RESOLUTION

WHEREAS, the Delaware River Port Authority ("Authority") has heretofore entered into an Interest Rate Swap and Option Agreement, dated as of May 16, 2001 ("1999B PDP Bonds Swaption"), with UBS AG ("Swap Provider") relating to the Authority’s Port District Project Bonds, Series B of 1999 ("1999 Bonds"), which were issued pursuant to an Indenture of Trust, dated as of December 1, 1999, between The Bank of New York Mellon Trust Company, N.A., as successor trustee, and the Authority; and

WHEREAS, the 1999B PDP Bonds Swaption contains an option ("Option"), provided that notice of exercise is given by the Swap Provider in accordance with the provisions of the 1999B PDP Bonds Swaption, requiring that the Authority and the Swap Provider, effective January 1, 2010 ("Effective Date"), commence the exchange of payments under the 1999B PDP Bonds Swaption, with the Authority paying a fixed rate of 5.595% and the Swap Provider paying a floating rate equal to 66% of one-month USD-LIBOR-BBA; and

WHEREAS, pursuant to Resolution DRPA 05-042 ("Swap Resolution"), the Authority authorized, among other things, the cash settlement of the 1999B PDP Bonds Swaption and the replacement of the 1999 Bonds Swaption with a Replacement Swaption (as defined in such Swap Resolution); and

WHEREAS, on September 3, 2009, the Swap Provider notified the Authority of its exercise of the Option effective on the Effective Date; and

WHEREAS, on September 16, 2009, by Resolution No. DRPA-09-065, the Authority authorized, inter alia, the issuance of Refunding Bonds to refund the 1999 Bonds and expected to issue the Refunding Bonds prior to the Effective Date; and

WHEREAS, the Authority has been unable to issue Refunding Bonds as was contemplated and accordingly, unless the Authority cash settles the Option, the Option will become effective on the Effective Date, resulting in additional interest costs to the Authority; and

WHEREAS, the need to cash settle the Option was unforeseen by the Authority and would not customarily be paid from current revenues of the Authority; and

WHEREAS, the Authority desires to authorize the use of certain monies in the 1999 Bonds Project Fund to be used as may be determined by the Chief Executive Officer of the Authority to (i) redeem 1999 Bonds or (ii) pay a portion of the cash settlement payment required to be made with respect to the Option.

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

The Authority hereby authorizes that up to the sum of Eight Million Dollars ($8,000,000.00) of proceeds of the 1999 Bonds in the 1999 Bonds Project Fund be used to (i) redeem outstanding principal of the 1999 Bonds or (ii) pay a portion of the sum required to cash settle the Option.

A. The Authority hereby creates a Project entitled “Use of proceeds of the 1999 Bonds in the 1999 Bonds Project Fund to (i) redeem outstanding principal of the 1999 Bonds or (ii) pay a portion of the sum required to cash settle the 1999B PDP Bonds Swaption”.

B. The Authority hereby reallocates $4,000,000 of 1999 PDP B bond proceeds previously allocated to Southern New Jersey Waterfront Master Plan projects for use in carrying out the current resolution and

C. The Authority hereby allocates $3,491,668 of previously unencumbered 1999 PDP B bond proceeds along with $508,332 of 1999 PDP B bond proceeds previously held under the project title “1999 PDP B Project fund Reallocated projects” for use in carrying out the current resolution.

2. Authorization to Chief Executive Officer.

The Chief Executive Officer is hereby authorized and directed to use the proceeds of the 1999 Bonds in the 1999 Bonds Project Fund authorized by Paragraph 1 of this Resolution for the redemption of 1999 Bonds or the cash settlement of the Option as he shall deem appropriate, including determining with respect to the redemption of 1999 Bonds the maturities and principal amounts of maturities to be redeemed, with the advice of the Authority’s Chief Financial Officer, Financial Advisors and Co-Bond Counsel.

3. Execution of Documents.

The Chair and the Chief Executive Officer must approve and are hereby authorized to approve and execute all necessary agreements, contracts, or other documents on behalf of the Authority and to take all actions necessary and proper to effect this Resolution. If such agreements, contracts, or other documents have been approved by the Chair and Chief Executive Officer and if thereafter the Chair is absent or unavailable, and if it is necessary to execute the said document(s) while the Chair is absent or unavailable Chief Executive Officer may execute the said document(s) on behalf of the Authority.

4. Inconsistent Resolutions Repealed.
All prior resolutions or part thereof to the extent inconsistent with this Resolution are hereby rescinded and repealed.

5. **Effective Date.**

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

DULY ADOPTED THIS 9th day of December, 2009.