Duplicate Original

RESOLUTION #92-021

AMENDMENT OF WASTE DISPOSAL SERVICE AGREEMENT

For the purpose of consenting to the acceptance by Maryland Environmental Service (the "Service") of solid waste generated within the boundaries of County Commissioners of Kent County ("Kent County") for disposal at the sanitary landfill located in Talbot County, Maryland near the Town of Easton (the "Regional Landfill"); providing for the execution of and approving the First Amendment to Waste Disposal Service Agreement between County Commissioners of Caroline County (the "County") and the Service; and generally providing for and determining various matters in connection with the execution and delivery of such First Amendment to Waste Disposal Service Agreement.

RECITALS

Maryland Environmental Service (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 County, County Commissioners of Queen Anne's County and Talbot Count, Maryland (together with County Commissioners of Kent County, 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.

County Commissioners of Kent County ("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 entered into 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 Agreements. 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.

The County, County Commissioners of Queen Anne's County and Talbot County, Maryland 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 (defined in the Existing Agreements).

NOW, THEREFORE, IT IS HEREBY RESOLVED BY COUNTY COMMISSIONERS OF CAROLINE COUNTY:

SECTION 1. The County hereby 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 terms of the Kent County Agreement, which agreement is substantially identical in form and substance to the Existing Agreements.

SECTION 2. The First Amendment to Waste Disposal Service Agreement dated as of September 29, 1992 (the "First Amendment to Waste Disposal Agreement") by and between the County and the Service, substantially in the form of the First Amendment to Waste Disposal Service Agreement attached hereto, shall be and hereby is approved and adopted. A copy of the First Amendment to Waste Disposal Service Agreement has been presented to the County and shall be placed in the official records of the County and be made available for public inspection. The President of the Board of County Commissioners of Caroline County and the County Administrator of County Commissioners of Caroline County (the "Authorized Officials") are hereby authorized on behalf of the County to execute and deliver, and to cause to be accepted and executed by the other party or parties thereto, the First Amendment to Waste Disposal Service Agreement. The First Amendment to Waste Disposal Service Agreement 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 interests of the County thereunder as may be approved by the Authorized Officials (including, without limitation, the definition of Proportionate Share), the execution thereof to constitute conclusive evidence of their approval of any and all changes or revisions therein from the form of First Amendment to Waste Disposal Service Agreement hereby approved, or (ii) with such other changes as may be approved by resolution or resolutions of the Board of County Commissioners of Caroline County. The Authorized Officials are hereby authorized to take all actions necessary or appropriate to execute and deliver and to cause to be executed and accepted by the other party or parties thereto, the First Amendment to Waste Disposal Service Agreement, 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 and on behalf of the County, the transactions approved by this Resolution. Any resolution or resolutions adopted pursuant to this Resolution shall be deemed to be of an administrative nature and shall be effective upon adoption.

SECTION 3. The provisions of this Resolution are severable, and if any provision, sentence, section or part thereof is held illegal, invalid, unconstitutional or inapplicable to any person or circumstances, such illegality, invalidity, unconstitutionality or inapplicability shall not affect or impair any of the remaining provisions, sentences, clauses, sections or parts of this Resolution or their application to other persons or circumstances. It is hereby declared to be the legislative intent that this Resolution would have been adopted if such illegal, invalid, unconstitutional or inapplicable provision, sentence, clause, section or part had not been included therein, and as if other person or circumstances to which this Resolution or any part thereof is inapplicable had been specifically exempted therefrom.

SECTION 4. This Resolution shall take effect from the day of its adoption.

ADOPTED: September 29, 1992

COUNTY COMMISSIONERS OF
CAROLINE COUNTY, MARYLAND

ATTEST:

Clerk
LEIGH SANDS

[SEAL]

MARGARET R. MYERS, PRESIDENT

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CHARLES O. DAVIS, JR