Trojan Bond
25% BOTTOM LINER

BOARD OF DIRECTORS OF MARYLAND ENVIRONMENTAL SERVICE

RESOLUTION 92-10-1R

A RESOLUTION for the purposes of providing for the execution of and approving the First Amendment to Waste Disposal Service Agreement between the Service and each of the County Commissioners of Caroline County, County Commissioners of Queen Anne's County and Talbot County, Maryland (the "Mid-Shore Counties"); providing for the execution of and approving a Waste Disposal Service Agreement between the Service and the County Commissioners of Kent County ("Kent County"); and generally providing for and determining various matters in connection with the execution and delivery of such First Amendment to Waste Disposal Service Agreement and Waste Disposal Service Agreement.

RECITALS

The Service was created by and exists under the Maryland Environmental Service Act, being codified as Sections 3-101 through 3-129, inclusive, of the Natural Resources Article of the Annotated Code of Maryland, as amended (the "Act"), in order to assist with the preservation, improvement, and management of the quality of air, land, and water resources and to promote the health and welfare of the citizens of the State of Maryland.

The Service issued its $8,075,000 Revenue Bonds (Mid-Shore Regional Landfill Project) Series 1990, dated February 15, 1990 (the "Series 1990 Bonds") in order to finance the acquisition, design, construction and equipping of the Regional Landfill.

In connection with the issuance of the Series 1990 Bonds, the Mid-Shore Counties entered into Waste Disposal Service Agreements with the Service for the disposal at the Regional Landfill of solid waste generated within the boundaries of such counties (the "Existing Agreements").

The Regional Landfill was completed in March, 1991 and has been in continuous operation by the Service since then.

Kent County has determined that it is in the public interest of the residents of Kent County to dispose of solid waste generated within its boundaries at the Regional Landfill and, accordingly, has approved and authorized the execution of a Waste Disposal Service Agreement dated as of September 15, 1992 (the "Kent County Agreement") by and between Kent County and the Service substantially identical in form and substance to the Existing Agreement. Pursuant to the Kent County Agreement, Kent County has agreed to pay its Proportionate Share (defined in the Kent County Agreement) of the Supplemental Fee (defined in the Kent County Agreement) in connection with the disposal of solid waste by Kent County and the other Mid-Shore Counties at the Regional Landfill.

MARYLAND ENVIRONMENTAL SERVICE
BOARD OF DIRECTORS - RESOLUTION 92-10-1R
OCTOBER 22, 1992

The Mid-Shore Counties each consents to the acceptance by the Service for disposal at the Regional Landfill of solid waste generated within the boundaries of Kent County pursuant to the Kent County Agreement and each has determined it necessary to amend its Existing Agreement to include Kent County among the Mid-Shore Counties.

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

1. The First Amendment to Waste Disposal Service Agreement (the "First Amendment to Waste Disposal Agreement") by and between the Service and each of the Mid-Shore Counties, substantially in the form of the First Amendment to Waste Disposal Agreement attached hereto, shall be and hereby is approved and adopted.

2. The Kent County Agreement by and between the Service and Kent County, substantially in the form of the Waste Disposal Service Agreement attached hereto, shall be and hereby is approved and adopted. This approval shall not be effective until such time as Kent County has executed an option contract to purchase a site for a future regional landfill.

3. The Director of the Service is hereby authorized on behalf of the Service to execute and deliver to each of the respective parties the First Amendment to Waste Disposal Agreement and the Waste Disposal Service Agreement (collectively, the "Agreements"). The Director shall not execute the Waste Disposal Service Agreement unless and until Kent County presents evidence satisfactory to the Director that Kent County has executed an option contract to acquire a site for a future regional landfill. The Agreements to be so executed and delivered shall be substantially in the form hereby approved with (i) such changes in form or such changes in content which do not materially adversely affect the interest of the Service thereunder as may be approved by the Director, the execution thereof to constitute conclusive evidence of this Board's approval of any and all changes or revisions therein from the form of the Agreements, or (ii) such other changes as may be approved by resolution or resolutions of this Board of Directors. The Director is hereby authorized to take all actions necessary or appropriate to execute and deliver and to cause to be executed and accepted by the other paries thereto, the Agreements, such actions to include (without limitation) the execution and delivery of all certificates, consents, assignments or other documents or instruments necessary or appropriate to consummate, for or on behalf of the Service, the transactions approved by this Resolution.

4. This Resolution shall take effect immediately upon its adoption.

Adopted this 22nd day of October, 1992.

MARYLAND ENVIRONMENTAL SERVICE
BOARD OF DIRECTORS

(SEAL)

George G. Perdikakis
Director

Annette Anselmi
Deputy Director

R. Kenneth Barnes
Secretary

Edward A. Griffith
Treasurer

Robert W. Pierce

Edwin G. Richards

Lawrence D. Shubnell

EAGLE-A
Trojan Bond
25% COTTON FIBER