RESOLUTION

A RESOLUTION supplemental to a Resolution of the Board of Directors of the Maryland Environmental Service adopted on December 28 1978 (approved by the Secretary of Natural Resources on the same date) authorizing and providing for authentication and delivery of revenue bonds by the Trustee upon among other things receipt by the Trustee of a certification by the Authorized Service Representative stating that each obligation item of cost or expense of the Service represented as a Project Cost has been or will be properly incurred as a Project Cost

BE IT RESOLVED BY THE BOARD OF DIRECTORS
OF THE MARYLAND ENVIRONMENTAL SERVICE

Section 1 That subsection two of Section 3 02 is hereby amended to read as follows

(2) a certificate or certificates of the Authorized Service Representative (which may or may not contain certifications of other officers of the Service as the Trustee in its discretion may require) (a) setting forth the Project Costs to which the proceeds of the Bonds shall be applied (including the name and address of the person, firm or corporation to whom payment is or will become due as the Trustee in its discretion may require) and stating that each obligation item of cost or expense has been or will be properly incurred as a Project Cost (b) stating that the issuance of such Bonds is necessary for the timely payment of the Project Costs set forth in such certificate (c) certifying that the Service is in compliance with, and there exists no event of default under the Service Contract the Resolution or any outstanding Bonds and (d) stating the aggregate principal amount of any Bonds outstanding

Section 2 That this Supplemental Resolution is hereby declared to be a supplemental resolution adopted pursuant to and in accordance with Section 3, Article X, Section 10 01 of the December 28 1978 Resolution As provided in such Section 10 01, this Supplemental Resolution shall become effective only upon approval of this Supplemental Resolution by Maryland National Bank Trustee and registered owner of all Bonds issued prior to this date This Supplemental Resolution does not in anywise affect or change the provisions of the December 28 1978 Resolution providing for the issuance of Bonds to finance the MFS/WSSC Project in the aggregate principal amount of five hundred thousand dollars ($500 000 00)

The foregoing Supplemental Resolution of the Board of Directors of the Maryland Environmental Service was adopted at a meeting of such Board of Directors duly called and held on August 30, 1979 such Supplemental Resolution to be effective upon approval by Maryland National Bank

(SFAL)

CERTIFICATE

I the undersigned, Evan Crossley, Secretary of the Maryland Environmental Service, do hereby certify that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Directors of the Maryland Environmental Service at a meeting duly called and held on August 30, 1979, at which all Directors were present, and that said resolution has not been repealed, rescinded or amended since its adoption and is now in full force and effect and I do hereby further certify that said resolution after having, been introduced fully read and discussed, was duly passed all Directors voting in the affirmative

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Maryland Environmental Service this 30th day of August, 1979

Evan C. Crossley

Evan Crossley Secretary
Maryland Evironmental Service

(SEAL)

APPROVAL OF REGISTERED OWNER

In reliance on the representations and information provided by Maryland Environmental Service Maryland National Bank, the registered owner of all Sludge Disposal Revenue Bonds (MES/WSSC Project) issued by the Maryland Environmental Serivce prior to August 30 1979, hereby approves the foregoing Supplemental Resolution for purposes of Section 3, Article X Seciton 10 01 of the December 28 1978 Resolution

MARYLAND NATIONAL BANK

By Theodore J Berger
Theodore J Berger
Regional Vice President

Dated August 31 1979

ACCEPTANCE OF DUTIES BY THE TRUSTEE

Maryland National Bank a national banking association organized and existing under the laws of the United States of America, Trustee, hereby accepts the trusts under and the duties and obligations imposed upon the Trustee by the foregoing Resolution supplementing and amending the Resolution adopted by Maryland Environmental Service on December 28, 1978

MARYLAND NATIONAL BANK

BY Theodore J Berger
Theodore J Berger
Regional Vice President

Dated August 31 1979

Mr Johns next informed the Board of the progress of the Financial Advisor Selection Committee (Reed McDonagh, Joe Johns Robert Shoenhofer, Ben Bialek) in soliciting interest from firms capable of providing financial advisor services on the Eastern Baltimore County Resource Recovery Facility Project Mr Johns stated that after considerable research, and after taking into consideration each perspective firm's previous experience with resource recovery projects, the committee had, by letter, solicited the interest of Paine, Webber Jackson and Curtis Inc Government Finance Associates, Inc , Merril-Lynch Pierce, Fenner and Smith, Inc , and First Boston Corporation

Mr Johns further advised the Board that of those solicited, only Paine, Webber, Jackson and Curtis, Inc , and Government Finance Associates, Inc had expressed an interest in providing financial service

Upon such information the Board unanimously resolved to direct the committee to develop a preliminary negotiating strategy which 1) prohibits the financial advisor from also acting as underwriter 2) envisions a single contract to be performed in two phases, the first phase to assess the comparative marketability of the various project alternatives and the second phase to develop a financial plan for that alternative selected and 3) compensates the financial advisor on a contingency-fee plus out of pocket expense basis, with a fixed retainer fee to be considered if necessary

The Board directed the committee to begin negotiations with the two interested financial firms and to make its recommendations by November 1 1979

APPROVAL OF SECRETARY OF NATURAL RESOURCES

The Secretary of Natural Resources has approved on this 21st day of September, 1979, the foregoing Supplemental Resolution adopted by the Board of Directors of the Maryland Environmental Service on August 30th, 19 9

Secretary of Natural Resources
State of Maryland

James B. Coulter

(SEAL)

James B Coulter