bond Counsel") with respect to the Project.

Section 3. The Authority hereby appoints and authorizes the following professional service providers to perform such actions as the Authorized Officers and Bond Counsel deem necessary, desirable or convenient with respect to the Project:

- a) NW Financial Group, LLC as Municipal Advisor and Bidding Agent;
- b) JP Capizzi LLC as General Counsel and Bond Counsel;
- c) Amawalk Consulting Group LLC as Rate Consultant;
- d) Donohue, Gironda, Doria & Tomkins, LLC as Verification Agent; and
- e) TD Bank, National Association as Escrow Agent.

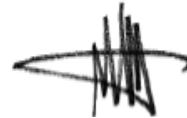
Section 4. This resolution shall take effect immediately.

DATED: DECEMBER 14, 2023

RECORD OF COMMISSIONERS' VOTE

	YES	NO	ABSENT
Commissioner Kappock	x		
Commissioner Marotta			x
Commissioner Gardiner	x		
Commissioner Friedrich	x		
Commissioner Guzman			x
Commissioner Velazquez	x		
Commissioner Barrera	x		
Commissioner Zucconi	x		
Commissioner Assadourian	x		

THIS IS TO CERTIFY THAT THIS RESOLUTION WAS DULY ADOPTED BY THE NORTH HUDSON BOARD OF COMMISSIONERS ON DECEMBER 14, 2023.



SECRETARY