

UNION COUNTY UTILITIES AUTHORITY

1499 US Highway One, Rahway, New Jersey 07065

(732) 382-9400
info@ucua.org

RESOLUTION NO.: 52-2023

DATE: August 16, 2023

RESOLUTION OF THE UNION COUNTY UTILITIES AUTHORITY AUTHORIZING THE EXECUTION OF A LETTER AGREEMENT REGARDING PROPRIETARY INFORMATION BELONGING TO CONVANTA UNION, LLC

APPROVED AS TO FORM:
Bianka Vargas
Clerk of the Authority

APPROVED AS TO SUFFICIENCY OF FUNDS
 YES NO NONE REQUIRED
UNION COUNTY UTILITIES AUTHORITY

By: *Bianka Vargas*

By: *John Cuffo*

	PRESENT	ABSENT	AYE	NAY	ABSTAIN	MOTION	SECOND
<i>Eastman, Treasurer</i>	✓		✓				
<i>Figueiredo</i>	✓		✓				
<i>Jackus</i>	✓		✓				
<i>Kahn</i>	✓		✓				
<i>Holder</i>	✓		✓				
<i>McManus, Secretary</i>		✓					
<i>Rachlin</i>	✓		✓				
<i>Scutari, Vice Chairperson</i>	✓		✓				
<i>Szpond, Chairperson</i>	✓		✓				
<i>Alma, Alternate No. 1</i>							
<i>Scott-Bey, Alternate No. 2</i>	✓		✓				

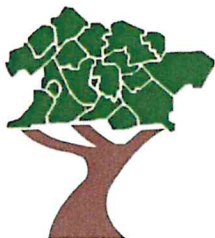
**RESOLUTION OF THE UNION COUNTY UTILITIES AUTHORITY
AUTHORIZING THE EXECUTION OF A LETTER AGREEMENT
REGARDING PROPRIETARY INFORMATION BELONGING TO
CONVANTA UNION, LLC**

WHEREAS, in order to carry out the stated purposes and goals for which the Union County Utilities Authority ("Authority") was created, as well as the powers granted by the Municipal and County Utilities Authorities Law, N.J.S.A. 40:14B-1 et seq., in connection with its agreements with Covanta Union, LLC ("Covanta") to operate the Union County Resource Recovery Facility ("UCRRF") owned by the Authority, the Authority has requested from Covanta certain proprietary information relating to the projected operational and financial performance of the UCRRF ("Proprietary Information"); and

WHEREAS, Covanta has agreed to provide the Proprietary Information to the Authority's financial advisor, RBC Capital Markets, LLC ("RBC"), subject to RBC's execution of a confidentiality agreement, and subject to the Authority's execution of a letter agreeing to take certain steps to preserve the confidentiality of any Proprietary Information that it discusses with RBC.

NOW, THEREFORE, BE IT RESOLVED, by the Union County Utilities Authority as follows.

1. The aforesaid recitals are incorporated herein as though fully set forth at length.
2. The Authority hereby authorizes its Acting Executive Director to execute the attached confidentiality letter agreement and carry out the terms thereof.
3. This Resolution shall take effect immediately.



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August 17, 2023

Covanta Union, LLC
445 South St
Morristown, NJ 07960

Re: Confidentiality Letter

Ladies & Gentlemen:

The Union County Utilities Authority (“*UCUA*”) has requested from Covanta Union, LLC (“*Covanta*”) certain proprietary information (“*Confidential Information*”) about the projected operational and financial performance of the Union County Resource Recovery Facility (the “*Facility*”) in calendar year 2027 and certain subsequent calendar years for UCUA to use in considering the possible refinancing of the bonds previously issued by UCUA in connection with the Facility.

Covanta is willing to provide Confidential Information to UCUA’s financial advisor, RBC Capital Markets, LLC (“*RBC*”), under a confidentiality agreement dated on or about the date of this letter (the “*Agreement*”). Pursuant to the Agreement, RBC agrees not to deliver to UCUA by any means, including without limitation, by email or other electronic transmission, any documents containing Confidential Information. However, the Agreement permits RBC to orally discuss Confidential Information with UCUA.

For its comfort in providing Confidential Information to RBC as described above, Covanta has requested certain assurances set forth below from UCUA.

Notwithstanding the oral discussion of Confidential Information with RBC, UCUA agrees not to (i) take notes or create any other record containing Confidential Information, or (ii) disclose the Confidential Information to third parties other than its attorneys and advisors, unless required by applicable law or regulation. UCUA further agrees to cause its attorneys and advisors (other than RBC) to whom it discloses any Confidential Information to comply with the preceding clause (ii).

Very truly yours,

Linda Stender
Acting Execution Director