



# Resolution

20-24

## **REFUNDING BY THE MARYLAND ENVIRONMENTAL SERVICE OF ITS REVENUE BONDS (MID-SHORE II REGIONAL LANDFILL PROJECT), SERIES 2011**

FOR THE PURPOSE OF acknowledgment and acceptance by the County Commissioners of Queen Anne's County (the "County") of the issuance by the Maryland Environmental Service (the "Service") of refunding bonds to refund in whole or in part its outstanding Revenue Bonds (Mid-Shore II Regional Landfill Project), Series 2011 (the "Series 2011 Bonds"); acknowledging the County's continuing obligations under the existing Waste Disposal Service Agreement (the "Service Agreement") between the Service and the County and as described herein; authorizing the approval, execution and delivery of any additional documents, certificates or instruments related to the contemplated refunding, including a continuing disclosure agreement; and generally relating to the refunding of Series 2011 Bonds and the Service Agreement.

### **RECITALS**

The Maryland Environmental Service (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 and 2019 Supplement), as amended to date (the "Act"), including (among others) the powers (i) to borrow money and issue bonds or notes for the purpose of paying all or any part of the cost of any one or more "projects" (as defined in the Act) and to provide for the security of such bonds or notes and the rights of the holders thereof; (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 any project of the Service; and (iii) to issue refunding bonds for the purposes of refunding any bonds or notes then outstanding which were issued by the Service under the provisions of the Act and to provide for the security of such refunding bonds and the rights of the holders thereof. The County constitutes a "municipality" for purposes of the Act.

The Service issued its \$18,275,000 Revenue Bonds (Mid-Shore II Regional Landfill Project), Series 2011, dated February 16, 2011 (the "Series 2011 Bonds") in order to finance the cost of the acquisition, design, construction and equipping of the first cell at a sanitary landfill located in Caroline County, Maryland known as the Mid-Shore II Regional Solid Waste Facility Landfill (the "Mid-Shore II Landfill"). The Series 2011 Bonds were issued pursuant to an Indenture of Trust dated as of February 1, 2011 (the "Original Indenture"), between the Service and The Bank of New York Mellon, as trustee (the "Trustee").

In connection with the issuance of the Series 2011 Bonds, the Service entered into a Waste Disposal Service Agreement (each, a "Service Agreement" and collectively, the "Service Agreements") with Talbot County, Maryland, and the County Commissioners of each of Kent County, Caroline County and Queen Anne's County, Maryland (collectively, the "Subdivisions"). Pursuant to the Service Agreements, the Subdivisions deliver to the Mid-Shore II Landfill the Acceptable Waste (as defined in the Service Agreements) generated within their respective boundaries and pay Tipping Fees (as defined in the Service Agreements) for each ton of Acceptable Waste that is delivered to the Mid-Shore II Landfill and Supplemental Fees (as defined in the Service Agreements) in the event that the Total Costs (as defined in the Service

Agreements) of the Mid-Shore II Landfill exceed the Landfill Revenues (as defined in the Service Agreements).

Since the issuance of the Series 2011 Bonds, the Service has also issued (i) its \$4,500,000 Revenue Bonds (Mid-Shore II Regional Landfill Project), Series 2014, dated May 22, 2014 (the "Series 2014 Bonds") in order to finance the cost of the acquisition, design, construction and equipping of the second cell at the Mid-Shore II Landfill, and (ii) its \$8,915,000 Revenue Bonds (Mid-Shore II Regional Landfill Project), Series 2018, dated August 8, 2018 (the "Series 2018 Bonds") in order to finance the cost of the development and construction of Cell Number 3 of the Mid-Shore II Landfill. The Series 2014 Bonds were issued pursuant to the Original Indenture, as supplemented by that Supplemental Indenture of Trust dated as of May 1, 2014, between the Service and the Trustee (collectively, the "First Supplemented Indenture"). The Series 2018 Bonds were issued pursuant to the First Supplemented Indenture, as supplemented by that Second Supplemental Indenture of Trust dated as of August 1, 2018, between the Service and the Trustee (collectively, the "Existing Indenture").

The Service has determined to issue Additional Bonds as permitted by the Existing Indenture in an original aggregate principal amount not to exceed Twelve Million Dollars (\$12,000,000) (the "Refunding Bonds") for the purpose of refunding in whole or in part the outstanding Series 2011 Bonds and paying any costs relating to such refunding as permitted by applicable law. The Refunding Bonds will be issued as Additional Bonds pursuant to a Third Supplemental Indenture of Trust between the Service and the Trustee that supplements the Existing Indenture (the "Third Supplemental Indenture" and, together with the Existing Indenture, the "Indenture"), and will be payable from the revenues under the Service Agreements from the operation of the Mid-Shore II Landfill and other payments provided for in the Service Agreements.

**NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE COUNTY COMMISSIONERS OF QUEEN ANNE'S COUNTY, THAT:**

Section 1. The County acknowledges and accepts the issuance of the Refunding Bonds for the purposes described in this Resolution, and acknowledges that the issuance by the Service of the Refunding Bonds for such purposes is contemplated under the existing Service Agreements (as Indebtedness, as referred to therein) and the Indenture (as Additional Bonds, as referred therein). It is acknowledged and agreed that the Refunding Bonds will be sold by the Service in such manner as the Service determines. This Resolution may be provided by the Service to the Trustee, bond counsel to the Service and any purchaser of the Refunding Bonds as evidence of the County's acknowledgment of and consent to the issuance of the Refunding Bonds.

Section 2. The County acknowledges and agrees that the Refunding Bonds constitute Indebtedness (as defined in the Service Agreements) under the Service Agreements and a part of Total Costs (as defined in the Service Agreements). It is further recognized that the County is obligated under its Service Agreement to pay its Proportionate Share (as defined in such Service Agreement) of the Total Costs in connection with the performance of its obligations under its Service Agreement, which Total Costs include (without limitation) costs of providing waste disposal services under such Service Agreement and debt service payments with respect to the Refunding Bonds and other Indebtedness.

Section 3. The Service Agreement of the County remains in full force and effect.

Section 4. The President of the County Commissioners of Queen Anne's County and the Executive Assistant (the "Authorized Officials") are each hereby authorized and directed, on behalf of the County, to take any and all actions necessary or appropriate in connection with the issuance of the Refunding Bonds, including (without limitation) the undertaking of continuing disclosure obligations in connection therewith and the approval, execution and delivery of all agreements, certificates, consents, assignments or other documents or instruments necessary or appropriate to consummate the issuance of the Refunding Bonds and the related matters contemplated under this Resolution. Other appropriate County officials are hereby authorized and directed, on behalf of the County, (i) to approve, execute and deliver closing certificates or instruments as to matters within the scope of their respective duties, obligations and responsibilities and (ii) to attest to the County seal.

Section 5. The Authorized Officials are each hereby authorized and directed, on behalf of the County, to review and approve, with such changes, omissions, insertions and revisions as they may deem desirable or necessary, the information contained in Appendix A of (i) the Preliminary Official Statement of the Service relating to the Refunding Bonds (the "Preliminary Official Statement") and (ii) the Official Statement of the Service relating to the Refunding Bonds (the "Official Statement"), which information is to be in substantially the same form as in the Preliminary Official Statement, concerning the County and each are hereby authorized to approve, execute and deliver any documents and to take any and all other actions necessary to consent to the inclusion of the County's information and certify the accuracy thereof, included in such Preliminary Official Statement and/or Official Statement.

Section 6. The provisions of this Resolution shall be liberally construed in order to effect the transactions contemplated by this Resolution.

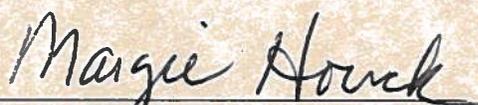
Section 7. If any provision of this Resolution is held invalid for any reason in a court of competent jurisdiction, the invalidity does not affect other provisions or any other application of this Resolution which can be given effect without the invalid provision or application, and for this purpose the provisions of this Resolution are declared severable.

Section 8. This Resolution shall take effect from the day of its adoption.

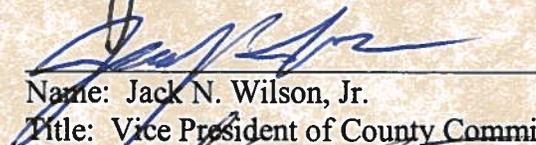
ADOPTED: July 28, 2020

**COUNTY COMMISSIONERS OF  
QUEEN ANNE'S COUNTY, MARYLAND**

ATTEST:

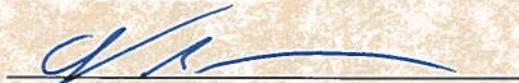
  
Name: Margie Houck  
Title: Executive Assistant

  
Name: James J. Moran  
Title: President of County Commissioners

  
Name: Jack N. Wilson, Jr.  
Title: Vice President of County Commissioners

  
Name: Stephen K. Wilson  
Title: Commissioner

  
Name: Philip L. Dumenil  
Title: Commissioner

  
Name: Christopher M. Corchiarino  
Title: Commissioner