BOARD OF DIRECTORS OF MARYLAND ENVIRONMENTAL SERVICE
RESOLUTION

A RESOLUTION authorizing

the issuance, sale and delivery by the Maryland Environmental Service (the "Service") of its bonds in an aggregate principal amount not to exceed $6,100,000 for the purpose of paying all or a part of the cost of a project of the Service consisting generally of improvements and alterations to the Brown Station Road Landfill consisting of the construction and equipping of a methane recovery and distribution system and equipment necessary to utilize such gas to produce heat and electricity for certain facilities of Prince George's County, Maryland; providing for further proceedings in connection with the issuance of the bonds; providing for the bonds to be obligations of the Service payable from amounts received pursuant to a certain sublease agreement with Prince George's County, Maryland, and such other sources as may be designated by the Service; and providing generally for other matters necessary to the issuance, sale and delivery of the bonds.

RECITALS

Maryland Environmental Service (the "Service") was created by, exists under, and exercises the powers contained in, Sections 3-101 to 3-131, inclusive, of the Natural Resources Article of the Annotated Code of Maryland (1983 Replacement Volume and 1984 Cumulative Supplement) as amended to date (the Act), including (among others) the powers (i) to borrow money and issue bonds or notes for the purpose of paying all or any part of the cost of any one or more projects and to provide for the security of such bonds or notes and the rights of the holders thereof; and (ii) to enter into contracts with the federal or any state government, or any unit, instrumentality or subdivision thereof, or with any municipality or person within or without the State of Maryland (the "State"), providing for or relating to the furnishing of services to or the facilities of any project of the Service, or in connection with the services or facilities provided by any water supply project, solid waste disposal project or wastewater purification project owned or controlled by the other contracting party, including lease and sublease agreements and contracts for the construction and operation of any project.

The Service considers the financing, acquisition, construction and operation of the Project to be in furtherance of the public purposes of the Act and the Service.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF MARYLAND ENVIRONMENTAL SERVICE, that:

1. The issuance, sale, and delivery of the Service's bonds in the principal amount of $6,100,000 to be designated "$6,100,000 Maryland Environmental Service Solid Waste Disposal Facilities Bonds (Prince George's County Methane Recovery Facility Project) Series 1985 (the "Bonds") shall be, and hereby are, authorized and directed pursuant to the provisions of the Act to provide funds for the payment of all or any part of the cost of the Project, together with costs incident to the authorization, sale and issuance of the Bonds.

2. The Bonds shall be issued under, secured in accordance with, and have the terms set forth in, an Indenture of Trust, dated as of September 11, 1985 (the "Indenture") by and between the Service and Equitable Bank, N.A., as Trustee (the "Trustee") substantially in the form of the Indenture presented to this meeting. Such form of Indenture shall be, and hereby is directed to be, filed among the permanent records of the Service.

3. The Indenture (including, without limitation, the form of bond appended thereto) shall be, and hereby is adopted and approved, and the Director of the Service and the Secretary of the Service shall be, and hereby are, authorized to execute and deliver such Indenture substantially in the form approved hereby with such changes, omissions, insertions, and revisions as shall be deemed advisable by the Director; provided, however, that such changes, omissions, insertions and revisions shall not alter the substance of the transaction authorized and approved by this resolution.

4. The Bonds shall be, and hereby are directed to be, executed and delivered to the Trustee appointed hereby by the Director and the Secretary substantially in the form of the form of bond appended to the form of Indenture presented to this meeting with such changes, omissions, insertions and revisions as shall be deemed desirable by the Director; provided, however, that such changes, omissions, insertions and revisions shall not alter the substance of the transaction authorized and approved by this resolution. The terms of the Bonds shall be as provided in the Indenture, including the form of bond appended thereto. Upon delivery of the Bonds, the Trustee shall authenticate such Bonds and deliver the same to the purchaser thereof.

5. Prior to the delivery of the Bonds, the Service and the County shall enter into a lease agreement (the "Lease"), substantially in the form of the Lease Agreement presented to this meeting. Such form of Lease Agreement hereby is adopted and approved and shall be, and hereby is directed to be, filed among the permanent records of the Service.

6. Prior to the delivery of the Bonds, the Service and the County shall enter into a sublease agreement (the "Sublease") substantially in the form of the Sublease presented to this meeting. Such form of Sublease hereby is adopted and approved and shall be, and hereby is directed to be, filed among the permanent records of the Service.

7. Prior to the delivery of the Bonds, the Service and the County shall enter into an operations and maintenance agreement (the "Operations and Maintenance Agreement") substantially in the form of the Operations and Maintenance Agreement presented to this meeting. Such form of Operations and Maintenance Agreement hereby is adopted and approved and shall be, and hereby is directed to be, filed among the permanent records of the Service.

8. Prior to the delivery of the Bonds, the Service, the County and Bank of Virginia (the "Bank") shall enter into the Purchase Contract (the "Purchase Contract") dated as of September 11, 1985, substantially in the form of the Purchase Contract presented to this meeting pursuant to which the Service shall sell and the Bank shall buy the Bonds. Such form of Purchase Contract hereby is adopted and approved and shall be, and hereby is directed to be, filed among the permanent records of the Service.

9. Prior to the delivery of the Bonds, the Service and the Bank of Virginia as the remarketing agent (the "Remarketing Agent") and as the investor (the "Investor") shall enter into the Standby Purchase and Remarketing Agreement (the "Standby Agreement") dated as of September 11, 1985, substantially in the form of the Standby Agreement presented to this meeting pursuant to which the Bank of Virginia agrees to remarket any Bonds tendered for purchase by the holders thereof in accordance with the terms of the Bonds or to purchase any such tendered Bonds if not successfully remarketed to other persons subject to the terms and conditions of such Standby Agreement. Such form of Standby Agreement hereby is adopted and approved and shall be, and hereby is directed to be, filed among the permanent records of the Service.

10. The Director and Secretary of the Service shall be, and hereby are, authorized to execute and deliver the Lease,

Sublease, Operations and Maintenance Agreement, Purchase Contract, and Standby Agreement, substantially in the forms of such documents approved hereby with such changes, omissions, insertions and revisions as shall be deemed desirable by the Director; provided, however, that such changes, omissions, insertions and revisions shall not alter the substance of the transaction authorized and approved by this resolution.

11. The Director and other officers of the Service shall be, and hereby are, authorized to take such other steps and to execute and deliver such other documents and certificates as the Director shall deem desirable to effect the completion of the issuance, sale, and delivery of the Bonds and the other matters contemplated by this resolution and the Indenture.

12. The form of the Private Placement Memorandum presented to this meeting shall be, and hereby is, approved and the distribution thereof to certain "Qualified Investors", as such term is used therein, is approved and ratified hereby. Such Private Placement Memorandum shall be, and hereby is directed to be, filed among the permanent records of the Service. The Director shall be, and hereby is, authorized to make such changes in the form of the Placement Memorandum as, in his sole judgment, may be necessary or desirable to consummate the transactions contemplated by this resolution and to prepare and distribute such supplements, if any, prior to delivery of the Bonds as the Director shall deem desirable.

13. The Bonds shall not be a debt or a pledge of the faith and credit of the State of Maryland or of any political subdivision thereof. Neither the Service, the State nor any political subdivision thereof shall be obligated to pay the principal and redemption premium, if any, of and the interest on the Bonds except from the sources described in the Indenture.

14. Equitable Bank, N.A., Baltimore, Maryland, hereby is appointed Trustee and Bond Registrar under the Indenture.

15. Where there are inconsistencies in this resolution with those resolutions of the Service pertaining to the issuance, sale and delivery of the Bonds which were adopted on June 10, 1985, and July 9, 1985, this resolution shall be controlling.

16. The initial delivery of the Bonds shall be in the form of temporary bonds in accordance with the terms of the Indenture, and the Trustee hereby is authorized to substitute permanent Bonds for such temporary Bonds as soon as permanent Bonds are available.

17. The Director hereby is authorized to delegate, in writing, another officer or employee of the Service to execute and deliver any of the agreements or documents appoved or

authorized in this resolution.

18. The Secretary of the Service hereby is authorized to delegate his duties under this resolution to the Deputy Director of the Service, including the duty to affix and attest to the seal of the Service.

19. This resolution shall take effect immediately.

Adopted this 11th day of September, 1985.

MARYLAND ENVIRONMENTAL SERVICE

(SEAL)

By: _____
John D. Seyffert,
Director

By: _____
Edward A. Griffith,
Treasurer

By: _____
Dr. Kenneth Barnes,
Secretary



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