2008 REFUNDING BONDS AND CONVERSION RESOLUTION

WHEREAS, the Delaware River Port Authority ("Authority") has heretofore authorized and issued pursuant to an Indenture of Trust, dated as of July 1, 1998, between Commerce Bank, National Association, as trustee ("Trustee"), and the Authority ("1998 Indenture"), as supplemented by a Fourth Supplemental Indenture entered into by the Authority and the Trustee, dated as of October 1, 2007, $358,195,000, aggregate principal amount, of its Revenue Refunding Bonds, Series of 2007 ("2007 Bonds"); and

WHEREAS, the Authority entered into an Interest Rate Swap and Option Agreement, dated as of May 2, 2001 ("Swap Agreement"), with UBS AG ("Swap Provider"), pursuant to which the Authority makes periodic payments at a fixed rate of 5.447% and the Swap Provider makes periodic payments at a floating rate equal to 66% of one-month USD-LIBOR-BBA; and

WHEREAS, the 2007 Bonds bear interest at the Auction Period Rate (as defined in the Indenture); and

WHEREAS, the Authority desires to: (i) authorize, issue, sell and deliver, pursuant to the 1998 Indenture, as further supplemented by a Fifth Supplemental Indenture to be entered into by the Authority and the Trustee ("Fifth Supplemental Indenture" and, together with the 1998 Indenture, as heretofore supplemented, the "Indenture"), Refunding Bonds (as defined in the Indenture) for the purpose of refunding all or a portion of the Outstanding (as defined in the Indenture) 2007 Bonds and paying the costs, including the costs of issuance, of the Refunding Bonds ("2008 Refunding Project"); and/or (ii) authorize and effect a change in Mode (as defined in the Indenture) with respect to all or a portion of the 2007 Bonds and authorize a remarketing in connection with such conversion ("2008 Conversion Transaction"); and

WHEREAS, the Refunding Bonds may be issued in the form of fixed rate Bonds or Variable Rate Bonds (as defined in the Indenture); and

WHEREAS, in connection with the 2008 Refunding Project and the 2008 Conversion Transaction, the Authority has determined that it is in the best financial interest of the Authority to authorize: (i) the amendment of the Swap Agreement; or (ii)(a) the cash settlement and termination of the Swap Agreement and (b) the entry by the Authority into one or more swap agreements relating to the Refunding Bonds or the 2007 Bonds, that may include (x) an upfront payment by a swap counterparty to the Authority, and/or (y) payments by the Authority at a fixed rate or a floating rate (together with the other transactions described in clauses (i) and (ii) of this paragraph, the “Swap Transactions”); and

WHEREAS, it is necessary and appropriate for the Authority to authorize and approve the issuance, sale and delivery of the Refunding Bonds, the conversion and remarketing of the 2007 Bonds, the execution of the Swap Transactions, the execution and delivery of such documents and instruments as are necessary or appropriate to effect the 2008 Refunding Project, the 2008 Conversion Transaction and/or the Swap Transactions, and such actions as may be
necessary or appropriate to effect the 2008 Refunding Project, the 2008 Conversion Transaction and/or the Swap Transactions; and

WHEREAS, capitalized terms used in this Resolution not otherwise defined shall have the meanings ascribed thereto in the Indenture.

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

1. **Authorization of 2008 Refunding Project, 2008 Conversion Transaction and Swap Transactions.**

   The Authority hereby authorizes the 2008 Refunding Project, the 2008 Conversion Transaction and the Swap Transactions.

2. **Refunding Bonds.**

   (a) The Authority hereby authorizes the issuance, sale and delivery of the Refunding Bonds. The Refunding Bonds shall be issued in an aggregate principal amount which shall not exceed $375,000,000, if the Refunding Bonds are issued as Variable Rate Bonds, and in an aggregate principal amount which shall not exceed $460,000,000, if the Refunding Bonds are issued as fixed rate Bonds.

   (b) The Chairman, Vice Chairman and Chief Executive Officer of the Authority (collectively, the “Authorized Officers”) shall determine whether to issue the Refunding Bonds to refund all or a portion of the Outstanding 2007 Bonds, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel.

   (c) The Authorized Officers shall determine whether to issue the Refunding Bonds as Variable Rate Bonds or fixed rate Bonds, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel.

   (d) The Authorized Officers shall determine, if the Refunding Bonds are to be issued as Variable Rate Bonds, the type of Variable Rate Bonds to be issued, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel.

   (e) The Refunding Bonds shall be dated, shall mature in such principal amounts and on such dates, shall bear interest at such rates, payable on such dates, shall be subject to redemption prior to maturity on such terms and conditions, and shall otherwise be subject to such additional terms, conditions and provisions as shall be approved prior to their issuance by the Authorized Officers with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel; provided that (i) if the Refunding Bonds are issued as fixed rate Bonds, the net interest cost with respect to the Refunding Bonds shall not exceed 6% per annum; (ii) if the Refunding Bonds are issued as Variable Rate Bonds, the maximum interest rate on the Refunding Bonds shall not exceed 15% per annum; (iii) if the Refunding Bonds are
issued as fixed rate Bonds, the Underwriters’ discount in connection with the purchase and re-offering of the Refunding Bonds shall not exceed $6.50 per thousand dollars of Refunding Bonds; (iv) if the Refunding Bonds are issued as Variable Rate Bonds, the Underwriters’ discount in connection with the purchase and re-offering of the Refunding Bonds shall not exceed $5.50 per thousand dollars of Refunding Bonds; (v) any optional redemption premium shall not exceed 102%; (vi) the principal amortization of the Refunding Bonds and the amortization schedule and Swap Transaction to which such Refunding Bonds relate shall be identical; and (vii) the maximum maturity shall not exceed any applicable provisions of the Compact.

3. **2008 Conversion Transaction.**

   (a) The Authority hereby authorizes the conversion of all or a portion of the 2007 Bonds from the ARS Mode to another Mode under the Indenture and the remarketing of such 2007 Bonds.

   (b) The Authorized Officers shall determine whether to convert the 2007 Bonds to a Fixed Rate Mode or Variable Rate Mode (and if in a Variable Rate Mode the interest rate), with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel.

   (c) If 2007 Bonds are converted to a Fixed Rate Mode, the Authorized Officers, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel, may elect to have some of the 2007 Bonds be Serial 2007 Bonds and subject to mandatory sinking fund redemption, change the optional redemption dates and premiums and sell some or all of the 2007 Bonds at a premium or discount to par, all as may be provided in the Fourth Supplemental Indenture or a Fifth Supplemental Indenture, if needed.

   (d) The Authorized Officers are hereby authorized to prepare and deliver a remarketing circular, if necessary, to the Remarketing Agent.

   (e) The Authorized Officers are hereby authorized to approve, prepare, execute and deliver any and all documents and instruments, including but not limited to, the Remarketing Agreement, necessary to effect the 2008 Conversion Transaction. If the Authorized Officers have so approved any such documents and instruments then one or more of the Authorized Officers may execute said documents and instruments on behalf of the Authority.

4. **Swap Transactions.**

   (a) The Authorized Officers are hereby authorized and directed to negotiate and approve any amendment of the Swap Agreement with the Swap Provider; or the cash settlement and termination of the Swap Agreement with the Swap Provider, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel.
(b) The Authorized Officers are hereby authorized and directed to determine the method of award of any Swap Transaction, either by invitation to bid to qualified providers or by negotiation with one or more qualified providers, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel.

(c) The Authorized Officers are hereby authorized to approve, execute and deliver any and all documents and instruments necessary to evidence the Swap Transactions. If the Authorized Officers have so approved any such documents and instruments then one or more of the Authorized Officers may execute said documents and instruments on behalf of the Authority.

5. Approval of Refunding Bond Documents.

The Authority hereby authorizes the preparation of all documents necessary to effect the sale, issuance and delivery of the Refunding Bonds including, without limitation, the Fifth Supplemental Indenture, the Refunding Bonds, a purchase contract between the Authority and underwriters to be selected providing for the sale and purchase of the Refunding Bonds, a preliminary official statement and a final official statement in respect of the Refunding Bonds, a Continuing Disclosure Agreement, an escrow deposit agreement, if needed, a Tax Compliance Agreement, any remarketing agreement, auction agent agreement or broker-dealer agreement as may be required if the Refunding Bonds are issued as Variable Rate Bonds, and such other agreements, documents, certificates and instruments as Co-Bond Counsel shall advise are necessary or appropriate to effect the issuance of the Refunding Bonds, the 2008 Refunding Project, and the Swap Transactions. The Authorized Officers, with the advice of the Authority’s Chief Financial Officer, the Authority’s General Counsel and Co-Bond Counsel, are hereby authorized and directed to approve all such documents and to cause the execution and delivery of all such documents on behalf of the Authority.

6. Credit Facilities.

(a) The Authorized Officers, with the advice of the Authority’s Chief Financial Officer, the Financial Advisor and Co-Bond Counsel, are hereby authorized to apply for a Credit Facility in the form of a bond insurance policy for the Refunding Bonds or for the 2007 Bonds bearing interest in the Fixed Rate Mode.

(b) In connection with the 2008 Conversion Transaction or if the Refunding Bonds are issued as Variable Rate Bonds in the form of variable rate demand bonds, the Authorized Officers, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel, are hereby authorized to obtain one or more Credit Facilities in the forms of letters of credit or liquidity facilities and to approve and execute reimbursement agreements and standby bond purchase agreements, as applicable, evidencing such Credit Facilities.
7. **Debt Service Reserve Fund.**

The Authorized Officers, with the advice of the Authority’s Chief Financial Officer, Financial Advisor and Co-Bond Counsel, are hereby authorized and directed to determine the Debt Service Reserve Requirement for the Bonds, to obtain a Reserve Fund Credit Facility for a portion of such Debt Service Reserve Requirement, if they determine it to be in the best financial interests of the Authority, and to establish a separate Debt Service Reserve Fund or an account in the 1998 Debt Service Reserve Fund with respect to the Refunding Bonds, as they shall determine to be necessary or appropriate.

8. **Selection of Underwriters, Remarketing Agent and Professional Advisors.**

The Authorized Officers are hereby authorized and directed to select the Underwriters for the Refunding Bonds, one or more remarketing agents for the 2008 Conversion Transaction, an escrow agent (who maybe the Trustee), the Trustee, the Financial Advisor, Co-Bond Counsel, swap bidding agent or investment bidding agent (either of whom may be the Financial Advisor), and any special counsel or co-counsel or other professional advisors for the Authority. If the Refunding Bonds are issued as Variable Rate Bonds, the Authorized Officers shall select any remarketing agents, auction agent, tender agent or broker-dealers as may be required for the form of debt evidenced by such Variable Rate Bonds.

9. **Authorized Officers’ Actions; Execution of Documents.**

The Authorized Officers are hereby authorized and directed to approve, execute and deliver all documents, instruments and certificates, and to take all actions necessary and proper, including any actions not otherwise determined herein, to effect the 2008 Refunding Project, the 2008 Conversion Transaction, the Swap Transactions and all other matters authorized in this Resolution. If the Authorized Officers have approved any such documents, instruments and certificates, and if following such approval the Chairman or Vice Chairman is absent or unavailable, the remaining Officer may execute the documents with the Chief Executive Officer. If both the Chairman and the Vice Chairman are absent or unavailable and if it is necessary to execute any of such documents in their absence, then the Chief Executive Officer shall execute such documents on behalf of the Authority.

10. **Ratification of Prior Actions.**

All actions heretofore taken by or on behalf of the Authority by any Authorized Officers or professional advisors in connection with the 2008 Refunding Project, the 2008 Conversion Transaction or the Swap Transactions are hereby ratified, confirmed, approved and adopted.

11. **Inconsistent Resolutions Repealed.**

All prior resolutions or parts thereof to the extent inconsistent with this Resolution are hereby rescinded and repealed.
12. **Effective Date.**

This Resolution shall take effect at the earliest time permitted by applicable law.

DULY ADOPTED THIS 20\textsuperscript{th} day of February, 2008.