



Board of Directors Meeting

View online at: <https://youtube.com/live/CCWw2b5TWFo>

January 23, 2025

9:30 a.m.

Agenda

Board Members

Shelley Heller
Chair

Hon. Frederic N. Smalkin
Secretary

Brendon Baatz
Treasurer

Robert L. Witt, II
Chair, HR Committee

Moalie Jose, P.E.
Chair, Audit Committee

James H. Johnson Jr.,
Ph.D., P.E.

Dereck E. Davis
State Treasurer

Charles C. Glass, Ph.D.,
P.E.
Executive Director

Call to Order	Shelley Heller
Inspire Awards	
Approval of Minutes – December 19, 2024	Shelley Heller
Executive Director’s Report	Charles Glass
New Business Report	Managing Directors
Financial Update	Hament Patel
<ul style="list-style-type: none">• Resolution 25-01-1R - Cancellation of KC-MES J.V., LLC• Resolution 25-01-2R – Midshore II Cell x, Notice of Intent to Finance	
Human Resources Report	Ramona Jones
Procurement Items:	Winsome Condra
<ul style="list-style-type: none">• Item 1: Brown Station Landfill – PFAS monitoring – SCS Engineers	
Procurement Notifications	
Legal Report	Priscilla Carroll
Group Updates	
<ul style="list-style-type: none">• Freedom District Blower Replacement• Food Products Re-Packager• Darlington Water Treatment Plant• Island Restoration Evolution	Melissa Slatnick Melissa Filiaggi Jen Wijetunga Marni Dolinar
New/Old Business	Shelley Heller
Adjournment	Shelley Heller

MARYLAND ENVIRONMENTAL SERVICE

BOARD OF DIRECTORS

RESOLUTION NO. 25-01-1R

A RESOLUTION AUTHORIZING

The execution and filing by the Maryland Environmental Service (the “Service”) of Articles of Cancellation related to KC-MES J.V., LLC, a Maryland limited liability company (the “Company”), which the Service owns a 100% membership interest in the Company; and providing generally for other matters in connection therewith.

RECITALS

The Service was created by, exists under, and exercises the powers contained in Section 3-101 through 3-130 of the Natural Resources Article of the Annotated Code of Maryland (2007 Replacement Volume), as amended to date (the “Act”), including, (among others) the powers to create, with the approval of the Board, private corporations.

On January 23, 2002, the Service created the Company, which was a joint venture with a private entity, for the purpose of constructing, financing, and managing the Service’s headquarters building at 259 Najoles Road in Millersville, Maryland.

On September 24, 2008, the Service became the sole owner of the Company and now owns one hundred percent (100%) of the outstanding interests of the Company, with its respective duties, obligations and rights as set forth in an Operating Agreement dated September 30, 2002, as amended (the “Operating Agreement”).

On August 1, 2024, the Service fully paid and discharged all indebtedness associated with the Company and the Headquarters building and there is no longer a need and/or purpose for the Company to exist.

The most recent draft of the Articles of Cancellation is attached hereto as, Exhibit “A.” The Service proposes to file with the Maryland Department of Assessments and Taxation (“SDAT”) the Articles of Cancellation substantially in the form attached as Exhibit A and presented at this meeting.

The Service considers the cancellation/dissolution of the Company, and all other transactions contemplated by this Resolution, 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 title and the Recitals to this Resolution.
2. The Board hereby finds and determines that filing the Articles of Cancellation with SDAT to cancel the Company in substantially the form presented at this meeting and incorporated in this Resolution, is in the best interest of the Service.
3. The Articles of Cancellation are hereby approved. The Executive Director and Managing Director of Finance of the Service are hereby authorized to execute, acknowledge and deliver the Articles with any changes, insertions and omissions therein as may be approved the Executive Director and Managing Director of Finance, under the terms and conditions the Executive Director and Managing Director of Finance, as resident agent of the Company, deem to be in the best interest of the Service, such approval to be conclusively evidenced by such execution and delivery of the Agreement.
4. The Board hereby finds and determines that the Service's cancellation/dissolution of the Company is in the best interests of the Service.
5. The Executive Director 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, agreements, amendments, certificates, papers, notices, instruments, opinions, or affidavits and to do or cause to be done any and all other acts and things necessary or proper for carrying out this Resolution.
6. The execution by the Executive Director of the Service of any document authorized herein to be executed by the Executive Director shall constitute conclusive evidence of approval of such document, and any and all changes thereto from the form presented to the Board.
7. This Resolution shall take effect immediately upon its adoption.

[SIGNATURES ON NEXT PAGE]

ADOPTED THIS 23RD DAY OF JANUARY 2025.

SEAL

MARYLAND ENVIRONMENTAL SERVICE

BY: _____
SHELLEY L. HELLER,
CHAIR

BY: _____
CHARLES C. GLASS, PhD., P.E.,
EXECUTIVE DIRECTOR

BY: _____
JUDGE FREDERC SMALKIN,
SECRETARY

BOARD OF DIRECTORS
MARYLAND ENVIRONMENTAL SERVICE
RESOLUTION
(25-01-2R)

A RESOLUTION DECLARING

THE OFFICIAL INTENT OF THE MARYLAND ENVIRONMENTAL SERVICE TO REIMBURSE EXPENDITURES TO BE INCURRED WITH RESPECT TO THE PLANNING, ENGINEERING, DESIGN, CONSTRUCTION AND FINANCING OF CELLS 1, 5, AND ASSOCIATED INFRASTRUCTURE OF THE MIDSHORE II REGIONAL LANDFILL WITH THE PROCEEDS OF BONDS OR OTHER DEBT OBLIGATIONS TO BE ISSUED BY THE MARYLAND ENVIRONMENTAL SERVICE.

R E C I T A L S

WHEREAS, to facilitate an efficient borrowing program the Maryland Environmental Service (the "Service") intends to expend money on some or all of the planning, engineering, design, construction and financing of Cells 1 and 5 the Midshore II Regional Landfill (the "Project"), prior to the issuance of bonds or other debt obligations by the Service for such project; and

WHEREAS, the Service intends to be reimbursed for such expenditures from the proceeds of debt to be issued by the Service; and

WHEREAS, to comply with applicable provisions of the Internal Revenue Code of 1986, as amended, and Section 1.150-2 of the Income Tax Regulations, it is necessary in order to reimburse such expenditures with the proceeds of tax-exempt debt, that the Board of Directors of the Service declare the official intent of the Service to make such a reimbursement of expenditures.

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

1. The Service states its intention and reasonable expectation to use the proceeds of tax-exempt bonds or other debt obligations to reimburse itself for expenditures associated with planning, engineering, design, construction and financing of the Project, including expenditures incurred since May 20, 2024. The Service expects to issue or cause the issuance of bonds or other debt obligations in an amount not to exceed Twenty-Five Million, Twenty-Five Thousand Dollars (\$25,025,000.00) to finance the Project.
2. This Resolution shall take effect immediately.

ADOPTED, this day 23rd day of January 2025.

SEAL

MARYLAND ENVIRONMENTAL SERVICE

**BY: _____
CHARLES C. GLASS, Ph.D., P.E.
EXECUTIVE DIRECTOR**

**BY: _____
SHELLEY HELLER,
CHAIR**

**BY: _____
HONORABLE FREDERIC N. SMALKIN
SECRETARY**

CHANGE ORDER APPROVAL
PROCUREMENTS, CONTRACTS, PURCHASE ORDERS,
AMENDMENTS, AND CHANGE ORDERS
FOR
BOARD OF DIRECTORS' APPROVAL

January 23, 2025

Item: 1

Type: A/E Services over \$200,000

Group & Division: Environmental Operations

MES Contract Number: 1-25-4-11-3

Project Name: FY25 Brown Station Road Sanitary Landfill Groundwater Monitoring Services

Title/Description: Amendment #1 – PFAS Monitoring Services

Original Procurement Method: A/E shortlist

Contractor: SCS Engineers (aka: Stearns, Conrad & Schmidt, Consulting Engineers, Inc.)

Original Term: July 31, 2025

Modified Term: N/A

Original Amount: \$154,215.00

Modifications to Date: N/A

Amount of this Amendment 1: \$49,120.00

Revised Total Contract Amount: \$203,335.00

Client/Fund Source: Prince George's County/Contract Management Services (IGA 2-21-4-53)

MBE Participation: Goal 27.5%, Participation to date 27.28%

Remarks: SCS Engineers was contracted to perform groundwater and surface water monitoring services at the Brown Station Road Sanitary Landfill on July 17, 2024 for the 2025 fiscal year. On October 28, 2024, Maryland Department of the Environment informed the County that sitewide PFAS monitoring must begin with the semi-annual period starting July 1, 2024. This amendment adds PFAS monitoring for the full term of the contract.

