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\$4,500,000
MARYLAND ENVIRONMENTAL SERVICE
REVENUE BONDS
(MID-SHORE II REGIONAL LANDFILL PROJECT),
SERIES 2014

GENERAL CERTIFICATE OF COUNTY COMMISSIONERS
OF QUEEN ANNE'S COUNTY

The undersigned County Commissioners (the "County Commissioners") of Queen Anne's County (the "County") do hereby certify as follows in connection with the issuance and delivery of the Maryland Environmental Service (the "Service") of the above-referenced bonds (the "Bonds") that:

1. At a public meeting of the County Commissioners duly called and held in accordance with law on May 13, 2014, with a quorum of the County Commissioners attending and acting throughout such meeting, Resolution No. _____, which acknowledges and accepts the construction and financing of Cell Number 2 at the Mid-Shore II Regional Landfill (the "Project"), was duly adopted by the County Commissioners (the "Resolution"). Attached hereto as **Exhibit 1** is an extract of the minutes of such meeting and attached hereto as **Exhibit 2** is a true and complete copy of the Resolution. The Resolution has not been repealed, revoked, rescinded or amended since the date of its adoption and approval and is in full force and effect on the date of this Certificate.
2. The Service Agreement between the County and the Service dated May 19, 2009 (the "Service Agreement") was duly authorized, executed and delivered by the County.
3. The Service Agreement has been in continuous effect since the date of its execution and delivery and has not been amended or rescinded as of the date of this Certificate.
4. The County is not in default in the performance or observance of any of its covenants and agreements, or provisions of the Service Agreement. The representations and warranties of the County in Article X of the Service Agreement are true as of the date of this Certificate.
5. Pursuant to the Resolution, the President of the County Commissioners and the County Administrator are designated as Authorized Officers of the County.
6. No act by the County that would constitute a default or event of default under the Service Agreement or event that, with a lapse of time or the giving of notice or both, would constitute such a default or event of default under the Service Agreement has occurred and is continuing.

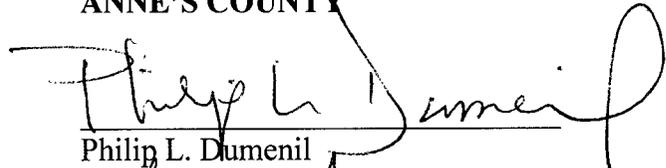
7. To our knowledge, there is no litigation at law or in equity and no proceeding before any governmental entity is now pending or threatened either against the County or to which the County is a party, (a) to restrain or enjoin the execution and delivery of the Bonds or the Transaction Documents, (b) in any way contesting or affecting any authority for the adoption, execution or delivery of the Bonds or the Transaction Documents, or the validity thereof, (c) in any way contesting the existence of powers of the County, (d) to restrain or enjoin the collection of any revenues pledged or to be pledged to pay the principal of, premium, if any, or interest on the Bonds, or (e) which may result in any material adverse change in the operations, properties, assets or financial condition of the County or the Project.

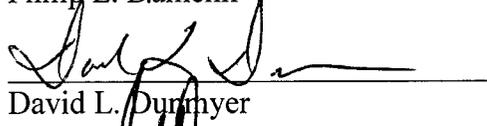
8. The signatures of the officers of the County Commissioners appearing at the conclusion of this certificate are a true and genuine signature of each such officer who holds the office indicated.

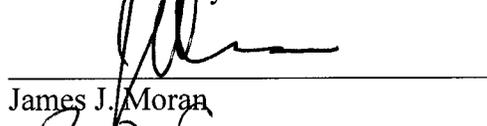
Certain terms not defined herein shall have the meaning given such terms in the Bond Purchase Agreement relating to the Bonds, dated _____, 2014 between the Service and BB&T as the Purchaser of the Bonds.

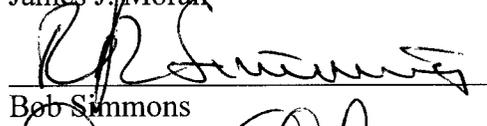
IN WITNESS WHEREOF, we have set our hands and affixed the official seal of the County on the 13th day of may, 2014.

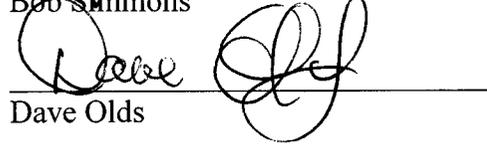
COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY


Philip L. Dumenil


David L. Dunmyer


James J. Moran


Bob Simmons


Dave Olds


Margie Houck

[SIGNATURE PAGE TO THE GENERAL CERTIFICATE OF COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY]

The undersigned Executive Assistant of the County Commissioners certifies that the official/officers of the County named above are the duly appointed or elected and qualified incumbents of the offices set forth above and that the signatures as appearing above are true and genuine.

By: Margie A. Houck
Name: Margie A. Houck
Title: Executive Assistant