

**CERTIFICATION
OF
NEW JERSEY TURNPIKE AUTHORITY**

I, Joseph Mrozek, hereby certify that I am the Executive Director of the New Jersey Turnpike Authority and as such, Executive Director certify that the attached copy of PROCEEDINGS OF THE NEW JERSEY TURNPIKE AUTHORITY is a true and correct copy of the Minutes of the **September 19, 2017 Special Meeting** of the Authority.

IN WITNESS THEREOF, I have hereunto set my hand and affixed the official seal of the New Jersey Turnpike Authority **this 19th day of September, 2017.**

ATTEST:



Kim Schurman
Secretary to the Authority



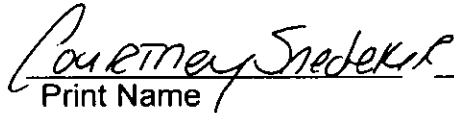
Joseph Mrozek
Executive Director

Corporate Seal

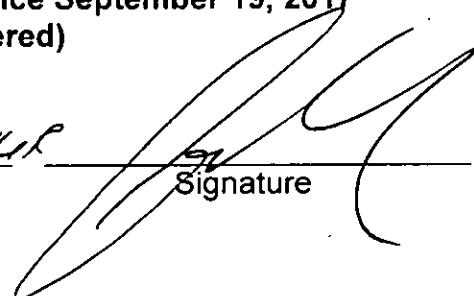
Date: September 19, 2017

Received in the Governor's Office September 19, 2017
(hand delivered)

Received by:



Print Name



Signature

Veto Period Ends:

(Write in the date the veto period ends)



Handwritten signature or scribble.

**PROCEEDINGS OF SPECIAL MEETING OF NEW JERSEY TURNPIKE AUTHORITY
BOARD OF COMMISSIONERS
Tuesday, September 19, 2017**

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Vice Chairman Ronald Gravino called the special meeting of the Authority's Board of Commissioners into session in the Executive Boardroom of the Authority's Headquarters Building at 1 Turnpike Plaza in Woodbridge, New Jersey, at 9:00 A.M.

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PRESENT

Present were Vice Chairman Ronald Gravino, Treasurer Michael DuPont (via phone), Commissioner Ulises Diaz (via phone), Commissioner John Minella (via phone), Commissioner Raphael Salerno (via phone), and NJDOT Deputy Commissioner Joseph Bertoni (via phone) (proxy for Chairman Richard Hammer). The meeting commenced at 9:00 A.M.

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ALSO PRESENT

Executive Director Joseph Mrozek; Chief Operating Officer John O'Hern; Chief Financial Officer Donna Manuelli; Chief Engineer Robert Fischer; Chief Information Officer Jose Dios; General Counsel Bruce Harris; Assistant Director of Human Resources Brenda Coleman; Director of Internal Audit James Carone; Director of Maintenance Kenneth McGoldrick; Director of Operations Henry Eibel; Director of Procurement and Materials Management Andrea Ward; Director of Tolls Robert Quirk; and Secretary to the Authority Kim Schurman.

Also present were: Individuals consisting of other NJTA employees; interested organizations; and the general public. No one from the media was present.

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NOTICE OF MEETING

This is a special meeting of the New Jersey Turnpike Authority. Notice of this meeting was provided on September 15, 2017, more than 48 hours in advance of the meeting, in accordance with Chapter 231, P.L. 1975 in that notice has been given to at least two newspapers and notice has been forwarded to the Secretary of State, Trenton, New Jersey. In addition, notice of said meeting has been and is being displayed in the main lobby of the Authority's Administration Offices, 1 Turnpike Plaza, Woodbridge.

Executive Director Mrozek takes Roll Call and the Following Were Present:

1. Vice Chairman Gravino
2. Treasurer DuPont (via phone)
3. Commissioner Pocino (absent)
4. Commissioner Diaz (via phone)
5. Commissioner Minella (via phone)
6. Commissioner Salerno (via phone)
7. NJDOT Deputy Commissioner Bertoni (via phone)

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ACTION ON MINUTES

The Executive Director reported that Governor Chris Christie received the proceedings of the Special meeting of September 12, 2017 and the Governor has advised that he would not exercise his power to veto any items in those minutes.

Upon motion made by Treasurer DuPont seconded by Deputy Commissioner Bertoni (proxy for Chairman Richard Hammer) the minutes of the meeting was unanimously approved.

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RECUSALS

The Executive Director reported recusals or abstentions submitted for the record:

- None

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PUBLIC COMMENT

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None

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EXECUTIVE DIRECTOR'S COMMENTS

None

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COMMISSIONER'S COMMENTS

None

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GENERAL BUSINESS

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FINANCE

229-09-2017

In a memorandum dated September 12, 2017, Authorization to Adopt Series 2017 Turnpike Revenue Bond Resolution, was approved.

Attached is the Series 2017 Turnpike Revenue Bond Resolution. This resolution authorizes the issuance of up to \$779.375 million of Turnpike Revenue Bonds. These bonds consist of up to \$600 million of new money bonds for capital needs, and up to \$179.375 million of refunding bonds to avoid additional interest costs.

At its October 10, 2008 meeting, the New Jersey Turnpike Authority's Board of Commissioners authorized a \$7 billion Capital Investment Program to fund major improvements on the New Jersey Turnpike and Garden State Parkway. In May 2009, the Authority completed

its first new money bond issue, generating \$1.1 billion of proceeds to be used for the \$7 billion Capital Investment Program. In December 2010, the Authority completed its second new money bond issue, generating \$1.6 billion of proceeds. In April 2013, the Authority completed its third new money bond issue, generating \$1.4 billion of proceeds. In April 2014, the Authority completed its fourth new money bond issue, generating \$1.0 billion of proceeds. In November 2015, the Authority completed its fifth new money bond issue, generating \$800 million of proceeds. Finally in March 2017, the Authority completed its sixth new money bond issue, generating \$676 million of proceeds. Staff has determined that, based on actual and projected spending the Authority will most likely complete its final new money issue in 2018 in an amount not to exceed \$600 million.

The attached Series 2017 Turnpike Revenue Bond Resolution authorizes the issuance of up to \$600 million of Series 2017 Turnpike Revenue Bonds to provide funds to pay the construction costs, make a deposit into the debt reserve fund, and pay costs of issuance. The Series 2017 Resolution also authorizes the bonds to be issued as tax-exempt bonds in a single or multiple series, with a maximum maturity of 30 years. In January 2017, the Authority awarded an underwriting syndicate for the new money issue. The syndicate will recommend an overall structure and timing for the new money issue, as well as the size and number of issues. Based upon these recommendations, staff, in consultation with the Authority's financial advisor and bond counsel, will determine the number and timing of issuances to meet the new money needs. Based upon spending needs at this time, it is anticipated that a new money issuance will occur in 2018, dependent upon market conditions.

In addition to the new money issue, the Series 2017 Resolution authorizes the issuance of up to \$179.375 million of refunding bonds to refund the Series 2013D-3, Series 2013E-3 and Series 2014B-3 bonds. These bonds are floating rate note bonds which have a mandatory tender on January 1, 2018 and must be refinanced on or before that date to avoid an escalation in interest costs. The bonds can be refunded at par any time prior to January 1, 2018.

Finally, the Series 2017 Resolution authorizes the Authority to refund the Series 2013D-3, Series 2013E-3 and Series 2014B-3 bonds through a variety of variable rate debt forms, including a direct placement of floating rate notes with a commercial bank, or a public offering of floating rate notes. Also, the Authority could terminate, amend, or replace the existing Interest Rate Swap Agreement on these bonds, or issue fixed rate debt. An underwriting syndicate for this refunding was also awarded in January 2017. The proposed Series 2017 Resolution would allow the Authority to pursue the option that is in the best long term financial interest of the Authority, as well as pay cost of issuance fees from the General Reserve Fund.

The proposed Series 2017 Resolution provides for the expected final funding of the Authority's \$7 billion capital program. In addition, the Series 2017 Resolution provides the ability to refund the Series 2013D-3, Series 2013E-3 and Series 2014B-3 bonds prior to the mandatory

tender date to avoid increased interest costs.

It is recommended that the Board of Commissioners adopt the Series 2017 Turnpike Revenue Bond Resolution in substantially the form attached hereto, and authorize the Executive Director to execute any and all documents necessary to finalize this document, and others as may be necessary to complete the transactions described therein. The Authority has received the required pre-approval letters from the Governor and State Treasurer.

Your approval of this recommendation is respectfully requested.

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Attached to these minutes is the New Jersey Turnpike Authority Series 2017 Turnpike Revenue Bond Resolution Adopted September 19, 2017

On motion by Treasurer DuPont and seconded by Deputy Commissioner Bertoni (proxy for Chairman Richard Hammer) the Board unanimously approved item number 229-09-2017; and authorized or ratified, as presented, the recommendations contained therein; and received and filed the memoranda.

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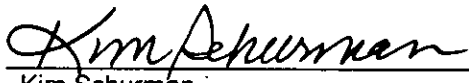
ROLL CALL

GRAVINO	DuPONT	POCINO	DIAZ	MINELLA	SALERMO	BERTONI :
YES	YES	ABSENT	YES	YES	YES	YES

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The motion to adjourn was made by Vice Chairman Gravino and seconded by Commissioner Minella, and, after the voice vote, the motion was duly adopted. The Board of Commissioners adjourned the meeting at 9:07 a.m., and advised that it will meet again on Tuesday, September 26, 2017, at 9:00 a.m., at the Authority's headquarters building located at 1 Turnpike Plaza in Woodbridge, New Jersey.

ATTEST:


Kim Schurman,
Secretary to the Authority


Joseph W. Mrozek,
Executive Director

Date: September 19, 2017

NEW JERSEY TURNPIKE AUTHORITY

SERIES 2017

TURNPIKE REVENUE BOND RESOLUTION

Adopted September 19, 2017

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**SERIES 2017
TURNPIKE REVENUE BOND RESOLUTION**

WHEREAS, the New Jersey Turnpike Authority (the "**Authority**"), a public body corporate and politic of the State of New Jersey, organized pursuant to the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of 1948 of the State of New Jersey, as amended and supplemented, has adopted and in effect a resolution entitled "Turnpike Revenue Bond Resolution", initially adopted by the Authority on August 20, 1991, as amended and restated on September 26, 1991, as further amended and restated on November 22, 1991 and as further amended and supplemented from time to time in accordance with its terms (the "**General Bond Resolution**");

WHEREAS, on May 21, 2013, the Authority issued its Turnpike Revenue Bonds, Series 2013 D-3 in the aggregate principal amount of \$77,625,000 (the "**Series 2013 D-3 Bonds**") under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled "Second Amended and Restated Series 2013 Turnpike Revenue Bond Resolution" adopted by the Authority on February 26, 2013 (the "**Series 2013 Resolution**"), and a Certificate of Determination executed by the Executive Director of the Authority dated May 21, 2013 relating to the Series 2013 D-3 Bonds (the "**Series 2013 D-3 Certificate of Determination**");

WHEREAS, all of the Series 2013 D-3 Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2013 D-3 Bonds are variable interest rate bonds which currently bear interest at a rate determined weekly as provided in the Series 2013 Resolution and the Series 2013 D-3 Certificate of Determination;

WHEREAS, on January 1, 2018, the Series 2013 D-3 Bonds are subject to mandatory tender and purchase by the Authority from the holders thereof at a purchase price equal to the principal amount of the Series 2013 D-3 Bonds then Outstanding, plus accrued interest to January 1, 2018;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2013 D-3 Bonds, the Authority has previously entered into an interest rate swap transaction in the aggregate notional amount of \$225,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, as amended by the First Amendment, dated as of September 11, 2015, to the Master Agreement, and the Confirmation thereunder dated May 20, 2013 and effective as of May 21, 2013, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time (the "**Existing Series 2013 D-3 Swap Agreement**");

WHEREAS, on May 21, 2013, the Authority issued its Turnpike Revenue Bonds, Series 2013 E-3 in the aggregate principal amount of \$51,750,000 (the "**Series 2013 E-3 Bonds**") under and pursuant to the General Bond Resolution, as supplemented by the Series 2013 Resolution, and a Certificate of Determination executed by the Executive Director of the Authority dated May 21, 2013 relating to the Series 2013 E-3 Bonds (the "**Series 2013 E-3 Certificate of Determination**");

WHEREAS, all of the Series 2013 E-3 Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2013 E-3 Bonds are variable interest rate bonds which currently bear interest at a rate determined weekly as provided in the Series 2013 Resolution and the Series 2013 E-3 Certificate of Determination;

WHEREAS, on January 1, 2018, the Series 2013 E-3 Bonds are subject to mandatory tender and purchase by the Authority from the holders thereof at a purchase price equal to the principal amount of the Series 2013 E-3 Bonds then Outstanding, plus accrued interest to January 1, 2018;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2013 E-3 Bonds, the Authority has previously entered into an interest rate swap transaction in the aggregate notional amount of \$150,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, as amended by the First Amendment, dated as of September 11, 2015, to the Master Agreement, and a Confirmation thereunder dated September 11, 2015, between Wells Fargo Bank, N.A. and the Authority (the **"Existing Series 2013 E-3 Swap Agreement"**);

WHEREAS, on August 4, 2014, the Authority issued its Turnpike Revenue Bonds, Series 2014 B-3 in the aggregate principal amount of \$50,000,000 (the **"Series 2014 B-3 Bonds"**, and together with the Series 2013 D-3 Bonds and the Series 2013 E-3 Bonds, the **"Existing Variable Rate Bonds"**) under and pursuant to the General Bond Resolution, as supplemented by a resolution entitled "Series 2014 Turnpike Revenue Bond Resolution" adopted by the Authority on March 25, 2014 (the **"Series 2014 Resolution"**), and a Certificate of Determination executed by the Executive Director of the Authority dated August 4, 2014 relating to the Series 2014 B-3 Bonds (the **"Series 2014 B-3 Certificate of Determination"**);

WHEREAS, all of the Series 2014 B-3 Bonds are currently Outstanding under the General Bond Resolution;

WHEREAS, the Series 2014 B-3 Bonds are variable interest rate bonds which currently bear interest at a rate determined monthly as provided in the Series 2014 Resolution and the Series 2014 B-3 Certificate of Determination;

WHEREAS, on January 1, 2018, the Series 2014 B-3 Bonds are subject to mandatory tender and purchase by the Authority from the holders thereof at a purchase price equal to the principal amount of the Series 2014 B-3 Bonds then Outstanding, plus accrued interest to January 1, 2018;

WHEREAS, in order to manage its interest rate risk with respect to the Series 2014 B-3 Bonds, the Authority has previously entered into an interest rate swap transaction in the aggregate notional amount of \$50,000,000 under and pursuant to the ISDA Master Agreement, dated as of May 9, 2003, including the Schedule and the Credit Support Annex thereto, each dated as of May 9, 2003, and a Confirmation thereunder dated July 30, 2014 and effective as of August 4, 2014, between Citibank, N.A. and the Authority (the **"Existing Series 2014 B-3 Swap Agreement"**, and together with the Existing Series 2013 D-3 Swap Agreement and the Existing Series 2013 E-3 Swap Agreement, the **"Existing Swap Agreements"**);

WHEREAS, the Authority now desires to authorize the issuance of one or more Series of Bonds (as defined in the General Bond Resolution) and within each Series, one or more sub-series of Bonds (collectively, the **"Series 2017 Bonds"**) under and pursuant to the General Bond Resolution and this Series 2017 Turnpike Revenue Bond Resolution (the **"Series 2017 Resolution"**), to provide funds to (i) refund, purchase, redeem, retire and/or defease all or a portion of the Outstanding Series 2013 D-3 Bonds, Series 2013 E-3 Bonds and Series 2014 B-3 Bonds, (ii) pay the costs (including reimbursement to the Authority of amounts heretofore spent to pay such costs) of projects permitted or authorized under the Act and the General Bond Resolution, (iii) if determined to be necessary or advisable in connection with the issuance and sale of the Series 2017 Bonds, make a deposit into the Debt Reserve Fund (as defined in the General Bond Resolution) and/or purchase one or more surety bonds, insurance policies or letters of credit to be deposited into the Debt Reserve Fund, (iv) pay capitalized interest on all or a portion of the Series 2017 Bonds issued to pay the costs described in clause (ii) above, (v) if determined to be in the best interest of the Authority, make any termination payment required to be made by the Authority in connection with the termination, in whole or in part, of one or more of the Existing Swap Agreements, and/or (vi) pay the costs of issuance of the Series 2017 Bonds;

WHEREAS, as provided in the General Bond Resolution, the Series 2017 Bonds will be issued and secured on a parity with (i) all Bonds currently and hereafter Outstanding under the General Bond Resolution, (ii) the Authority's reimbursement obligations with respect to any Credit Facility or substitute Credit Facility supporting any Bonds, and (iii) payments to any Qualified Swap Provider under a Qualified Swap (as such terms are defined in the General Bond Resolution) where payments from the Qualified Swap Provider have been pledged under the Resolution as part of the Pledged Revenues (as defined in the General Bond Resolution);

WHEREAS, the Authority now desires to authorize, in addition to and/or as an alternative to, the issuance of all or a portion of the Series 2017 Bonds, (i) the conversion of the interest rate on all or a portion of each Series of the Existing Variable Rate Bonds to another permitted interest rate mode for such Series of the Existing Variable Rate Bonds, (ii) the selection of Remarketing Agents in connection with the conversion and remarketing of all or a portion of each Series of the Existing Variable Rate Bonds, (iii) the selection of Credit Issuers (as defined in the General Bond Resolution) and providers of Standby Agreements (as defined in the General Bond Resolution) and the obtaining of one or more alternate Credit Facilities (as defined in the General Bond Resolution) and/or alternate Standby Agreements in connection with the conversion and remarketing of all or a portion of each Series of the Existing Variable Rate Bonds, (iv) the amendment, termination in whole or in part and/or re-identification of one or more of the Existing Swap Agreements and/or the entering into of one or more Series 2017 Swap Agreements (as hereinafter defined), and (v) certain other transactions and actions in connection with, or relating to, the issuance of the Series 2017 Bonds or any of the other transactions authorized by this Series 2017 Resolution; and

WHEREAS, this Series 2017 Resolution shall constitute a Series Resolution for purposes of Section 1001 of the General Bond Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE NEW JERSEY TURNPIKE AUTHORITY, as follows:

**ARTICLE I
DEFINITIONS AND STATUTORY AUTHORIZATION**

SECTION 101. Definitions

All terms defined in the preambles hereof shall have the respective meanings set forth therein for all purposes of this Series 2017 Resolution. The following additional terms shall have the meanings set forth below. Unless the context clearly requires otherwise, all other capitalized terms that are used and not otherwise defined herein shall have the meaning given to such terms in Section 101 of the General Bond Resolution.

"Act" shall mean the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of 1948 of the State of New Jersey, as amended and supplemented from time to time.

"Authorized Denominations" shall mean \$5,000 and any integral multiple thereof with respect to any Tax Exempt Series 2017 Bonds and \$1,000 and any integral multiple thereof with respect to any Taxable Series 2017 Bonds, or such other denomination or denominations for any Series or sub-series of the Series 2017 Bonds as may be determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination as provided in Section 511 hereof.

"Authorized Officer of the Authority" shall mean the Chairman, the Executive Director or the Deputy Executive Director of the Authority or any other member, officer or employee of the Authority authorized and designated by resolution to act on behalf of the Authority.

"Beneficial Owner" shall mean, so long as any Series or sub-series of the Series 2017 Bonds are in the Book-Entry System, any Person that acquires an ownership interest in any Bond of such Series or sub-series of the Series 2017 Bonds held by DTC.

"Bond Counsel" shall mean any attorney or firm of attorneys selected from time to time by the Authority having recognized standing and expertise in the field of law relating to municipal finance and whose legal opinions are generally accepted by purchasers of municipal obligations.

"Bond Insurance Policy" shall mean any municipal bond insurance policy purchased by the Authority in accordance with (i) Section 503 hereof which insures the payment of the principal of and interest on all or any portion of the Existing Variable Rate Bonds, or (ii) Section 511(g) hereof which insures the payment of the principal of and interest on any Series or sub-series of the Series 2017 Bonds, all as more particularly described in the Series 2017 Certificate of Determination.

"Bond Insurer" shall mean any issuer of a Bond Insurance Policy.

"Bond Purchase Agreement" shall have the meaning given to such term in Section 501(c) hereof.

"Book-Entry System" shall mean the system maintained by DTC described in Section 203 hereof.

"Continuing Disclosure Agreement" shall mean the Continuing Disclosure Agreement by and between the Authority, the Trustee and the Co-Trustee, relating to any Series or sub-series of the Series 2017 Bonds, as the same may be amended or supplemented from time to time.

"Co-Trustee" shall mean U.S. Bank National Association, in its capacity as a Co-Trustee under the Resolution, and its successors and assigns.

"Debt Reserve Fund Surety" shall mean any surety bond, insurance policy or letter of credit satisfying the requirements of Section 506(d) of the General Bond Resolution which is purchased by the Authority with a portion of the proceeds of the Series 2017 Bonds and deposited into the Debt Reserve Fund.

"Direct Purchase Agreement" shall have the meaning given to such term in Section 501(e) hereof.

"Direct Purchaser" shall have the meaning given to such term in Section 501(d) hereof.

"DTC" shall mean The Depository Trust Company, a limited-purpose trust company organized under the laws of the State of New York, or any successor thereto.

"DTC Participant" shall mean any securities broker or dealer, bank, trust company, clearing corporation or other Person having an account at DTC.

"Electronic Means" shall mean facsimile transmission, e-mail transmission or other similar electronic means of communication providing evidence of transmission, including (except with respect to a communication given to the Trustee) a telephone communication promptly confirmed by any other method set forth in this definition.

"Escrow Account" shall mean the escrow account, if any, established for the refunding, redemption, retirement and/or defeasance of the Refunded Bonds pursuant to the Escrow Agreement.

"Escrow Agent" shall mean The Bank of New York Mellon, as Co-Trustee, in its capacity as escrow agent under the Escrow Agreement.

"Escrow Agreement" shall mean the escrow deposit agreement or agreements to be entered into by and between the Authority and the Escrow Agent in connection with the refunding, redemption, retirement and/or defeasance of the Refunded Bonds.

"Existing Series 2013 D-3 Swap Agreement" shall mean the interest rate swap transaction in the aggregate notional amount of \$225,000,000 entered into by the Authority under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, as amended by the First Amendment, dated as of September 11, 2015, to the Master Agreement, and the Confirmation thereunder dated May 20, 2013 and effective as of May 21, 2013, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time.

"Existing Series 2013 E-3 Swap Agreement" shall mean the interest rate swap transaction in the aggregate notional amount of \$150,000,000 entered into by the Authority under and pursuant to the ISDA Master Agreement, dated as of May 17, 2013, including the Schedule and the Credit Support Annex thereto, each dated as of May 17, 2013, as amended by the First Amendment, dated as of September 11, 2015, to the Master Agreement, and the Confirmation thereunder dated September 11, 2015, between Wells Fargo Bank, N.A. and the Authority, as amended and modified from time to time.

"Existing Series 2014 B-3 Swap Agreement" shall mean the interest rate swap transaction in the aggregate notional amount of \$50,000,000 entered into by the Authority under and pursuant to the ISDA Master Agreement, dated as of May 9, 2003, including the Schedule and the Credit Support Annex thereto, each dated as of May 9, 2003, and the Confirmation thereunder dated July 30, 2014 and effective as of August 4, 2014, between Citibank, N.A. and the Authority, as amended and modified from time to time.

"Existing Swap Agreements" shall mean, collectively, the Existing Series 2013 D-3 Swap Agreement, the Existing Series 2013 E-3 Swap Agreement and the Existing Series 2014 B-3 Agreement.

"Existing Variable Rate Bonds" shall mean, collectively, the Series 2013 D-3 Bonds, the Series 2013 E-3 Bonds and the Series 2014 B-3 Bonds.

"Existing Variable Rate Bond Credit Facility Agreement" shall have the meaning given to such term in Section 508 hereof.

"Existing Variable Rate Bond Credit Issuer" shall have the meaning given to such term in Section 507 hereof.

"Existing Variable Rate Bond Remarketing Agent" shall have the meaning given to such term in Section 504 hereof.

"Existing Variable Rate Bond Remarketing Agreement" shall have the meaning given to such term in Section 505 hereof.

"Existing Variable Rate Bond Standby Agreement" shall have the meaning given to such term in Section 509 hereof.

"Existing Variable Rate Bond Standby Purchaser" shall have the meaning given to such term in Section 507 hereof.

"Fitch" shall mean Fitch Ratings, Inc. and any successor thereto.

"General Bond Resolution" shall mean the Turnpike Revenue Bond Resolution initially adopted by the Authority on August 20, 1991, as amended and restated on September 26, 1991, as further amended and restated on November 22, 1991, and as further amended and supplemented from time to time in accordance with its terms.

"Interest Payment Date" shall mean, with respect to each Series or sub-series of the Series 2017 Bonds, January 1 and July 1 of each year, commencing on such January 1 or July 1 as shall be set forth in the Series 2017 Certificate of Determination, or such other dates for such Series or sub-series of the Series 2017 Bonds as may be determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination as provided in Section 511 hereof.

"Letter of Representations" shall mean the representation letter from the Authority, the Trustee and the Paying Agent to DTC dated the date of initial issuance and delivery each Series or sub-series of the Series 2017 Bonds or, if the Authority has executed and delivered a Blanket Letter of Representations in favor of DTC, such Blanket Letter of Representations, as such Blanket Letter of Representations may be amended, supplemented or otherwise modified and in effect from time to time.

"Maturity Date" shall mean, with respect to each Series or sub-series of the Series 2017 Bonds, the date or dates upon which the principal amount of any Series 2017 Bonds of such Series or sub-series is due and payable.

"Maximum Rate" shall mean (i) with respect to Series 2017 Bonds which have not been purchased by the Series 2017 Standby Purchaser pursuant to the Series 2017 Standby Agreement, the lesser of twelve percent (12%) per annum or the maximum rate of interest permitted by law, and (ii) with respect to Series 2017 Bonds which have been purchased by the Series 2017 Standby Purchaser pursuant to the Series 2017 Standby Agreement, the lesser of twenty-five percent (25%) per annum or the maximum rate of interest permitted by law.

"Moody's" shall mean Moody's Investors Service, Inc. and any successor thereto.

"New Money Bonds" shall mean any Series 2017 Bonds which are issued for the purposes set forth in Section 201(b) hereof, as shall be determined in the Series 2017 Certificate of Determination for such Series 2017 Bonds pursuant to Section 503 hereof.

"Paying Agent" shall mean, with respect to the Series 2017 Bonds, any national banking association having trust powers, bank and trust company or trust company appointed as such by the Authority in accordance with Section 902 of the General Bond Resolution. The initial Paying Agent for the Series 2017 Bonds shall be The Bank of New York Mellon, a New York banking corporation, having a corporate trust office in Woodland Park, New Jersey, and its successors and assigns.

"Person" shall mean an individual or any corporation, partnership, limited liability company, joint venture, trust, unincorporated organization, governmental agency, political subdivision or other entity.

"Rating Agency" shall mean (i) each of Fitch, Moody's and S&P so long as each such entity shall have a rating assigned to any Outstanding Bonds, and (ii) any other nationally recognized securities rating agency which shall have a rating assigned to any Outstanding Bonds.

"Redemption Date" shall mean the date fixed for redemption of any Series 2017 Bond subject to redemption in any notice of redemption given in accordance with the terms of the Resolution.

"Refunded Bonds" shall mean the Outstanding Series 2013 D-3 Bonds, Series 2013 E-3 Bonds and Series 2014 B-3 Bonds maturing in each of the years and in the amounts as shall be determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination as provided in Section 511 hereof.

"Register" shall mean the registry books of the Authority relating to the Series 2017 Bonds which are maintained by the Registrar.

"Resolution" shall mean the General Bond Resolution, as amended and supplemented from time to time, including as supplemented by this Series 2017 Resolution.

"Return Date" shall have the meaning given to such term in Section 203(e) hereof.

"S&P" shall mean Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business, and any successor thereto.

"Securities Depository" shall mean DTC or any other entity which shall act as a securities depository for the Series 2017 Bonds in accordance with Section 203 hereof.

"Series 2013 D-3 Bonds" shall mean the Authority's Turnpike Revenue Bonds, Series 2013 D-3 currently Outstanding in an aggregate principal amount of \$77,625,000.

"Series 2013 E-3 Bonds" shall mean the Authority's Turnpike Revenue Bonds, Series 2013 E-3 currently Outstanding in an aggregate principal amount of \$51,750,000.

"Series 2014 B-3 Bonds" shall mean the Authority's Turnpike Revenue Bonds, Series 2014 B-3 currently Outstanding in an aggregate principal amount of \$50,000,000.

"Series 2017 Bond" or **"Series 2017 Bonds"** shall mean any Bond or Bonds authenticated and delivered pursuant to Article II of this Series 2017 Resolution and shall include any separate Series of Series 2017 Bonds and any sub-series issued within such Series.

"Series 2017 Certificate of Determination" shall mean, collectively, the Certificate or Certificates of Determination relating to each Series or sub-series of the Series 2017 Bonds to be executed by an Authorized Officer of the Authority as provided in this Series 2017 Resolution relating to any of the actions authorized to be taken by an Authorized Officer of the Authority pursuant to this Series 2017 Resolution.

"Series 2017 Clearing Fund" shall mean the fund of that name created in Section 401 hereof.

"Series 2017 Credit Facility Agreement" shall have the meaning given to such term in Section 207 hereof.

"Series 2017 Credit Issuer" shall have the meaning given to such term in Section 206 hereof.

"Series 2017 Project" shall mean any and all capital projects that may be implemented by the Authority pursuant to the Act and that constitute Projects under the General Bond Resolution, which projects may include, but are not required to include, and are not limited to, (i) the widening of both the New Jersey Turnpike and the Garden State Parkway to improve traffic flow thereon, (ii) the widening, reconstruction, redecking, rehabilitation of, and various other capital improvements relating to, numerous bridges, interchanges, service roads and other roadways comprising a portion of the Turnpike System, and (iii) miscellaneous other

construction, renovations, improvements, replacements, maintenance and acquisitions to various portions of the Turnpike System which constitute Projects for purposes of the General Bond Resolution. An Authorized Officer may at any time and from time to time determine that (a) any portion of the Series 2017 Project, including one or more of the Projects described in clauses (i), (ii) or (iii) above, shall be modified or abandoned and/or (b) a new project shall be undertaken, provided that such new project constitutes a Project for purposes of the General Bond Resolution. The provisions of Section 503(h) of the General Bond Resolution shall not apply to any such abandonment of a portion of the Series 2017 Project if the Authority determines to apply the moneys available therefor in the Construction Fund to another project constituting a Project for purposes of the General Bond Resolution.

"Series 2017 Remarketing Agent" shall have the meaning given to such term in Section 204 hereof.

"Series 2017 Remarketing Agreement" shall have the meaning given to such term in Section 205 hereof.

"Series 2017 Resolution" shall mean this Series 2017 Turnpike Revenue Bond Resolution, as it may be amended and supplemented from time to time.

"Series 2017 Standby Agreement" shall have the meaning given to such term in Section 208 hereof.

"Series 2017 Standby Purchaser" shall have the meaning given to such term in Section 206 hereof.

"Series 2017 Swap Agreements" shall have the meaning given to such term in Section 510(c) hereof.

"Special DTC Record Date" shall have the meaning given to such term in Section 203(e) hereof.

"Taxable Series 2017 Bonds" shall mean any Series 2017 Bonds the interest on which is includable in gross income for Federal income tax purposes pursuant to the Code.

"Tax-Exempt Series 2017 Bonds" shall mean any Series 2017 Bonds the interest on which is not includable in gross income for Federal income tax purposes pursuant to Section 103 of the Code.

"Trustee" shall mean The Bank of New York Mellon, in its capacity as a Co-Trustee under the Resolution, and its successors and assigns.

"Underwriters" shall have the meaning given to such term in Section 501(b) hereof.

SECTION 102. Rules of Construction

For all purposes of this Series 2017 Resolution, except as otherwise expressly provided or unless the context otherwise requires, the following rules of construction shall apply in construing the provisions of this Series 2017 Resolution:

(a) Words expressed in the singular shall include the plural and vice versa, and the use of the neuter, masculine or feminine gender is for convenience only and shall be deemed to mean and include the neuter, masculine or feminine gender, as appropriate.

(b) Headings of the Articles and Sections herein and the Table of Contents hereof are solely for convenience of reference, do not constitute a part hereof and shall not affect the meaning, construction or effect hereof.

(c) All references herein to an "Article," "Section" or any other subdivision are to the corresponding Article, Section or subdivision of this Series 2017 Resolution and the words "herein," "hereof," "hereby," "hereto", "hereunder" and other words of similar import

refer to this Series 2017 Resolution as a whole, including the Exhibit hereto, and not to any particular Article, Section or subdivision hereof.

(d) All references herein to a "Series" of the Series 2017 Bonds shall include a "sub-series" of the Series 2017 Bonds where the context so requires.

SECTION 103. Authority for this Series 2017 Resolution

This Series 2017 Resolution is adopted pursuant to the provisions of the Act and Section 1001 of the General Bond Resolution and shall constitute a Series Resolution for all purposes of the General Bond Resolution. This Series 2017 Resolution may be amended, modified or revised subsequent to the date of its adoption and prior to the date of issuance of the initial Series of the Series 2017 Bonds as shall be determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination as provided in Section 511 hereof.

ARTICLE II
AUTHORIZATION, PURPOSE, ISSUANCE
AND PAYMENT OF THE SERIES 2017 BONDS

SECTION 201. Authorization, Purpose and General Provisions

(a) One or more Series of Bonds entitled to the benefits, protection and security of the provisions of the General Bond Resolution is hereby authorized to be issued under and pursuant to the General Bond Resolution in an aggregate principal amount of not exceeding \$779,375,000; *provided, however*, that (i) the aggregate principal amount of the Series 2017 Bonds constituting New Money Bonds shall not exceed \$600,000,000, and (ii) the aggregate principal amount of the Series 2017 Bonds constituting Refunding Bonds shall not exceed \$179,375,000. Each such Series of Bonds shall be designated as, and shall be distinguished from the Bonds of all other Series by the title, "Turnpike Revenue Bonds, Series 2017", as such title may be modified or amended as determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination. The Series 2017 Bonds may be issued in one or more Series and, within each Series, one or more sub-series, all as shall be determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination. Each Series and sub-series of the Series 2017 Bonds shall be issued as either Tax-Exempt Series 2017 Bonds or Taxable Series 2017 Bonds as shall be determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination.

(b) The Series 2017 Bonds constituting New Money Bonds shall be issued for the purpose of providing funds to (i) pay the Cost of Construction (including reimbursement to the Authority of amounts heretofore spent to pay such Costs of Construction) of the Series 2017 Project; (ii) if determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination to be necessary or advisable in connection with the issuance and sale of such Series 2017 Bonds, make a deposit into the Debt Reserve Fund and/or purchase one or more Debt Reserve Fund Sureties to be deposited into the Debt Reserve Fund, (iii) pay capitalized interest on all or a portion of any Series or sub-series of such Series 2017 Bonds, and/or (iv) pay the costs of issuance of such Series 2017 Bonds, including any premium relating to a Bond Insurance Policy.

(c) The Series 2017 Bonds constituting Refunding Bonds shall be issued for the purpose of providing funds to (i) refund, purchase, redeem, retire and/or defease the Refunded Bonds, (ii) if determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination to be necessary or advisable in connection with the issuance and sale of such Series 2017 Bonds, make a deposit into the Debt Reserve Fund and/or purchase one or more Debt Reserve Fund Sureties to be deposited into the Debt Reserve Fund, (iii) if determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination to be in the best interest of the Authority in accordance with Section 510 of this Series 2017 Resolution, make any termination payment required to be made by the Authority in connection with the termination of one or more of the Existing Swap Agreements, in whole or in part, and/or (iv) pay the costs of issuance of such Series 2017 Bonds, including any premium relating to a Bond Insurance Policy.

(d) The Series 2017 Bonds shall be dated, shall mature on such dates and in such principal amounts, shall be issued as Tax-Exempt Series 2017 Bonds or Taxable Series 2017 Bonds and as variable interest rate Bonds or as Bonds with fixed interest rates to maturity, shall bear interest from their date payable at such rate or rates and on such dates, and shall be subject to redemption prior to maturity on such terms and conditions, as provided in Section 202 and Article III hereof and as shall be determined by an Authorized Officer of the Authority in a Series 2017 Certificate of Determination; *provided, however*, that (i) the final Maturity Date of the Series 2017 Bonds shall be not later than January 1, 2048, (ii) with respect to any Series 2017 Bonds issued as Tax-Exempt Series 2017 Bonds with fixed interest rates to maturity, the average true interest cost to the Authority of such Series 2017 Bonds shall not exceed seven percent (7.00%) per annum, (iii) with respect to any Series 2017 Bonds issued as variable interest rate Tax-Exempt Series 2017 Bonds, the interest rate on such Series 2017 Bonds shall not exceed the Maximum Rate and the initial interest rate to be borne by such Series 2017 Bonds shall not exceed (x) two and one half percent (2.50%) per annum for Series 2017 Bonds sold pursuant to a public offering and (y) three and one half percent (3.50%) per annum for Series 2017 Bonds sold pursuant to a private, direct purchase sale as provided in Section 501(a) hereof, (iv) with respect to any Series 2017 Bonds issued as Taxable Series 2017 Bonds with fixed interest rates to

maturity, the average true interest cost to the Authority of such Series 2017 Bonds shall not exceed seven percent (7.00%) per annum, (v) with respect to any Series 2017 Bonds issued as variable interest rate Taxable Series 2017 Bonds, the interest rate on such Series 2017 Bonds shall not exceed the Maximum Rate and the initial interest rate to be borne by such Series 2017 Bonds shall not exceed (x) three and one half percent (3.50%) per annum for Series 2017 Bonds sold pursuant to a public offering and (y) four and one half percent (4.50%) per annum for Series 2017 Bonds sold pursuant to a private, direct purchase sale as provided in Section 501(a) hereof, (vi) the Redemption Price for any Series 2017 Bond shall not exceed one hundred and three percent (103%) of the principal amount of such Series 2017 Bond; *provided, further, however*, that the Redemption Price of any Taxable Series 2017 Bond subject to optional redemption by the Authority pursuant to a "make-whole" provision may exceed one hundred and three percent (103%) of the principal amount of such Taxable Series 2017 Bond if so determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination. Notwithstanding anything to the contrary contained herein, with respect to any Series 2017 Bonds issued initially with fixed rates of interest, which Series 2017 Bonds are subject to optional or mandatory tender for purchase by the holders thereof, the initial fixed rate of interest to be borne by such Series 2017 Bonds shall not exceed five percent (5.00%) per annum and the interest rate to be borne by such Series 2017 Bonds from and after any such tender date shall not exceed the Maximum Rate. The aggregate principal amount of each Series and sub-series of the Series 2017 Bonds shall be as set forth in the Series 2017 Certificate of Determination, but in no case shall the aggregate principal amount of (i) the Series 2017 Bonds constituting New Money Bonds exceed \$600,000,000, (ii) the Series 2017 Bonds constituting Refunding Bonds exceed \$179,375,000, and (iii) all Series and sub-series of the Series 2017 Bonds exceed \$779,375,000.

(e) The Authority hereby appoints The Bank of New York Mellon as the Paying Agent and the Registrar for the Series 2017 Bonds.

(f) To the extent any Series 2017 Bonds are issued in any year other than 2017, references herein to "2017" may, without any further action by the members of the Authority, be changed to the year of issuance of such Series 2017 Bonds as may be determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination.

SECTION 202. Denominations, Maturity Dates and Interest on the Series 2017 Bonds

(a) The Series 2017 Bonds shall be issued in registered form in Authorized Denominations. The Series 2017 Bonds shall be dated their date(s) of initial issuance and delivery and shall bear such numbers and other designations as shall be determined an Authorized Officer of the Authority in the Series 2017 Certificate of Determination.

(b) The Series 2017 Bonds shall mature on the dates and in the principal amounts set forth in the Series 2017 Certificate of Determination. The Series 2017 Bonds shall bear interest at the rate or rates per annum set forth in the Series 2017 Certificate of Determination. Each Series and sub-series of Series 2017 Bonds shall bear interest from and including the date of their initial issuance and delivery until payment of the principal or Redemption Price thereof shall have been made or provided for in accordance with the provisions of the Resolution, whether at maturity, upon redemption or otherwise. Interest on the Series 2017 Bonds shall be payable on each Interest Payment Date.

(c) The principal or Redemption Price of and interest on the Series 2017 Bonds shall be payable in lawful money of the United States of America.

(d) Unless otherwise provided in any writing with or from DTC or if the Book-Entry System for the Series 2017 Bonds is discontinued as provided in Section 203(f) of this Series 2017 Resolution, the interest on each Series 2017 Bond shall be paid by the Paying Agent on the Interest Payment Dates by wire transfer of immediately available funds to an account specified by the Owner of such Series 2017 Bond in a writing delivered to the Paying Agent. Any such specified account shall remain in effect until revised by such Owner by an instrument in writing delivered to the Paying Agent. The principal or Redemption Price of the Series 2017 Bonds shall be payable, when due, upon surrender thereof at the office of the Paying Agent.

(e) Notwithstanding any other provision of this Series 2017 Resolution to the contrary, so long as any Series 2017 Bond is registered in the name of Cede & Co., as nominee for DTC, all payments with respect to the principal or Redemption Price of and interest on such Series 2017 Bond and all notices with respect to such Series 2017 Bond shall be made and given, respectively, to DTC as provided in the Letter of Representations.

(f) Except as may be specifically set forth herein, the Paying Agent, the Trustee and the Authority may treat the Owner of a Series 2017 Bond as the absolute owner thereof for all purposes, whether or not such Series 2017 Bond shall be overdue, and the Paying Agent, the Trustee and the Authority shall not be affected by any knowledge or notice to the contrary; and payment of the principal or Redemption Price of and interest on such Series 2017 Bond shall be made only to such Owner, which payments shall be valid and effectual to satisfy and discharge the liability of such Series 2017 Bond to the extent of the sum or sums so paid. All Series 2017 Bonds paid at maturity or on earlier redemption pursuant to the provisions of the Resolution shall be cancelled by the Paying Agent.

SECTION 203. Book-Entry System for the Series 2017 Bonds

Notwithstanding any other provision of the Resolution to the contrary:

(a) Each Series or sub-series of the Series 2017 Bonds shall initially be issued in the form of one (1) fully-registered bond certificate in the aggregate principal amount of each maturity of such Series or sub-series of the Series 2017 Bonds bearing differing rates of interest. Except as provided in paragraph (f) of this Section 203 or as otherwise provided in the Series 2017 Certificate of Determination, all of the Series 2017 Bonds shall be registered in the name of Cede & Co., as nominee of DTC; *provided, however*, that if DTC shall request that the Series 2017 Bonds be registered in the name of a different nominee, the Registrar shall exchange all or any portion of the Series 2017 Bonds of a Series or sub-series for an equal aggregate principal amount of Series 2017 Bonds of the same Series or sub-series and maturity registered in the name of such nominee or nominees of DTC. While the Book-Entry System for the Series 2017 Bonds is in effect, no Person other than DTC or its nominee shall be entitled to receive from the Authority or the Registrar either a Series 2017 Bond certificate or any other evidence of ownership of the Series 2017 Bonds, or any right to receive any payment in respect thereof, unless DTC or its nominee shall transfer record ownership of all or any portion of the Series 2017 Bonds on the Register in connection with discontinuing the Book-Entry System as provided in paragraph (f) of this Section 203 or otherwise.

(b) So long as the Series 2017 Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all payments of the principal or Redemption Price of and interest on such Series 2017 Bonds shall be made to DTC or its nominee in accordance with the Letter of Representations on the dates provided for such payments under this Series 2017 Resolution or the Series 2017 Certificate of Determination. Each such payment to DTC or its nominee shall be valid and effective to fully discharge all liability of the Authority or the Paying Agent with respect to the principal or Redemption Price of and interest on such Series 2017 Bonds to the extent of the sum or sums so paid.

(c) The Authority may treat DTC (or its nominee) as the sole and exclusive Owner of the Series 2017 Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on such Series 2017 Bonds, selecting the Series 2017 Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to Owners of the Series 2017 Bonds under the Resolution, registering the transfer of Series 2017 Bonds, obtaining any consent or other action to be taken by the Owners of Series 2017 Bonds and for all other purposes whatsoever, and the Authority shall not be affected by any notice to the contrary. The Authority shall not have any responsibility or obligation to any DTC Participant, any Beneficial Owner, or any other Person which is not shown on the Register as being the Owner of the Series 2017 Bonds, with respect to: (i) the Series 2017 Bonds; (ii) the accuracy of any records maintained by DTC or any DTC Participant; (iii) the payment by DTC or any DTC Participant of any amount in respect of the principal or Redemption Price of or interest on the Series 2017 Bonds; (iv) any notice which is permitted or required to be given to the Owners of Series 2017 Bonds under the Resolution; (v) the selection by DTC or any DTC Participant of any Person to receive payment in the event of a partial redemption of the Series 2017 Bonds; or (vi) any consent given or other action taken by DTC as the Owner of Series 2017 Bonds.

(d) So long as the Series 2017 Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, all notices required or permitted to be given to the Owners of the Series 2017 Bonds under the Resolution shall be given to DTC in accordance with the Letter of Representations.

(e) So long as the Series 2017 Bonds or any portion thereof are registered in the name of DTC or any nominee thereof, in connection with any solicitation of consents from or voting by the Owners of Series 2017 Bonds, the Trustee shall establish a special record date (the **"Special DTC Record Date"**) for such consent or other action (with no provision for revocation of consents or votes by subsequent Owners) and the date by which such consent or other action shall be received or taken (the **"Return Date"**). The Trustee shall give DTC notice of the Special DTC Record Date and of the Return Date not less than fifteen (15) calendar days in advance of such Special DTC Record Date to the extent possible.

(f) The Book-Entry System for registration of the ownership of the Series 2017 Bonds through DTC shall be discontinued at any time that (i) DTC determines to resign as Securities Depository for the Series 2017 Bonds and gives notice of such determination to the Authority and the Trustee, or (ii) the Authority determines that continuation of the Book-Entry System through DTC is not in the best interests of the Authority or the Owners of the Series 2017 Bonds and gives notice of such determination to the Trustee and DTC. In either of such events, the Authority may appoint a successor Securities Depository, but if the Authority does not appoint a successor, the Series 2017 Bonds shall be delivered in registered certificated form to such Persons, and in such maturities and principal amounts, as may be designated by DTC, but without any liability on the part of the Authority or the Trustee for the accuracy of such designation. If a successor Securities Depository is appointed, this Section 203 shall be amended through a Series 2017 Certificate of Determination as necessary to reflect such succession and to incorporate provisions required by the successor Securities Depository.

(g) When any notices to the Owners of the Series 2017 Bonds are given by the Trustee under the Resolution, they shall be sent by the Trustee to DTC with a request that DTC forward (or cause to be forwarded) the notice to the DTC Participants so that such DTC Participants may forward (or cause to be forwarded) the notices to the Beneficial Owners. The Authority and the Trustee shall be entitled to rely on any omnibus proxy delivered by DTC and to consider those DTC Participants to whose account the Series 2017 Bonds are credited on any Record Date, as appropriate, and identified in a listing attached to the omnibus proxy, as the Owners of the aggregate amount of the Series 2017 Bonds set forth on such listing for purposes of any consent, vote or other action of the Owners of the Series 2017 Bonds under the Resolution.

SECTION 204. Selection of Series 2017 Remarketing Agents

If any of the Series 2017 Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more firms or entities to serve as a Remarketing Agent for such Series 2017 Bonds (each a **"Series 2017 Remarketing Agent"**); *provided, however*, that any Series 2017 Remarketing Agent so selected shall satisfy the requirements of a Remarketing Agent for such Series 2017 Bonds set forth in the Resolution. The selection of a Series 2017 Remarketing Agent made by an Authorized Officer of the Authority pursuant to this Section 204 shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and such Series 2017 Remarketing Agent of a Series 2017 Remarketing Agreement authorized by Section 205 of this Series 2017 Resolution.

SECTION 205. Authorization and Approval of Series 2017 Remarketing Agreement

If any of the Series 2017 Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial

advisor and Bond Counsel, to prepare, or caused to be prepared, a Remarketing Agreement relating to such Series 2017 Bonds, by and between the Authority and each Series 2017 Remarketing Agent (each a "**Series 2017 Remarketing Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Series 2017 Remarketing Agreement; *provided, however*, that the provisions of the Series 2017 Remarketing Agreement shall require the Series 2017 Remarketing Agent to perform the duties of a Remarketing Agent for such Series 2017 Bonds set forth in the Resolution and shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Series 2017 Remarketing Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Series 2017 Remarketing Agreement with each Series 2017 Remarketing Agent. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of each Series 2017 Remarketing Agreement, execute and deliver each Series 2017 Remarketing Agreement to each Series 2017 Remarketing Agent and carry out or cause to be carried out all obligations of the Authority under each Series 2017 Remarketing Agreement.

SECTION 206. Selection of Series 2017 Credit Issuers and Series 2017 Standby Purchasers

If any of the Series 2017 Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more banks and/or other financial institutions to serve as (i) a Credit Issuer for such Series 2017 Bonds (each a "**Series 2017 Credit Issuer**"), and/or (ii) a Standby Purchaser for any such Series 2017 Bonds which are subject to optional or mandatory tender for purchase by the Owner thereof (each a "**Series 2017 Standby Purchaser**"); *provided, however*, that (i) any Series 2017 Credit Issuer and/or Series 2017 Standby Purchaser so selected shall have a long-term rating of A or A2 or better, or a short-term rating of A-1, VMIG-1 or F-1, by any two Rating Agencies, and (ii) the Credit Facility and/or Standby Agreement issued or provided by such Series 2017 Credit Issuer and/or Series 2017 Standby Purchaser shall comply with the provisions of the Resolution and the restrictions of Section 207 and/or Section 208 of this Series 2017 Resolution, as applicable. The selection of the Series 2017 Credit Issuers made by an Authorized Officer of the Authority pursuant to this Section 206 shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Series 2017 Credit Issuer of a Series 2017 Credit Facility Agreement authorized by Section 207 of this Series 2017 Resolution. The selection of the Series 2017 Standby Purchasers made by an Authorized Officer of the Authority pursuant to this Section 206 shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Series 2017 Standby Purchaser of a Series 2017 Standby Agreement authorized by Section 208 of this Series 2017 Resolution.

SECTION 207. Authorization and Approval of Series 2017 Credit Facility Agreement

If any of the Series 2017 Bonds are to be issued as variable interest rate Bonds and/or are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a reimbursement agreement or other similar agreement relating to each Credit Facility for such Series 2017 Bonds, by and between the Authority and each Series 2017 Credit Issuer (each a "**Series 2017 Credit Facility Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Series 2017 Credit Facility Agreement; *provided, however*, that (i) the provisions of the Series 2017 Credit Facility Agreement shall be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Series 2017 Credit Facility Agreement), (ii) the term of the applicable Credit Facility shall not extend beyond the final

Maturity Date of the related Series 2017 Bonds, and (iii) the term-out period for the Authority to repay any amounts drawn under the applicable Credit Facility shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Series 2017 Credit Facility Agreement with each Series 2017 Credit Issuer. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of each Series 2017 Credit Facility Agreement, execute and deliver each Series 2017 Credit Facility Agreement to each Series 2017 Credit Issuer and carry out or cause to be carried out all obligations of the Authority under each Series 2017 Credit Facility Agreement.

SECTION 208. Authorization and Approval of Series 2017 Standby Agreement

If any of the Series 2017 Bonds are to be subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a Standby Agreement relating to such Series 2017 Bonds with each Series 2017 Standby Purchaser (each a "**Series 2017 Standby Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Series 2017 Standby Agreement; *provided, however*, that (i) the provisions of the Series 2017 Standby Agreement shall be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Series 2017 Standby Agreement), (ii) the interest rate on any Series 2017 Bonds purchased by the Series 2017 Standby Purchaser in accordance with the Series 2017 Standby Agreement shall not exceed the Maximum Rate, (iii) the term of the Series 2017 Standby Agreement shall not extend beyond the final Maturity Date of the related Series 2017 Bonds, and (iv) the term-out period for the Authority to repay any amounts advanced by the Series 2017 Standby Purchaser under the Series 2017 Standby Agreement to purchase Series 2017 Bonds shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Series 2017 Standby Agreement with each Series 2017 Standby Purchaser. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of each Series 2017 Standby Agreement, execute and deliver each Series 2017 Standby Agreement to each Series 2017 Standby Purchaser and carry out or cause to be carried out all obligations of the Authority under each Series 2017 Standby Agreement.

SECTION 209. Appointment of Tender Agent

The Authority hereby appoints The Bank of New York Mellon as the Tender Agent for any Series 2017 Bonds which are subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution.

SECTION 210. Form of the Series 2017 Bonds and the Trustee's Certificate of Authentication.

Subject to the provisions of the Resolution, the form of each Series 2017 Bonds of each Series or sub-series and the Trustee's Certificate of Authentication thereon shall be of substantially the tenor set forth in the form of the Series 2017 Bonds attached hereto as Exhibit A with such variations, omissions and insertions thereto as are required or permitted by the Resolution, including any such variations, omissions and insertions as an Authorized Officer of the Authority may determine are necessary or advisable in connection with the issuance of any Series 2017 Bonds which are issued as variable interest rate Bonds and/or are subject to optional or mandatory tender for purchase by the Owners thereof as provided in the Resolution and which may be set forth in a revised version of the form of such Series 2017 Bonds included in the Series 2017 Certificate of Determination.

ARTICLE III REDEMPTION OF SERIES 2017 BONDS

SECTION 301. Privilege of Redemption and Redemption Price

The Series 2017 Bonds shall be subject to redemption prior to maturity as set forth or referred to in this Article III and in the Series 2017 Certificate of Determination. If and to the extent of any inconsistency between this Article III and Article IV of the General Bond Resolution, this Article III shall govern with respect to the Series 2017 Bonds. Except as otherwise provided by the second paragraph of Section 405 of the General Bond Resolution, on the Redemption Date, funds shall be deposited with the Paying Agent, in its capacity as the Trustee, to pay, and the Trustee is hereby authorized and directed to apply such funds to the payment of, the Series 2017 Bonds or portions thereof called for redemption, together with accrued interest thereon to the Redemption Date. Series 2017 Bonds subject to redemption prior to maturity shall be redeemable, upon notice as provided in this Article III, at such times, at such Redemption Prices and upon such terms, in addition to the terms contained or referred to in this Article III and the Series 2017 Certificate of Determination, as are specified in the General Bond Resolution.

SECTION 302. Optional Redemption of Series 2017 Bonds

Each Series or sub-series of the Series 2017 Bonds shall be subject to redemption at the option of the Authority, in whole or in part in Authorized Denominations, on such dates and at such Redemption Prices as shall be set forth in the Series 2017 Certificate of Determination, subject to the provisions of Section 201(d) of this Series 2017 Resolution.

SECTION 303. Mandatory Sinking Fund Redemption of Series 2017 Bonds

(a) Each Series or sub-series of the Series 2017 Bonds shall be subject to mandatory redemption in part from moneys accumulated in the Debt Service Fund by reason of the payment of Sinking Fund Installments on January 1 or July 1 in the years and in the amounts as set forth in the Series 2017 Certificate of Determination, at a Redemption Price equal to one hundred percent (100%) of the principal amount thereof plus accrued interest, if any, to the Redemption Date.

(b) Anything in the Resolution to the contrary notwithstanding, if the Authority purchases and cancels or, at its option, redeems any Series 2017 Bonds that are subject to mandatory Sinking Fund Installments, the Authority shall have the discretion to determine the manner of crediting any such purchased or redeemed Series 2017 Bonds against future Sinking Fund Installments, and such manner of crediting may be chronological, inverse chronological, pro-rata or such other manner as shall be determined by the Authority.

SECTION 304. Selection of Series 2017 Bonds to be Redeemed

Notwithstanding anything in the Resolution to the contrary and unless otherwise set forth in the Series 2017 Certificate of Determination, if less than all of the Series 2017 Bonds of a Series or sub-series are to be redeemed and paid prior to maturity, the Series 2017 Bonds of such Series or sub-series to be redeemed shall be selected by the Authority, unless less than all of the Series 2017 Bonds of the same maturity of the same Series or sub-series shall be called for redemption, in which case the selection of the Series 2017 Bonds to be redeemed shall be made by the Paying Agent, in its capacity as the Trustee, by lot in such manner as the Trustee in its discretion shall determine. In selecting Series 2017 Bonds for redemption, the Trustee shall treat each Series 2017 Bond as representing that number of Series 2017 Bonds which is obtained by dividing the principal amount of such Series 2017 Bond by the then-minimum Authorized Denomination; *provided, however*, that no Series 2017 Bond shall be redeemed in part if the principal amount of such Series 2017 Bond to be Outstanding following such partial redemption is not an Authorized Denomination. Unless otherwise set forth in the Series 2017 Certificate of Determination, any Series 2017 Bonds of the same Series or sub-series and maturity shall be deemed to be of the same Series or sub-series and maturity, whether or not the interest rates thereon are the same. If it is determined that less than all of the aggregate principal amount of a Series 2017 Bond is to be called for redemption, then, except as may be otherwise provided in the Resolution, upon notice of the redemption of the portion of such principal amount that is to be called for redemption, the Owner of such Series 2017 Bond shall forthwith surrender such

Series 2017 Bond to the Trustee for payment of the Redemption Price of the portion of such principal amount called for redemption and the Trustee shall authenticate and deliver to such Owner a new Series 2017 Bond or Series 2017 Bonds having an aggregate principal amount equal to the unredeemed balance of the principal amount of such Series 2017 Bond. If the Book-Entry System for the Series 2017 Bonds is in effect, upon a redemption of less than the entire principal amount of a maturity of the Outstanding Series 2017 Bonds of any Series or sub-series, the Trustee shall (i) either exchange the Series 2017 Bond or Series 2017 Bonds of such Series or sub-series and maturity held by the Securities Depository for a new Series 2017 Bond or Series 2017 Bonds of such maturity in the appropriate principal amount of the unredeemed portion of such maturity, if such Series 2017 Bond is presented to the Trustee by the Securities Depository, or (ii) obtain from the Securities Depository a written confirmation of the reduction in the principal amount of such Series 2017 Bonds held by the Securities Depository.

SECTION 305. Notices

(a) Notice of the redemption of any Series 2017 Bonds shall be given by the Paying Agent, in its capacity as the Trustee, at the direction and on behalf of the Authority by mailing a copy of an official notice of redemption not less than thirty (30) days nor more than sixty (60) days prior to the Redemption Date to (i) each Owner of the Series 2017 Bonds to be redeemed by first class mail at their addresses appearing on the Registrar, and (ii) any entities required to receive such notice pursuant to the provisions of the Continuing Disclosure Agreement in the manner provided in the Continuing Disclosure Agreement. Notwithstanding anything in the Resolution to the contrary, notice of the redemption of any Series 2017 Bonds to be given to the Securities Depository shall be given in such manner and time as shall be required in accordance with the operating procedures of the Securities Depository.

(b) Each notice of redemption shall state at a minimum, the complete official name of the issue, including the Series or sub-series designation, the Series 2017 Bond certificate numbers, the principal amount of each Series 2017 Bond certificate to be redeemed (for partial redemptions), the date of issue, the interest rate, the Maturity Date, the Redemption Date, the Redemption Price, the place or places of redemption, including the Paying Agent's name and appropriate address or addresses with the name of a contact person and telephone number. CUSIP numbers shall also be set forth in such notices of redemption, but the failure to provide such CUSIP numbers shall not affect the validity of the proceedings for the redemption of the Series 2017 Bonds to be redeemed.

(c) Any notice of redemption of the Series 2017 Bonds given in accordance with the requirements of this Section 305 and Article IV of the General Bond Resolution shall be conclusively presumed to have been duly given, whether or not the Owner of any Series 2017 Bond to be redeemed actually receives such notice.

ARTICLE IV
DISPOSITION OF SERIES 2017 BOND PROCEEDS
AND CREATION OF FUNDS AND ACCOUNTS

SECTION 401. Disposition of Proceeds of Series 2017 Bonds and Creation of
Series 2017 Clearing Fund

There is hereby established with the Trustee a fund to be designated as the Series 2017 Clearing Fund (the "**Series 2017 Clearing Fund**"), which shall be a separate trust fund held by the Trustee and entitled to the benefits and protections of the General Bond Resolution. Except as otherwise set forth in the Series 2017 Certificate of Determination, upon receipt of the net proceeds, including accrued interest, if any, from the sale of each Series or sub-series of the Series 2017 Bonds, the Trustee shall deposit all such net proceeds into the Series 2017 Clearing Fund and, thereafter, the Trustee shall transfer from the Series 2017 Clearing Fund (i) to the Debt Service Fund, an amount equal to the accrued interest, if any, on such Series or sub-series of the Series 2017 Bonds, (ii) to the Debt Reserve Fund, the amount, if any, set forth in the Series 2017 Certificate of Determination which is required to be deposited in the Debt Reserve Fund so that the amount on deposit in the Debt Reserve Fund upon the issuance of such Series or sub-series of the Series 2017 Bonds shall at least equal the Debt Reserve Requirement, (iii) if such sub-series of the Series 2017 Bonds is comprised of New Money Bonds, to the Series 2017 Project Account (which is hereby established) within the Construction Fund, an amount, as determined in the Series 2017 Certificate of Determination to be applied to pay the Costs of Construction of the Series 2017 Project (including capitalized interest on all or a portion of such Series or sub-series of the Series 2017 Bonds, any premium relating to a Bond Insurance Policy for such Series or sub-series of the Series 2017 Bonds and any other costs of issuance of such Series or sub-series of the Series 2017 Bonds), (iv) if such Series or sub-series of the Series 2017 Bonds is comprised of Refunding Bonds, to the Escrow Agent, for deposit to the Escrow Account, the amount set forth in the Series 2017 Certificate of Determination which is to be applied to the refunding, purchase, redemption, retirement and/or defeasance of the Refunded Bonds as provided in the Escrow Agreement, (v) if such Series or sub-series of the Series 2017 Bonds is comprised of Refunding Bonds, to the Series 2017 Project Account, the amount, if any, set forth in the Series 2017 Certificate of Determination to be applied to the payment of any premium relating to a Bond Insurance Policy for such Series or sub-series of the Series 2017 Bonds and any other costs of issuance of such Series or sub-series of the Series 2017 Bonds, and (vi) to such other Funds or Accounts and for such other purposes as may be determined in the Series 2017 Certificate of Determination.

ARTICLE V
AUTHORIZATION OF CERTAIN OTHER
TRANSACTIONS AND PROCEEDINGS

SECTION 501. Sale of Series 2017 Bonds and Execution of Documents

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the availability of Credit Facilities and/or Standby Agreements for the Series 2017 Bonds at cost effective prices, and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to sell each Series or sub-series of the Series 2017 Bonds (i) in a public offering pursuant to a Bond Purchase Agreement entered into between the Authority and the Underwriters for such Series or sub-series in accordance with subsection (c) of this Section 501, or (ii) in a private, direct purchase sale pursuant to a Direct Purchase Agreement entered into between the Authority and the Direct Purchaser of such Series or sub-series in accordance with subsection (e) of this Section 501. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence shall be set forth in the Series 2017 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2017 Resolution.

(b) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or a sub-series of the Series 2017 Bonds in a public offering as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more firms or entities to serve as a underwriter of the public offering of such Series or sub-series (the "Underwriters"). The selection of the Underwriters for such Series or sub-series made by an Authorized Officer of the Authority pursuant to the preceding sentence shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and the Underwriters of such Series or sub-series of a Bond Purchase Agreement authorized by subsection (c) of this Section 501.

(c) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or sub-series of the Series 2017 Bonds in a public offering as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a bond purchase agreement relating to such Series or sub-series of the Series 2017 Bonds, by and between the Authority and the Underwriters (each a "Bond Purchase Agreement"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Bond Purchase Agreement; *provided, however,* that (i) the compensation to be paid to the Underwriters in accordance with the Bond Purchase Agreement shall not exceed \$4.00 per \$1,000.00 of the principal amount of such Series or sub-series of the Series 2017 Bonds, (ii) the aggregate principal amount, the final maturity date or dates, the average true interest cost or the initial interest rate, and the Redemption Price of the Series 2017 Bonds of such Series or sub-series shall not exceed the limitations set forth in subsection (d) of Section 201 of this Series 2017 Resolution, and (iii) the provisions of the Bond Purchase Agreement shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Bond Purchase Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Bond Purchase Agreement with the Underwriters. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Bond Purchase Agreement, execute and deliver the Bond Purchase Agreement to the Underwriters and carry out or cause to be carried out all obligations of the Authority under the Bond Purchase Agreement.

(d) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or sub-series of the Series 2017 Bonds in a

private, direct purchase sale as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more banks, financial institutions, firms and/or other entities to purchase such Series or sub-series of the Series 2017 Bonds directly from the Authority (the "Direct Purchaser"). The selection of the Direct Purchaser for such Series or sub-series made by an Authorized Officer of the Authority pursuant to the preceding sentence shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and the Direct Purchaser of such Series or sub-series of a Direct Purchase Agreement authorized by subsection (e) of this Section 501.

(e) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to sell a Series or sub-series of the Series 2017 Bonds in a private, direct purchase sale as provided in subsection (a) of this Section 501, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a purchase agreement relating to such Series or sub-series of the Series 2017 Bonds, by and between the Authority and the Direct Purchaser for such Series or sub-series (each a "Direct Purchase Agreement"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Direct Purchase Agreement; *provided, however*, that (i) the aggregate principal amount, the final maturity date or dates, the average true interest cost or the initial interest rate, and the Redemption Price of the Series 2017 Bonds of such Series or sub-series shall not exceed the limitations set forth in subsection (d) of Section 201 of this Series 2017 Resolution, and (iii) the provisions of the Direct Purchase Agreement shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Direct Purchase Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Direct Purchase Agreement with the Direct Purchaser. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Direct Purchase Agreement, execute and deliver the Direct Purchase Agreement to the Direct Purchaser and carry out or cause to be carried out all obligations of the Authority under the Direct Purchase Agreement.

(f) The Series 2017 Bonds of each Series or sub-series shall be sold by the Authority to the Underwriters or the Direct Purchaser for such Series or sub-series named in the applicable Bond Purchase Agreement or Direct Purchase Agreement on the date and at the purchase price set forth in the Series 2017 Certificate of Determination and on the terms and conditions and upon the basis of the representations set forth in the applicable Bond Purchase Agreement or Direct Purchase Agreement. Each Authorized Officer of the Authority is hereby authorized and directed to deliver the Series 2017 Bonds of each Series or sub-series to the Trustee for authentication and to instruct the Trustee to deliver the Series 2017 Bonds of such Series or sub-series to the Underwriters or the Direct Purchaser, as applicable, upon receipt of the purchase price for such Series or sub-series and to execute and deliver all documents and instruments required in connection therewith.

(g) The execution by an Authorized Officer of the Authority of an Official Statement, Direct Purchase Memorandum, Remarketing Circular or other disclosure document of the Authority relating to each Series or sub-series of the Series 2017 Bonds or the remarketing thereof, in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing such document, and the delivery of said Official Statement, Direct Purchase Memorandum, Remarketing Circular or other disclosure document, together with any amendments, supplements or updates thereto, to the Underwriters or the Direct Purchaser of such Series or sub-series are hereby authorized and the Authority hereby authorizes said Official Statement, Direct Purchase Memorandum, Remarketing Circular or other disclosure document and the information contained therein to be used in connection with the offering and sale or remarketing of such Series or sub-series of the Series 2017 Bonds. The preparation and distribution of a Preliminary Official Statement of the Authority relating to each Series or sub-series of the Series 2017 Bonds in connection with the public offering and sale of such Series or sub-series of the Series 2017 Bonds is hereby approved. The Authorized Officers of the

Authority are each hereby authorized on behalf of the Authority to deem the Preliminary Official Statement relating to each Series or sub-series of the Series 2017 Bonds final within the meaning of Rule 15c2-12 promulgated under the Securities Exchange Act of 1934, as amended, and to provide written evidence relating thereto in form acceptable to Bond Counsel.

(h) The Authorized Officers of the Authority are each hereby authorized and empowered for and on behalf of the Authority to execute, acknowledge and deliver the Bond Purchase Agreement, the Direct Purchase Agreement, the Continuing Disclosure Agreement and the Escrow Agreement, as well as any tax and arbitrage certificates or agreements relating to each Series or sub-series of the Series 2017 Bonds and any related investment agreement or guaranteed investment contract, and the Secretary or Assistant Secretary or any other officer or commissioner of the Authority is hereby authorized and empowered to affix the seal of the Authority and to attest to the same for and on behalf of the Authority.

(i) In connection with the refunding, redemption and/or defeasance of all or a portion of the Refunded Bonds, the Authorized Officers of the Authority are each hereby authorized and directed, if necessary, to execute an initial and final Subscription for the Purchase and Issue of United States Treasury Securities-State and Local Government Series ("SLGS"), and any related certification, each in form and substance satisfactory to Bond Counsel. The Trustee is hereby authorized and directed, if necessary, to execute said final SLGS subscription. In addition, the Authorized Officers of the Authority are each hereby authorized and directed, if necessary or appropriate, to select a broker to solicit bids for and to purchase open market Federal Securities, and to execute and deliver any agreement, including a forward float or other similar agreement, relating to the purchase of securities for deposit in the Escrow Account established by the Escrow Agreement.

(j) The Authorized Officers of the Authority are each hereby authorized to take any action, execute any document or give any consent which may from time to time be required by the Authority under the Bond Purchase Agreement, the Direct Purchase Agreement, the Continuing Disclosure Agreement, the Escrow Agreement, any tax and arbitrage certificates or agreements relating to each Series or sub-series of the Series 2017 Bonds and any related investment agreement or guaranteed investment contract. Any such action taken or document executed or consent given by such Authorized Officer of the Authority in his or her capacity as an Authorized Officer of the Authority shall be deemed to be an act by the Authority. The Chairman, Treasurer and Secretary or Assistant Secretary of the Authority are each hereby authorized and directed to execute the Series 2017 Bonds on behalf of the Authority in accordance with the provisions of the Act and the Resolution and the Authorized Officers of the Authority are each hereby authorized and directed to take all actions necessary, useful, convenient or desirable to accomplish the delivery of the Series 2017 Bonds to the Underwriters or the Direct Purchaser, including but not limited to, the selection of a financial printer, as promptly as possible and in accordance with the provisions of the Resolution.

SECTION 502. Conversion of the Existing Variable Rate Bonds

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the availability of Credit Facilities and/or Standby Agreements for the Existing Variable Rate Bonds at cost effective prices, the provisions of the Resolution and the Existing Swap Agreements, and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to convert, subject to the provisions of subsection (b) of this Section 502, all or any portion of the Existing Variable Rate Bonds from bearing interest at a weekly or monthly interest rate to bearing interest at a Fixed Interest Rate to maturity or to a different interest rate mode in accordance with the provisions of the Resolution. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence shall be set forth in the Series 2017 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2017 Resolution.

(b) Notwithstanding anything contained in the Resolution to the contrary, if all or any portion of the Existing Variable Rate Bonds are converted to a fixed interest rate to maturity, the true interest cost on the Existing Variable Rate Bonds so converted shall not exceed seven percent (7.00%) per annum.

(c) Any conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of this Section 502 shall be accomplished in accordance with all applicable provisions of the Resolution, and shall not take place unless the Authority shall deliver, or cause to be delivered, all of the documentation and other items required by the applicable provisions of the Resolution.

SECTION 503. Purchase of Bond Insurance Policy

An Authorized Officer of the Authority, is hereby authorized, in consultation with the Authority's financial advisor and Bond Counsel, to purchase one or more Bond Insurance Policies with respect to all or any portion of the Existing Variable Rate Bonds if an Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, determines that such Bond Insurance Policies are necessary or desirable in connection with the remarketing of such Existing Variable Rate Bonds or otherwise. Any such determination made by an Authorized Officer of the Authority in accordance with this Section 503 shall be set forth in the Series 2017 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2017 Resolution.

SECTION 504. Selection of Existing Variable Rate Bond Remarketing Agents

In connection with the conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 502 of this Series 2017 Resolution and the remarketing of such Existing Variable Rate Bonds as a result thereof, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more firms or entities to (i) serve as a Remarketing Agent to purchase and remarket any Existing Variable Rate Bonds so converted which are tendered or deemed mandatorily tendered for purchase in connection with such conversion, and (ii) after such conversion, serve as a Remarketing Agent for any Existing Variable Rate Bonds so converted and perform the duties of a Remarketing Agent set forth in the Resolution in connection with any Existing Variable Rate Bonds so converted (each an "**Existing Variable Rate Bond Remarketing Agent**"); *provided, however*, that any Existing Variable Rate Bond Remarketing Agent so selected shall satisfy the requirements of a Remarketing Agent for such Existing Variable Rate Bonds set forth in the Resolution. The selection of the Existing Variable Rate Bond Remarketing Agent made by an Authorized Officer of the Authority pursuant to this Section 504 shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and the Existing Variable Rate Bond Remarketing Agent of an Existing Variable Rate Bond Remarketing Agreement authorized by Section 505 of this Series 2017 Resolution.

SECTION 505. Authorization and Approval of Existing Variable Rate Bond Remarketing Agreement

In connection with the conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 502 of this Series 2017 Resolution and the remarketing of such Existing Variable Rate Bonds as a result thereof, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a Remarketing Agreement or Agreements relating to such Existing Variable Rate Bonds, by and between the Authority and each Existing Variable Rate Bond Remarketing Agent (each an "**Existing Variable Rate Bond Remarketing Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Existing Variable Rate Bond Remarketing Agreement; *provided, however*, that the provisions of the Existing Variable Rate Bond Remarketing Agreement shall require the Existing Variable Rate Bond Remarketing Agent to perform the duties of a Remarketing Agent for such Existing Variable Rate Bonds set forth in the Resolution and shall otherwise be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Existing Variable Rate Bond Remarketing Agreement). The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Existing Variable Rate Bond Remarketing Agreement with each Existing Variable Rate Bond Remarketing Agent. The

Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Existing Variable Rate Bond Remarketing Agreement, execute and deliver the Existing Variable Rate Bond Remarketing Agreement to each Existing Variable Rate Bond Remarketing Agent and carry out or cause to be carried out all obligations of the Authority under each Existing Variable Rate Bond Remarketing Agreement.

SECTION 506. Provision of Credit Facilities or Standby Agreements for Existing Variable Rate Bonds

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the availability of Credit Facilities and/or Standby Agreements for the Existing Variable Rate Bonds at cost effective prices, the provisions of the Resolution and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to provide, subject to the provisions of subsection (b) of this Section 506, (i) a Credit Facility or Facilities for all or any portion of the Existing Variable Rate Bonds, or (ii) a Standby Agreement or Agreements for all or a portion of the Existing Variable Rate Bonds which are subject to optional or mandatory tender for purchase by the Owner thereof. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence shall be set forth in the Series 2017 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2017 Resolution.

(b) The provision of any Credit Facility or Standby Agreement for all or a portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of this Section 506 shall be accomplished in accordance with all applicable provisions of the Resolution, and shall not take place unless the Authority shall deliver, or cause to be delivered, all of the documentation and other items required by the applicable provisions of the Resolution.

(c) In connection with the provision of any Credit Facility or Standby Agreement as provided in this Section 506, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to take such actions and execute and deliver such documents as may be necessary or desirable in connection with the mandatory tender and/or remarketing of the Existing Variable Rate Bonds, including, but not limited to, a Reoffering Memorandum, Remarketing Circular or other disclosure document of the Authority relating to the Existing Variable Rate Bonds to be remarketed, in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing such documents.

SECTION 507. Selection of Existing Variable Rate Bond Credit Issuers and Existing Variable Rate Bond Standby Purchasers

In connection with the provision of a Credit Facility for all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2017 Resolution, and/or the provision of any Standby Agreement for all or a portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2017 Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed to select, in consultation with the Authority's financial advisor and Bond Counsel and in accordance with the rules and procedures of the Authority governing such selection, one or more banks and/or other financial institutions to serve as (i) a Credit Issuer for the related Existing Variable Rate Bonds (each an "**Existing Variable Rate Bond Credit Issuer**"), and/or (ii) a Standby Purchaser for any of the related Existing Variable Rate Bonds which are subject to optional or mandatory tender for purchase by the Owner thereof (each an "**Existing Variable Rate Bond Standby Purchaser**"); *provided, however*, that (i) any Existing Variable Rate Bond Credit Issuer and/or Existing Variable Rate Bond Standby Purchaser so selected shall have a long-term rating of A or A2 or better, or a short-term rating of A-1, VMIG-1 or F-1, by any two Rating Agencies, and (ii) the Credit Facility and/or Standby Agreement issued or provided by such Existing Variable Rate Bond Credit Issuer and/or Existing Variable Rate Bond Standby Purchaser shall comply with the provisions of the Resolution and the restrictions of Section 508 and/or Section 509 of this Series 2017 Resolution, as applicable. The selection of the Existing Variable Rate Bond Credit Issuers

made by an Authorized Officer of the Authority pursuant to this Section 507 shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Existing Variable Rate Bond Credit Issuer of an Existing Variable Rate Bond Credit Facility Agreement authorized by Section 508 of this Series 2017 Resolution. The selection of the Existing Variable Rate Bond Standby Purchasers made by an Authorized Officer of the Authority pursuant to this Section 507 shall be set forth in the Series 2017 Certificate of Determination and shall be evidenced by the execution by an Authorized Officer of the Authority and each Existing Variable Rate Bond Standby Purchaser of an Existing Variable Rate Bond Standby Agreement authorized by Section 509 of this Series 2017 Resolution.

SECTION 508. Authorization and Approval of Existing Variable Rate Bond Credit Facility Agreement

In connection with the provision of a Credit Facility for all or any portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2017 Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a reimbursement agreement or other similar agreement relating to each Credit Facility for the related Existing Variable Rate Bonds, by and between the Authority and each Credit Issuer (each an "**Existing Variable Rate Bond Credit Facility Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Existing Variable Rate Bond Credit Facility Agreement; *provided, however*, that (i) the provisions of each Existing Variable Rate Bond Credit Facility Agreement shall be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Existing Variable Rate Bond Credit Facility Agreement), (ii) the term of the applicable Credit Facility shall not extend beyond the final Maturity Date of the Existing Variable Rate Bonds, and (iii) the term-out period for the Authority to repay any amounts drawn under the applicable Credit Facility shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Existing Variable Rate Bond Credit Facility Agreement with each Credit Issuer. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Existing Variable Rate Bond Credit Facility Agreement, execute and deliver the Existing Variable Rate Bond Credit Facility Agreement to each Credit Issuer and carry out or cause to be carried out all obligations of the Authority under the Existing Variable Rate Bond Credit Facility Agreement.

SECTION 509. Authorization and Approval of Existing Variable Rate Bond Standby Agreement

In connection with the provision of any Standby Agreement for all or a portion of the Existing Variable Rate Bonds authorized pursuant to subsection (a) of Section 506 of this Series 2017 Resolution, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to prepare, or caused to be prepared, a letter of credit and reimbursement agreement, line of credit agreement, standby bond purchase agreement or similar agreement relating to the applicable Existing Variable Rate Bonds with each Existing Variable Rate Bond Standby Purchaser (each an "**Existing Variable Rate Bond Standby Agreement**"), in customary form and in form and substance reasonably satisfactory to the Authorized Officer of the Authority executing the Existing Variable Rate Bond Standby Agreement; *provided, however*, that (i) the provisions of each Existing Variable Rate Bond Standby Agreement shall be acceptable to such Authorized Officer of the Authority (which acceptance shall be evidenced by such Authorized Officer's execution and delivery of such Existing Variable Rate Bond Standby Agreement), (ii) the interest rate on any Existing Variable Rate Bonds purchased by the Existing Variable Rate Bond Standby Purchaser in accordance with the Existing Variable Rate Bond Standby Agreement shall not exceed the Maximum Rate, (iii) the term of the Existing Variable Rate Bond Standby Agreement shall not extend beyond the final Maturity Date of the related Existing Variable Rate Bonds, and (iv) the term-out period for the Authority to repay any amounts advanced by the Existing Variable Rate Bond Standby Purchaser under the Existing Variable Rate Bond Standby Agreement to purchase the related Existing Variable Rate Bonds

shall not be less than two years. The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms and provisions of the Existing Variable Rate Bond Standby Agreement with each Existing Variable Rate Bond Standby Purchaser. The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed on behalf of the Authority to approve the terms and provisions of the Existing Variable Rate Bond Standby Agreement, execute and deliver the Existing Variable Rate Bond Standby Agreement to each Existing Variable Rate Bond Standby Purchaser and carry out or cause to be carried out all obligations of the Authority under the Existing Variable Rate Bond Standby Agreement.

SECTION 510. Termination, Amendment and Re-Identification of Existing Swap Agreements and Entry into Series 2017 Swap Agreements

(a) The Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination, the provisions of the Existing Swap Agreements and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to (i) terminate one or more of the Existing Swap Agreements in whole or in part, (ii) amend, supplement or otherwise modify one or more of the Existing Swap Agreements, and/or (iii) re-identify one or more of the Existing Swap Agreements, in whole or in part, as a "Qualified Hedge" for all or a portion of any Series or sub-series of the Series 2017 Bonds for the purposes of the Internal Revenue Code of 1986, as amended. Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence may be made prior to, simultaneously with, or subsequent to, the issuance of any Series or sub-series of the Series 2017 Bonds and shall be set forth in the Series 2017 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2017 Resolution. If an Authorized Officer of the Authority shall have determined to terminate one or more of the Existing Swap Agreements in whole or in part, amend, supplement or otherwise modify one or more of the Existing Swap Agreements or re-identify one or more of the Existing Swap Agreements, in whole or in part, any such actions with respect to the Existing Swap Agreements shall be undertaken pursuant to the provisions of this Section 510.

(b) If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to do so as provided in subsection (a) of this Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized to amend, supplement, modify or terminate one or more of the Existing Swap Agreements, in whole or in part. Such amendments, supplements or modifications to one or more of the Existing Swap Agreements may include, without limitation, (a) amendments, supplements or modifications which result in the Authority both paying and receiving a fixed rate pursuant to one or more of the Existing Swap Agreements, or (b) converting one or more of the Existing Swap Agreements to a basis swap, for the remainder of the stated term of such Existing Swap Agreement or for such shorter time period as such Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, may determine; provided, that (i) in no event shall the notional amount of any Existing Swap Agreement be increased or the stated termination date of any Existing Swap Agreement be extended as a result of any such amendments, supplements or modifications, (ii) to the extent that such amendments, supplements or modifications result in the Authority continuing to have an obligation to pay a fixed rate under any Existing Swap Agreement, such fixed rate payable by the Authority shall not exceed seven percent (7.00%) per annum, and (iii) to the extent that such amendments, supplements or modifications, including any amendments, supplements or modifications converting any Existing Swap Agreements to a basis swap, result in the Authority having an obligation to pay a floating rate under any Existing Swap Agreement, the interest rate or index upon which such floating rate is based shall be the interest rate or index which such Authorized Officer of the Authority shall determine, in consultation with the Authority's financial advisor and Bond Counsel, to be the most advantageous to the Authority.

(c) In addition to the transactions authorized by subsections (a) and (b) of this Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, in consultation with the Authority's financial

advisor and Bond Counsel, to determine, based on the market conditions existing at the time of such determination and such other factors as such Authorized Officer of the Authority may deem relevant, whether it would be in the best interest of the Authority to enter into one or more Qualified Swaps and/or Exchange Agreements relating to the Series 2017 Bonds or in replacement or substitution for any Existing Swap Agreement (collectively, the "Series 2017 Swap Agreements"). Any such determination made by an Authorized Officer of the Authority in accordance with the preceding sentence may be made prior to, simultaneously with, or subsequent to, the issuance of any Series or sub-series of the Series 2017 Bonds and shall be set forth in the Series 2017 Certificate of Determination executed by an Authorized Officer of the Authority in accordance with Section 511 of this Series 2017 Resolution. If an Authorized Officer of the Authority determines that it would be in the best interest of the Authority to do so as provided above in this subsection (c) of Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized to enter into one or more Series 2017 Swap Agreements containing a notional amount, scheduled termination date, payment and security terms, and such other terms and conditions as such Authorized Officer of the Authority shall determine, in consultation with the Authority's financial advisor and Bond Counsel, to be the most advantageous to the Authority; provided, that (i) the maximum aggregate notional amount of all of the Series 2017 Swap Agreements shall not exceed \$179,375,000, (ii) the scheduled termination date of any Series 2017 Swap Agreement shall not be later than the final maturity date of the related Series or sub-series of the Series 2017 Bonds or the stated termination date of the Existing Swap Agreement being replaced, (iii) the maximum fixed rate payable by the Authority under any Series 2017 Swap Agreement shall not exceed seven percent (7.00%) per annum, (iv) the notional amount of each Series 2017 Swap Agreement shall not exceed, and shall amortize on the same schedule as, the principal amount of the related Series or sub-series of the Series 2017 Bonds amortizes or the notional amount of the Existing Swap Agreement being replaced amortizes, (v) to the extent that the Authority has an obligation to pay a floating rate under any Series 2017 Swap Agreement, the interest rate or index upon which such floating rate is based shall be the interest rate or index which such Authorized Officer of the Authority shall determine, in consultation with the Authority's financial advisor and Bond Counsel, to be the most advantageous to the Authority, and (vi) the ratings of the long term unsecured and unenhanced senior debt of the counterparty to any Series 2017 Swap Agreement shall be equal to or higher than at least two of the following ratings: (A) with respect to Moody's: "A2"; (B) with respect to S&P: "A"; and (C) with respect to Fitch: "A". Notwithstanding anything in this Series 2017 Resolution to the contrary, upon compliance with the provisions of this subsection (c) of Section 510, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized to enter into one or more Series 2017 Swap Agreements which require the Authority to pay a higher fixed rate to the counterparty than would otherwise be payable based upon then current market conditions if such higher fixed rate is necessary to compensate the counterparty for having made a termination payment on behalf of the Authority which is due and owing by the Authority in connection with the optional termination by the Authority of one or more of the Existing Swap Agreements in whole or in part. The payment obligations of the Authority and of the counterparty under each Series 2017 Swap Agreement, other than any payment obligations relating to an early termination of such Series 2017 Swap Agreement, shall commence on the date or dates set forth in such Series 2017 Swap Agreement, which date or dates may be subsequent to the date of the execution and delivery of such Series 2017 Swap Agreement. Pursuant to and in accordance with Section 201 of the General Bond Resolution, the Authority hereby finds and determines that the Series 2017 Swap Agreements will assist the Authority in more effectively managing its interest costs. Each Series 2017 Swap Agreement shall constitute a Qualified Swap or an Exchange Agreement for all purposes of the General Bond Resolution as determined by an Authorized Officer of the Authority in the Series 2017 Certificate of Determination executed by such Authorized Officer of the Authority in accordance with Section 511 of this Series 2017 Resolution. Any termination payment payable by the Authority under the Series 2017 Swap Agreements may be paid from proceeds of a Series of Bonds issued pursuant to Section 203 of the General Bond Resolution.

(d) Notwithstanding anything in this Series 2017 Resolution to the contrary, if an Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, determines that the Authority can achieve the same outcome as may be intended as a result of any amendment to any Existing Swap Agreement authorized in this Section 510 on terms more favorable to the Authority by entering into a Series 2017 Swap Agreement to restructure the cash flow of any Existing Swap Agreement rather than amending such Existing

Swap Agreement, the Authorized Officers of the Authority are, and each such Authorized Officer of the Authority is, hereby authorized and directed, to enter into such Series 2017 Swap Agreement upon compliance with the terms and provisions of subsection (c) of this Section 510; provided, however, that (i) the notional amount of such Series 2017 Swap Agreement shall not exceed the notional amount of the Existing Swap Agreement to which it relates, and (ii) the stated termination date of any such Series 2017 Swap Agreement shall not be later than the stated termination date of the Existing Swap Agreement to which it relates.

(e) The Authorized Officers of the Authority are each hereby authorized and directed, in consultation with the Authority's financial advisor and Bond Counsel, to negotiate the terms of and to execute and deliver such documents and instruments as may be necessary or appropriate in connection with any of the transactions relating to the Existing Swap Agreements and the Series 2017 Swap Agreements authorized pursuant to this Section 510, including, without limitation, any one or more ISDA master agreements and confirmations or amended and restated confirmations thereunder or under existing ISDA master agreements, and such annexes, schedules, and other agreements and instruments as may be required in connection therewith.

(f) To the extent that there are any inconsistencies between the provisions of this Section 510 and the provisions of any resolution previously adopted by the Authority, the provisions of this Section 510 shall control and the provisions of any such resolution are hereby superseded and/or amended to conform to the provisions of this Section 510 to the extent of any such inconsistency.

SECTION 511. Additional Proceedings

As additional proceedings of the Authority in connection with any of the transactions authorized by this Series 2017 Resolution, there is hereby delegated to the Authorized Officers of the Authority the power to take the following actions and make the following determinations by a Series 2017 Certificate or Certificates of Determination executed by any one such Authorized Officer of the Authority and delivered to the Trustee:

(a) To determine, subject to the provisions of this Series 2017 Resolution, whether the Series 2017 Bonds shall be issued in one or more Series and, within each Series, one or more sub-series or consolidated with any other Series of Bonds into a single Series of Bonds for purposes of issuance and sale, whether each Series of the Series 2017 Bonds shall constitute New Money Bonds or Refunding Bonds, the respective principal amounts, Maturity Dates, interest rate or rates and yield or yields to maturity or the methods of determining such interest rate or rates, Interest Payment Dates, redemption and/or tender provisions, Redemption Prices and Authorized Denomination or Denominations (not exceeding the aggregate principal amount of each maturity) of the Series 2017 Bonds or each Series or sub-series thereof and any other provisions necessary to comply with the Resolution or deemed necessary or advisable by such Authorized Officer of the Authority and which provisions are not in conflict with or in substitution for the provisions of the Resolution;

(b) To determine whether each Series or sub-series of the Series 2017 Bonds shall be issued as either Tax-Exempt Series 2017 Bonds or Taxable Series 2017 Bonds;

(c) To determine the maturity or maturities (or portions thereof) of the Outstanding Series 2013 D-3 Bonds, Series 2013 E-3 Bonds and Series 2014 B-3 Bonds that will constitute the Refunded Bonds for purposes of this Series 2017 Resolution;

(d) To determine the application of the proceeds of the Series 2017 Bonds constituting New Money Bonds for the purposes stated in Section 201(b) of this Series 2017 Resolution and as provided in Section 401 of this Series 2017 Resolution, including, without limitation, the amount of capitalized interest, if any, that will be funded for each Series or sub-series of such Series 2017 Bonds from the proceeds of such Series 2017 Bonds and the date or dates through which such capitalized interest will be funded;

(e) To determine the application of the proceeds of the Series 2017 Bonds constituting Refunding Bonds for the purposes stated in Section 201(c) of this Series 2017 Resolution and as provided in Section 401 of this Series 2017 Resolution;

(f) To omit from, add to or incorporate into the designation and title of the Series 2017 Bonds contained in Section 201(a) of this Series 2017 Resolution any provision, or modify such designation or title in any other manner, which may be deemed necessary or advisable by such Authorized Officer of the Authority in connection with the issuance, sale and delivery of, and security for, each Series or sub-series of the Series 2017 Bonds and which is not inconsistent with the provisions of the Resolution;

(g) If such Authorized Officer of the Authority determines, after consultation with the Authority's financial advisor and Bond Counsel, that the purchase of a Bond Insurance Policy with respect to any or all of the maturities of any Series or sub-series of the Series 2017 Bonds is necessary or desirable in connection with the offering and sale of such Series or sub-series of the Series 2017 Bonds, to purchase a Bond Insurance Policy with respect to any or all of the maturities of any Series or sub-series of the Series 2017 Bonds, to include in the Series 2017 Certificate of Determination such provisions relating to such Bond Insurance Policy as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate, to enter into any agreement required by the Bond Insurer in connection with such Bond Insurance Policy as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate, and to include on the form of any Series 2017 Bond which is insured by such Bond Insurance Policy any statement or other information required by the Bond Insurer;

(h) If such Authorized Officer of the Authority determines, after consultation with the Authority's financial advisor and Bond Counsel, that the purchase of one or more Debt Reserve Fund Sureties is necessary or desirable in connection with the offering and sale of the Series 2017 Bonds, to purchase one or more Debt Reserve Fund Sureties, to include in the Series 2017 Certificate of Determination such provisions relating to such Debt Reserve Fund Sureties as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate, and to enter into any agreement required by the issuer of any Debt Reserve Fund Surety as such Authorized Officer of the Authority, after consultation with the Authority's financial advisor and Bond Counsel, deems appropriate;

(i) To determine, after consultation with the Authority's financial advisor and Bond Counsel and in accordance with the provisions of Section 510 of this Series 2017 Resolution, whether to (a) optionally terminate one or more of the Existing Swap Agreements, in whole or in part, (b) amend, supplement or otherwise modify one or more of the Existing Swap Agreements, (c) re-identify all or a portion of one or more of the Existing Swap Agreements as a "Qualified Hedge" for all or a portion of each Series or sub-series of the Series 2017 Bonds for the purposes of the Internal Revenue Code of 1986, as amended, (d) enter into one or more Series 2017 Swap Agreements, and/or (e) in connection with any termination of an Existing Swap Agreement, to pay or provide for the payment of any termination payment required in connection with such termination (i) from any proceeds of the issuance and sale of the Series 2017 Bonds or any of the other transactions authorized by this Series 2017 Resolution which are available to be used for such payment, (ii) from any other source of funds of the Authority and available to be used for such payment, or (iii) as part of any of the other transactions authorized by this Series 2017 Resolution;

(j) In connection with any Series 2017 Credit Facility Agreement, Series 2017 Standby Agreement, Existing Variable Rate Bond Credit Facility Agreement and/or Existing Variable Rate Bond Standby Agreement, to include in the Series 2017 Certificate of Determination such provisions relating to such Agreements and the related Credit Facilities and/or Standby Agreements as such Authorized Officer of the Authority, in consultation with the Authority's financial advisor and Bond Counsel, deems necessary or appropriate;

(k) In connection with any of the transactions authorized by this Series 2017 Resolution, to make such amendments, modifications and revisions to the Resolution or this Series 2017 Resolution prior to, or simultaneously with, or subsequent to, the issuance of the initial Series or sub-series of the Series 2017 Bonds as (i) may be requested by any Rating Agency in connection with obtaining a rating on any Series or sub-series of the Series 2017 Bonds or the Existing Variable Rate Bonds from such Rating Agency, (ii) may be requested by the Bond Insurer in connection with obtaining a Bond Insurance Policy for any Series or sub-series of the Series 2017 Bonds, (iii) may be requested by any Series 2017 Credit Issuer, Series 2017 Standby Purchaser, Existing Variable Rate Bond Credit Issuer or Existing Variable Rate Bond Standby Purchaser in connection with obtaining any Series 2017 Credit Facility Agreement

or Series 2017 Standby Agreement for the Series 2017 Bonds, or any Existing Variable Rate Bond Credit Facility Agreement or Existing Variable Rate Bond Standby Agreement for the Existing Variable Rate Bonds, (vi) may be requested by the issuer of any Debt Reserve Fund Surety in connection with obtaining any Debt Reserve Fund Surety, or (v) an Authorized Officer of the Authority may determine, in consultation with the Authority's financial advisor and Bond Counsel, are necessary or advisable in order to (a) reflect the actual provisions of the Resolution that shall be applicable to any Series or sub-series of the Series 2017 Bonds, or (b) facilitate the issuance and sale of the Series 2017 Bonds and/or the conversion of the interest rate on all or any portion of the Existing Variable Rate Bonds, and to provide a mechanism for paying all or a portion of the costs and expenses incurred by the Authority in connection with the transactions contemplated by this Series 2017 Resolution, including, without limitation, the costs and expenses described in clause (l) of this Section 511; *provided, however*, that (A) the provisions of Section 201 hereof relating to the maximum aggregate principal amount, the final Maturity Date, the average true interest cost to the Authority of any Series 2017 Bonds issued with fixed interest rates to maturity, the Maximum Rate, the initial interest rate for any Series 2017 Bonds issued as variable interest rate Bonds and the maximum Redemption Price for the Series 2017 Bonds shall not be so amended, modified or revised, (B) the provisions of Section 502 hereof relating to the true interest cost on any Existing Variable Rate Bonds converted to fixed interest rate to maturity shall not be so amended, modified or revised, and (C) no such amendments, modifications or revisions shall be inconsistent with the provisions of the Resolution;

(l) To determine whether to pay any or all of the costs and expenses incurred by the Authority in connection with the transactions authorized by this Series 2017 Resolution, including, without limitation, all or a portion of any termination payment required to be made by the Authority in connection with the termination in whole or in part of one or more of the Existing Swap Agreements, any and all legal fees, accounting fees, fees of the Trustee, the Co-Trustee, the Authority's financial advisor, Bond Counsel, the Underwriters, counsel to the Underwriters, the Series 2017 Remarketing Agents, the Series 2017 Credit Issuers, the Series 2017 Standby Purchasers, the Tender Agent, the Existing Variable Rate Bond Remarketing Agents, the Existing Variable Rate Bond Credit Issuers, the Existing Variable Rate Bond Standby Purchasers, and the counterparties to the Existing Swap Agreements or the Series 2017 Swap Agreements, any premium relating to a Bond Insurance Policy and any other fees and expenses incurred in connection with any transactions authorized by this Series 2017 Resolution, from the proceeds of the Series 2017 Bonds or from any other source of funds of the Authority which are available to be used for such payment;

(m) As and if necessary, to submit an excerpt of the minutes of the meeting of the Authority at which this Series 2017 Resolution was adopted to the Governor of the State as required pursuant to the Act, and to receive, on behalf of the Authority, an approval letter from the Governor of said excerpt as it relates to all actions taken by the Authority in connection with the transactions authorized by this Series 2017 Resolution; and

(n) To make such other determinations, to execute such other documents, instruments and papers, and to do such acts and things as may be authorized in this Series 2017 Resolution or as may be necessary or advisable in connection with the issuance and sale of any Series or sub-series of the Series 2017 Bonds or any of the other transactions contemplated by this Series 2017 Resolution and which are not inconsistent with the provisions of the Resolution, including, without limitation, all actions and other things necessary to redeem all or a portion of the Existing Variable Rate Bonds in accordance with the provisions of the Resolution.

Any and all actions heretofore taken by the Authorized Officers of the Authority in connection with the transactions authorized and contemplated by this Series 2017 Resolution are hereby ratified.

All matters determined by an Authorized Officer of the Authority under the authority of this Series 2017 Resolution shall constitute and be deemed matters incorporated into this Series 2017 Resolution and approved by the Authority, and, whenever an Authorized Officer of the Authority is authorized or directed to take any action pursuant to this Series 2017 Resolution with or upon the advice, consent or consultation with or by any other person, agency, officer or official, a certificate of such Authorized Officer of the Authority may be relied upon as being determinative that such advice, consultation or consent has in fact occurred and that such actions of the Authorized Officer of the Authority are valid and binding.

Any Series 2017 Certificate or Certificates of Determination executed by an Authorized Officer of the Authority pursuant to this Section 511 shall constitute a supplement to, and be deemed to supplement, the Resolution and all matters determined by an Authorized Officer of the Authority in such Series 2017 Certificate or Certificates of Determination shall be deemed matters incorporated into and a part of the Resolution.

ARTICLE VI MISCELLANEOUS

SECTION 601. Nonpresentment of Series 2017 Bonds

(a) If any Series 2017 Bond shall not be presented for payment when the principal or Redemption Price thereof becomes due, either at maturity, upon redemption or otherwise, and if moneys sufficient to pay the principal or Redemption Price of such Series 2017 Bond shall have been deposited with the Trustee, it shall be the duty of the Trustee to hold such moneys, without liability to the Authority, any Owner or any other Person for interest thereon, for the benefit of the Owner of such Series 2017 Bond.

(b) Any moneys so deposited with and held by the Trustee due to nonpresentment of Series 2017 Bonds must be retained by the Trustee for a period of at least eleven months after the final maturity date of the Series 2017 Bonds or advance refunding date, if applicable. Thereafter, it shall be the duty of the Trustee to comply with the Uniform Unclaimed Property Act, N.J.S.A. 46:30B-1 *et seq.*, with respect to such funds in accordance with the Trustee's escheat policies and procedures, which must not be in conflict with the Uniform Unclaimed Property Act, N.J.S.A. 46:30B-1 *et seq.* The Owners of such Series 2017 Bonds shall thereafter be restricted exclusively to such funds for any claim of whatever nature on his or her part under the Resolution or on, or with respect to, such Series 2017 Bonds.

SECTION 602. Notices

Except as otherwise required herein, all notices required or authorized to be given to the Authority, the Trustee, the Co-Trustee, the Registrar and the Paying Agent pursuant to the Resolution shall be in writing and shall be sent by registered or certified mail, postage prepaid, recognized private carrier, with delivery charges prepaid and acknowledgement of delivery, or by Electronic Means, to the following addresses:

to the Authority, to:

New Jersey Turnpike Authority
581 Main Street
P.O. Box 5042
Woodbridge, New Jersey 07095
Attn: Executive Director
Tel: (732) 750-5301
Fax: (732) 750-5351

to the Trustee, the Registrar and the Paying Agent, to:

The Bank of New York Mellon
385 Rifle Camp Road
Woodland Park, New Jersey 07424
Attn: Corporate Trust
Tel: (973) 357-7833
Fax: (973) 357-7840

to the Co-Trustee, to:

US Bank National Association
21 South Street, 3rd Floor
Morristown, NJ 07960
Attn: Corporate Trust
Tel: (973) 898-7169
Fax: (973) 682-4540/4531

or to such other addresses as may from time to time be furnished to the parties, effective upon the receipt of notice thereof given as set forth above.

SECTION 603. Effective Date

This Series 2017 Resolution shall take effect at the earliest time specified in Section 3(F) of the Act.

EXHIBIT A

(FORM OF SERIES 2017 BOND)

No. _____

\$ _____

NEW JERSEY TURNPIKE AUTHORITY

TURNPIKE REVENUE BOND,
SERIES 2017 ____Dated DateMaturity DateInterest RateCUSIP

REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT:

The NEW JERSEY TURNPIKE AUTHORITY (the "Authority"), a body corporate and politic organized and existing under and by virtue of the laws of the State of New Jersey, acknowledges itself indebted to, and for value received hereby promises to pay to, the Registered Owner specified above, but solely from the tolls, other revenues and funds of the Authority hereinafter mentioned, on the Maturity Date specified above, upon presentation and surrender of this Bond at the designated corporate trust office of The Bank of New York Mellon, Woodland Park, New Jersey (the "Paying Agent"), the Principal Amount stated above, and to pay, but solely from such tolls, other revenues and funds of the Authority, interest on such Principal Amount from the Dated Date specified above at the Interest Rate per annum specified above on each Interest Payment Date (as defined below), until the Authority's obligation with respect to the payment of such Principal Amount has been paid in full, discharged and satisfied. Interest on this Bond shall be calculated on the basis of a 360-day year composed of twelve 30 day months and, shall be payable semiannually on _____ and _____ of each year, commencing _____ (each such date being referred to herein as an "Interest Payment Date") in the manner provided in the Resolution (as defined below).

This Bond is one of a duly authorized issue of Bonds of the Authority designated as its "Turnpike Revenue Bonds, Series 2017 ____" (the "Series 2017 ____ Bonds"), in the aggregate principal amount of \$ _____ issued pursuant to the New Jersey Turnpike Authority Act of 1948, constituting Chapter 454 of the Laws of 1948 of the State of New Jersey, as amended and supplemented (the "Act"), and under and pursuant to a resolution of the Authority entitled "Series 2017 Turnpike Revenue Bond Resolution" adopted by the Authority on September 26, 2017, and as supplemented by a Certificate of Determination relating to the Series 2017 ____ Bonds, dated _____, 201__ (collectively, the "Series 2017 Resolution"), which is authorized by the Turnpike Revenue Bond Resolution, initially adopted by the Authority on August 20, 1991, as amended and restated on September 26, 1991, as further amended and restated on November 22, 1991, and as amended and supplemented to the date hereof (collectively, the "General Bond Resolution"). The General Bond Resolution, as supplemented by the Series 2017 Resolution, is referred to herein as the "Resolution". All capitalized terms used but not defined herein shall have the meanings given to them in the Resolution.

The Series 2017 ____ Bonds are subject to redemption prior to maturity upon the terms and conditions set forth or referred to in the Resolution.

The Series 2017 __ Bonds are secured by the General Bond Resolution on a parity with all other Bonds (as defined in the General Bond Resolution) heretofore or hereafter issued and certain Qualified Swaps and Credit Facilities, as defined therein. As provided in the Resolution, the principal or Redemption Price of and interest on the Series 2017 __ Bonds are payable solely from, and secured by, the Pledged Revenues (as defined in the General Bond Resolution) and proceeds of Bonds held or set aside under the Resolution. Copies of the Resolution are on file at the office of the Authority and at the corporate trust office of The Bank of New York Mellon in Woodland Park, New Jersey, as Trustee under the Resolution, or its successors as Trustee (the "Trustee"), and reference to the Act and to the Resolution and any and all modifications and amendments thereof is made for a description of the pledge and covenants securing the Series 2017 __ Bonds; a description and listing of all other Bonds outstanding on a parity with the Series 2017 __ Bonds; the nature, extent and manner of enforcement of such pledge; the rights and remedies of the registered owners of the Series 2017 __ Bonds with respect thereto; and the terms and conditions upon which the Series 2017 __ Bonds are issued and upon which additional parity Bonds may be issued thereunder, to all of which the Registered Owner assents as a material part of the consideration to the Authority for the issuance of the Series 2017 __ Bonds.

The pledge of tolls and other revenues and funds and the other obligations of the Authority under the Resolution may be discharged at or prior to the maturity of the Series 2017 __ Bonds upon the making of provision for their payment on the terms and conditions set forth in the Resolution.

This Bond is transferable, as provided in the Resolution, only upon the books of the Authority kept for that purpose at the office of the Registrar by the registered owner hereof in person, or by his or her duly authorized attorney, upon surrender with a written instrument of transfer satisfactory to the Registrar duly executed by the registered owner or his or her duly authorized attorney, and thereupon a new registered Series 2017 __ Bond or Bonds, in the same aggregate principal amount, shall be issued to the transferee therefor as provided in the Resolution, and upon payment of the charges therein prescribed. The Authority, the Trustee, the Registrar and the Paying Agent may deem and treat the person in whose name this Bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or Redemption Price of and interest due on this Bond and for all other purposes.

Subject to the conditions and upon the payment of the charges provided in the Resolution, registered Series 2017 __ Bonds may be surrendered (accompanied by a written instrument of transfer satisfactory to the Registrar duly executed by the Registered Owner or his or her duly authorized attorney) in exchange for an equal aggregate principal amount of registered Series 2017 __ Bonds of any other authorized denominations.

Neither the members of the Authority nor any person executing the Series 2017 __ Bonds shall be personally liable on the Series 2017 __ Bonds or be accountable by reason of the issuance thereof in accordance with the provisions of the Act.

The Series 2017 __ Bonds shall not be deemed to constitute a debt or liability of the State of New Jersey or of any political subdivision thereof or a pledge of the faith and credit of the State of New Jersey or any such political subdivision. The Authority is obligated to pay the Series 2017 __ Bonds and the interest thereon only from tolls, other revenues and proceeds of such Series 2017 __ Bonds, and neither the State of New Jersey nor any political subdivision thereof is obligated to pay the Series 2017 __ Bonds or the interest thereon, and neither the faith and credit nor the taxing power of the State of New Jersey or any political subdivision thereof is pledged to the payment of the principal or Redemption Price of or the interest on the Series 2017 __ Bonds.

It is hereby certified and recited that all conditions, acts and things required by law and the Resolution to exist, to have happened and to have been performed precedent to and in the issuance of this Bond, exist, have happened and have been performed and that the issue of Bonds of which this is one, together with all other indebtedness of the Authority, is within every debt and other limit prescribed by the laws of the State of New Jersey.

This Bond shall not be entitled to any benefit under the Resolution or be valid or become obligatory for any purpose until this Bond shall have been authenticated by the execution by a Co-Trustee of the Co-Trustee's Certificate of Authentication hereon.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the NEW JERSEY TURNPIKE AUTHORITY has caused this Bond to be signed in its name and on its behalf by the manual or facsimile signature of its Chairman, and its corporate seal (or a facsimile thereof) to be hereunto impressed, imprinted, engraved or otherwise reproduced hereon and attested by its Secretary and its Treasurer, all as of the Dated Date specified above.

(SEAL)

NEW JERSEY TURNPIKE AUTHORITY

Chairman

ATTEST:

Secretary

Treasurer

[FORM OF CERTIFICATE OF AUTHENTICATION
ON ALL SERIES 2017 __ BONDS]

CO-TRUSTEE'S CERTIFICATE
OF AUTHENTICATION

This Bond is one of the Bonds delivered pursuant to the within mentioned Resolution, and is one of the series of such Bonds designated "Turnpike Revenue Bonds, Series 2017 __".

THE BANK OF NEW YORK MELLON,
as Co-Trustee

By: _____
Authorized Signatory

Date of Authentication: _____, _____

(ASSIGNMENT PROVISION ON BACK OF SERIES 2017 __ BONDS)
[ONLY EFFECTIVE WHEN NO "BOOK-ENTRY ONLY" REGISTRATION]

FOR VALUE RECEIVED _____ hereby sells, assigns
and transfers unto

*(Please insert Social Security or
Other Indemnifying Number of Assignee)*

(Please Print or Type Name and Address of Assignee)

the within Bond and hereby irrevocably appoints _____,
as attorney, to transfer said Bond on the registration books of the Authority, with power of
substitution and revocation.

Dated: _____

NOTICE: The signature on this assignment must
correspond with the name as it appears on the face of
the within Bond in every particular.

Signature Guarantee:
