

**BOARD OF DIRECTORS
MARYLAND ENVIRONMENTAL SERVICE
RESOLUTION 18-06-1R**

A RESOLUTION

For the purpose of dedicating the main conference room of the Maryland Environmental Service in memory of James W Peck.

WHEREAS, James W. Peck served as Director of the Maryland Environmental Service with honor and distinction from March 29, 1995 until his retirement on June 30, 2003; and

WHEREAS, the Service, under his leadership, became known throughout the State for its excellence in the services it provides its clients, and for its dedication to enhancing the environment; and

WHEREAS, James W. Peck exhibited the utmost ethical demeanor and instilled a high sense of duty in the Service's Board of Directors and its employees; and

WHEREAS, under his leadership, the Service experienced significant growth; and

WHEREAS, under his guidance the Service elevated in importance the morale and well-being of its employees, thereby promising continued success for the future of the Service; and

WHEREAS, James W. Peck spearheaded the acquisition, construction and innovative financing of the headquarters building of the Maryland Environmental Service, and

WHEREAS, even after his retirement Colonel Peck maintained a keen interest in the success of the Service, its Board, and its employees.

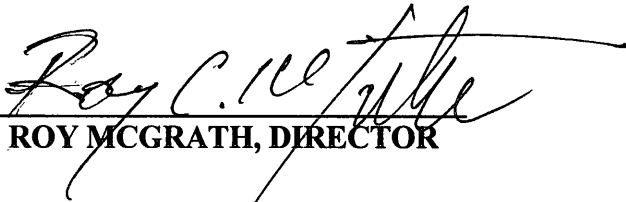
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE MARYLAND ENVIRONMENTAL SERVICE, THAT:

1. The main conference room of the Maryland Environmental Service located at 259 Najoles Road is hereby dedicated and named in memory of James W. Peck.
2. The main conference room shall hereafter be known and identified as the "James W Peck Conference Room."
3. Resolution 16-12-1R is hereby repealed.

ADOPTED, this 28th day of June, 2018.


SEAL

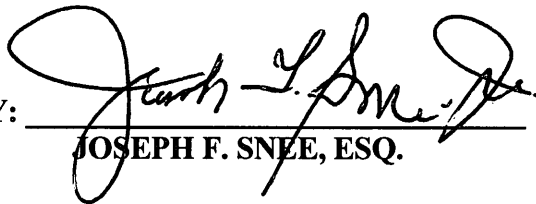
MARYLAND ENVIRONMENTAL SERVICE

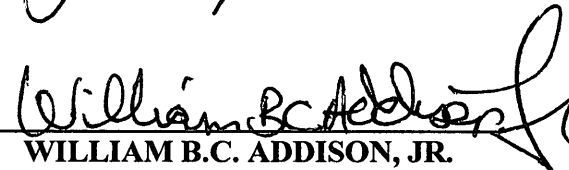
BY: 
ROY MCGRATH, DIRECTOR

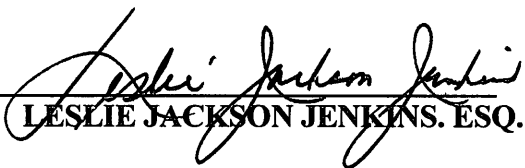
BY: 
BETH WOJTON, DEPUTY DIRECTOR

BY: 
MICHAEL HARRIS, TREASURER

BY: 
RICHARD P. STREETT, JR., V.M.D. SECRETARY

BY: 
JOSEPH F. SNEE, ESQ.

BY: 
WILLIAM B.C. ADDISON, JR.

BY: 
LESLIE JACKSON JENKINS, ESQ.

BY: 
JOHN PARKER SMITH, JR.

MARYLAND ENVIRONMENTAL SERVICE

BOARD OF DIRECTORS

RESOLUTION NO. 18-06-2R

A RESOLUTION AUTHORIZING

the issuance, sale and delivery by the Maryland Environmental Service (the "Service") of its Maryland Environmental Service Revenue Bonds (Mid-Shore II Regional Landfill Project) Series 2018 (the "Series 2018 Bonds") in an aggregate principal amount not to exceed \$10,000,000, the proceeds of which will be used to (i) finance or refinance all or a portion of the costs of the planning, design, construction, equipping and operation of Cell Number 3 of the Mid-Shore II Regional Landfill located in Caroline County, Maryland (the "Mid-Shore II Regional Landfill") and all other costs related thereto (the "Project"), (ii) fund certain reserves, if any, (iii) pay capitalized interest on the Series 2018 Bonds during construction and (iv) pay for certain costs of issuance of the Series 2018 Bonds; approving the execution and delivery of a Second Supplemental Indenture of Trust (the "Second Supplemental Indenture of Trust") between the Service and The Bank of New York Mellon, as trustee (the "Trustee"), relating to and securing the Series 2018 Bonds; providing for the Series 2018 Bonds to be obligations of the Service payable from amounts received pursuant to the Waste Disposal Service Agreements between the Service and each of the Mid-Shore Counties (defined below), from such other revenues as may be received by the Service in connection with the operation of the Mid-Shore II Regional Landfill, and from the proceeds of future bonds, notes or other obligations of the Service; authorizing the sale of the Series 2018 Bonds by competitive bidding; authorizing the Director and other officers of the Service to award the sale of the Series 2018 Bonds to the successful bidder submitting a proper bid; authorizing the Director and other officers of the Service to execute the Second Supplemental Indenture of Trust, to execute a Continuing Disclosure Agreement in compliance with Rule 15c-12(b)(5) of the Securities Exchange Act of 1934, as amended (the "Rule"), to execute any documents necessary to insure compliance by the Service with the provisions of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code") applicable to the Series 2018 Bonds and to execute such other documents or certificates as may be necessary in connection with the issuance, sale and delivery of the Series 2018 Bonds; and providing generally for other matters necessary for the issuance, sale and delivery of the Series 2018 Bonds.

RECITALS

The Service was created by, exists under, and exercises the powers contained in Sections 3-101 through 3-130 of the Natural Resources Article of the Annotated Code of Maryland (2012 Replacement Volume, 2017 Supplement), as amended to date (the "Act"), including, (among others) the powers (i) to borrow money for the purpose of paying all or any part of the cost of any one or more projects or for any other purpose of the Service, (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, providing for or relating to the furnishing of services to or the facilities of any project of the Service, and (iii) to make any contract or agreement the Service determines to be necessary or incidental to the performance of its duties and to the execution of the purposes of and the powers granted by the Act, including contracts with the Federal or any State government, or any unit, instrumentality, or municipality thereof, or with any person, on terms and conditions the Service approves.

Pursuant to a Memorandum of Understanding dated February 4, 2005 (the "MOU"), between the Service and the County Commissioners of Caroline County, County Commissioners of Queen Anne's County, County Commissioners of Kent County, and the County Council of Talbot County, Maryland (collectively, the "Mid-Shore Counties"), the Service agreed to proceed with the planning, design, permit acquisition, financing, construction, and operation of the Mid-Shore II Regional Landfill Project located near Ridgely, Caroline County, Maryland. In furtherance of the Mid-Shore II Regional Landfill Project, the Service and the Mid-Shore Counties have entered into waste disposal service agreements (the "Service Agreements") under which the Mid-Shore Counties have made binding, long-term commitments to the Service for the disposal of solid waste generated within the boundaries of the Mid-Shore Counties. The Service Agreements provide that the Mid-Shore Counties will pay a tipping fee for each ton of acceptable waste that is delivered to the Mid-Shore II Regional Landfill Project, and will pay a supplemental fee in the event that the total costs of the Mid-Shore II Regional Landfill Project exceed the revenues

On February 16, 2011, the Service issued its \$18,275,000 Maryland Environmental Service Revenue Bonds (Mid-Shore II Regional Landfill Project) Series 2011 (the "Series 2011 Bonds") in order to finance the cost of the acquisition, design, construction and equipping of the first cell (Cell Number 4) at the Mid-Shore II Regional Landfill. The Series 2011 Bonds were issued and are outstanding under and pursuant to an Indenture of Trust, dated as of February 1, 2011 (the "Original Indenture"), by and between the Service and the Trustee.

On May 22, 2014, the Service issued its \$4,500,000 Maryland Environmental Service Revenue Bonds (Mid-Shore II Regional Landfill Project) Series 2014 (the "Series 2014 Bonds") in order to finance the cost of the acquisition, design, construction and equipping of the second cell (Cell Number 2) at the Mid-Shore II Regional Landfill. The Series 2014 Bonds were issued pursuant to the Supplemental Indenture of Trust, dated as of May 1, 2014 (the

“First Supplemental Indenture” and, together with the Original Indenture, the “Existing Indenture”), by and between the Service and the Trustee.

The Service has determined to issue its Series 2018 Bonds, as contemplated by Resolution 17-12-1R and in accordance with the terms of this Resolution for the purposes stated therein and herein. The Series 2018 Bonds will be issued and secured under and pursuant to the Existing Indenture and the Second Supplemental Indenture of Trust (collectively, the “Indenture”) and will be payable from the revenues received under the Service Agreements and from the operation of the Mid-Shore II Regional Landfill, and from the proceeds of future bonds, notes or other obligations of the Service

The Service considers the planning, design, permit acquisition, financing, 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 THE MARYLAND ENVIRONMENTAL SERVICE, THAT:

1 Capitalized terms used and not defined herein shall have the meanings set forth in the Act and the Recitals to this Resolution

2. The issuance, sale and delivery of the Series 2018 Bonds in a principal amount not to exceed \$10,000,000, to be designated “Maryland Environmental Service Revenue Bonds (Mid-Shore II Regional Landfill Project), Series 2018” shall be, and hereby is, authorized and directed pursuant to the provisions of the Act to provide funds for the payment of all or any part of the costs of the Project, as provided in the Act and the Indenture.

3. The Series 2018 Bonds shall be sold to the successful bidder submitting a proper bid in response to the Official Notice of Sale (the “Notice of Sale”) on the terms and conditions set forth in the Notice of Sale included in the draft Preliminary Official Statement (the “Preliminary Official Statement”) presented to the Board of Directors of the Service (the “Board”) at this meeting. Such form of the Notice of Sale shall be, and hereby is directed to be, filed among the permanent records of the Service. Notwithstanding the foregoing, the Service may engage an underwriter and the Series 2018 Bonds may be sold on a negotiated basis as determined by the Director in consultation with PFM Financial Advisors LLC, financial advisor to the Service, without further action from the Board.

4. The total principal amount of the Series 2018 Bonds shall not exceed \$10,000,000. The true interest cost for the Series 2018 Bonds calculated as provided in the Notice of Sale shall not exceed six percent 6% percent. The final maturity date of the Series 2018 Bonds shall not be more than fifteen (15) years from the date of the issuance of the Series 2018 Bonds. The Director shall, subject to the limitations set forth in this paragraph, award the sale of the Series 2018 Bonds to the successful bidder(s) therefor, fix the principal amount of the Series 2018 Bonds, the interest rate or rates for the Series 2018 Bonds, and the principal

payment schedule for the Series 2018 Bonds, and the Director shall include such terms in the Series 2018 Bonds.

5. The Series 2018 Bonds shall be issued under, secured in accordance with, and have the terms set forth in the Indenture. Such final form of the Second Supplemental Indenture of Trust shall be, and hereby is directed to be filed among the permanent records of the Service. The Series 2018 Bonds shall be, and hereby are directed to be, executed and delivered to the Trustee substantially in the form of the Series 2018 Bonds appended to the Second Supplemental Indenture of Trust 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. Upon delivery of the Series 2018 Bonds and request by the Service, the Trustee shall authenticate such Series 2018 Bonds and deliver the same to the purchaser(s) (the "Purchaser") thereof

6. The Second Supplemental Indenture of Trust (including, without limitation, the form of the Series 2018 Bonds appended thereto) shall be, and hereby is, adopted and approved, and the Director of the Service shall be, and hereby is, authorized to execute and deliver such Second Supplemental Indenture of Trust 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.

7. The Preliminary Official Statement in substantially the form presented to this meeting is hereby approved with such changes, omissions, insertions, and revisions as the Director may deem desirable in connection with the issuance and sale of the Series 2018 Bonds. The Official Statement in substantially the form of the Preliminary Official Statement presented to the Board at this meeting, is hereby approved, with such changes, omissions, insertions, and revisions as the Director may deem desirable in connection with the issuance and sale of the Series 2018 Bonds, and the Director of the Service shall be, and hereby is, authorized to execute and deliver such Official Statement in connection with the issuance and sale of the Series 2018 Bonds and to execute any documents and to take any and all other actions necessary to consent to the inclusion of the information and certify the accuracy thereof, included in such Preliminary Official Statement and/or Official Statement.

8. It is hereby authorized that the total purchase price for the Series 2018 Bonds shall be paid to the Director, as agent of the Service for the purpose of receiving the purchase price and delivering the Series 2018 Bonds to the successful Purchaser. Immediately upon receipt thereof, the purchase price shall be deposited with the Trustee in the proper accounts as provided in the Indenture.

9. The Director, the Treasurer and the 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 Series 2018 Bonds and the other matters contemplated by this Resolution and the Indenture, including but not limited to executing and delivering a Continuing Disclosure Agreement to comply with the Rule and executing and delivering any and all documents necessary to insure compliance by the Service with the provisions of the Code relating to the Series 2018 Bonds and the excludability of interest on the Series 2018 Bonds from gross income of the owners thereof for purposes of Federal income taxation.

10. The Director, the Treasurer and the other officers of the Service may make such covenants or agreements in connection with the issuance of the Series 2018 Bonds as the Director shall deem advisable in order to assure the registered owner or owners of the Series 2018 Bonds that interest thereon shall be and remain excludable from gross income for federal income tax purposes, and such covenants or agreements shall be binding on the Service so long as the observance by the Service of any such covenants or agreements is necessary in connection with the maintenance of the exclusion of the interest on the Series 2018 Bonds from gross income for federal income tax purposes. The foregoing covenants and agreements may include such covenants or agreements on behalf of the Service regarding compliance with the provisions of the Internal Revenue Code as the Director shall deem advisable in order to assure the registered owner or owners of the Series 2018 Bonds that the interest thereon shall be and remain excludable from gross income for federal income tax purposes, including (without limitation) covenants or agreements relating to the use and investment of proceeds of the Series 2018 Bonds, the payment of certain earnings (if any) resulting from such investment to the United States, limitations on the times within which and the purposes for which proceeds of the Series 2018 Bonds may be expended, the use of specified procedures for accounting for and segregating proceeds of the Series 2018 Bonds, the operation and use of any Project being financed with the proceeds of any Series 2018 Bonds or other series of bonds, and retention of records relating to the foregoing matters and the Series 2018 Bonds. Such covenants and agreements may be set forth in a tax certificate or other agreement.

11. The Bank of New York Mellon is hereby confirmed as Trustee for the Series 2018 Bonds under the Indenture.

12. The execution by the Director, the Treasurer or other officers of the Service of any document authorized herein to be executed by the Director or other officers shall constitute conclusive evidence of approval of such document, and any and all changes thereto from the form presented to the Service herewith, by the Service.

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

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ADOPTED THIS 28TH DAY OF JUNE, 2018

[SEAL]

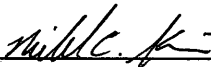
MARYLAND ENVIRONMENTAL SERVICE

BY: 

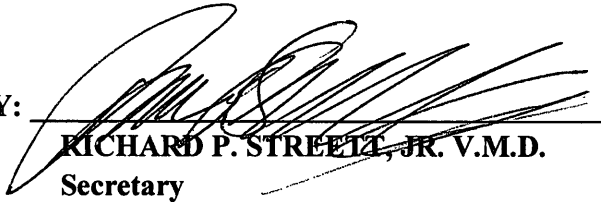
ROY C. MCGRATH
Director

BY: 

BETH WOJTON
Deputy Director

BY: 

MICHAEL C. HARRIS
Treasurer

BY: 

RICHARD P. STREETT, JR. V.M.D.
Secretary

Attest: 