



# MONTGOMERY COUNTY EXECUTIVE ORDER

Offices of the County Executive • 101 Monroe Street • Rockville, Maryland 20850

Subject Northeast Maryland Waste Disposal Authority	Executive Order No. 34-13	Subject Suffix
Department Department of Finance	Department No. (Executive Bond Order No.) B-323-13	Effective Date 2/11/13

AN ORDER DESIGNATING THE "COUNTY REPRESENTATIVE" FOR VARIOUS PURPOSES PURSUANT TO THE WASTE DISPOSAL AGREEMENT BETWEEN THE MONTGOMERY COUNTY, MARYLAND (THE "COUNTY") AND THE NORTHEAST MARYLAND WASTE DISPOSAL AUTHORITY (THE "AUTHORITY") AND OTHER RELATED AGREEMENTS AND AUTHORIZING THE EXECUTION AND DELIVERY BY THE COUNTY OF ALL DOCUMENTS IN CONNECTION WITH THE ISSUANCE BY THE AUTHORITY OF ITS SOLID WASTE REFUNDING REVENUE BONDS (MONTGOMERY COUNTY SOLID WASTE DISPOSAL SYSTEM) SERIES 2013 (AMT) (THE "SERIES 2013 BONDS"), THE PROCEEDS OF WHICH WILL BE APPLIED BY THE AUTHORITY TO REFUND THE AUTHORITY'S SOLID WASTE REVENUE BONDS (MONTGOMERY COUNTY RESOURCE RECOVERY PROJECT), SERIES 2003 (THE "REFUNDED BONDS") ISSUED UNDER THE INDENTURE OF TRUST DATED AS OF MARCH 1, 1993 BETWEEN THE AUTHORITY AND THE BANK OF NEW YORK, AS SUCCESSOR TRUSTEE (THE "TRUSTEE"), AS AMENDED AND SUPPLEMENTED, PARTICULARLY BY THE SECOND SUPPLEMENTAL INDENTURE OF TRUST WITH RESPECT TO THE SERIES 2013 BONDS (THE "SECOND SUPPLEMENT TO THE INDENTURE") BETWEEN THE AUTHORITY AND THE TRUSTEE (AS SO AMENDED AND SUPPLEMENTED, THE "INDENTURE").

**WHEREAS**, the County and the Authority have entered into an Amended and Restated Waste Disposal Agreement dated April 3, 2003 (the "Waste Disposal Agreement");

**WHEREAS**, pursuant to Section 2.1 of the Waste Disposal Agreement, the Authority must not issue the Series 2013 Bonds unless it has received an Executive Order approving the terms and provisions of the Series 2013 Bonds and the Bond Documents for the Series 2013 Bonds;

**WHEREAS**, pursuant to Section 3.1 of the Waste Disposal Agreement, the County and the Authority are obligated to designate Representatives within sixty days of the execution of the Waste Disposal Agreement and thereafter may designate successor or substitute representatives;

**WHEREAS**, the County has previously designated certain representatives of the County as its designated Representatives pursuant to Section 3.1 of the Waste Disposal Agreement;

**WHEREAS**, the County desires to designate successor representatives as provided below; and

**WHEREAS**, the Authority intends on issuing the Series 2013 Bonds in order to refund the Refunded Bonds; and



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**WHEREAS**, in connection with such refunding, the County desires to designate representatives of the County to carry out all actions necessary or appropriate with respect to the issuance of the Series 2013 Bonds and the refunding of the Refunded Bonds.

**BE IT ORDERED** by the County Executive of Montgomery County, Maryland, that:

Section 1. The Director of the Department of Environmental Protection of the County is hereby designated as the "County Representative" under the Waste Disposal Agreement and other Authority Component Agreements for the following purposes:

- (a) to receive any notice given by the Authority in accordance with Article II of the Waste Disposal Agreement;
- (b) to develop waste delivery schedules and procedures in accordance with Section 3.1 of the Waste Disposal Agreement;
- (c) to give any approvals relating to the use of alternate disposal methods by the Authority and to administer the special service provisions in accordance with Section 3.2(D) of the Waste Disposal Agreement;
- (d) to receive any notices from the Authority relating to Processing Capacity Reductions or Transfer Station Shutdowns in accordance with Section 5.1 of the Waste Disposal Agreement;
- (e) to receive any notices from, and to consult with the Authority, following the occurrence of any Uncontrollable Circumstances in accordance with Section 5.3 of the Waste Disposal Agreement;
- (f) to approve any Authority Component Agreement in accordance with Section 6.1 of the Waste Disposal Agreement;
- (g) to consult with the Authority and give any approvals required in connection with any changes in design, construction or operation of the Authority Component in accordance with Section 6.2 of the Waste Disposal Agreement;
- (h) the development of the protocol relating to the exercise of certain rights by the County in accordance with Section 6.3 of the Waste Disposal Agreement;
- (i) to receive any certificates delivered by the Authority and to consult with the Authority in accordance with Section 6.4 of the Waste Disposal Agreement;



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- (j) to approve immaterial changes or amendments in accordance with Section 11.8 of the Waste Disposal Agreement;
- (k) to approve any changes, modifications, amendments or waivers with respect to the Waste Disposal Agreement in accordance with Section 11.8(A) thereof; and to exercise such other rights of or duties imposed upon the County Representative under the Waste Disposal Agreement, Service Agreement, Landfill Agreement, Facility Site Agreement, Electricity Sales Agreement, and any other Authority Component Agreements except as specifically provided for herein.

Section 2. The Director of Finance of the County is hereby designated as the "County Representative" under the Waste Disposal Agreement for the following purposes:

- (a) to give any approvals relating to insurance policies in accordance with Section 2.4 of the Waste Disposal Agreement;
- (b) to consult with and receive any notices from the Authority relating to additional financings in accordance with Section 7.4 of the Waste Disposal Agreement;
- (c) to receive copies of any contracts of the Authority in accordance with Section 9.3 of the Waste Disposal Agreement;
- (d) to give any necessary approvals relating to the terms and provisions of the Series 2013 Bonds and the Bond Documents for the Series 2013 Bonds in accordance with Section 2.1 of the Waste Disposal Agreement; and
- (e) to exercise any and all County rights with respect to Investment Directions (as defined in the Indenture).

Section 3. The Chief Administrative Officer and Director of Finance, and such other officers, employees, and agents of the County are hereby authorized and directed to take such actions, and to provide such certifications of facts and estimates with respect to the refunding by the Authority of the Refunded Bonds and the issuance of the Series 2013 Bonds in connection therewith, as may be necessary or appropriate from time to time, including (without limitation) the execution and delivery of any certificates required of the County under the Master Authorization and the Second Supplement to the Indenture and of a Continuing Disclosure Agreement ("Continuing Disclosure Agreement") in accordance with the provisions of Rule 15c2-12 of the Securities and Exchange Commission ("Rule 15c2-12"), for the benefit of the registered owners from time to time of the Series 2013 Bonds, in order to enable the successful bidder for the Series 2013 Bonds (including any of such bidder's associates constituting "principal underwriters" within the meaning of Rule 15c2-12) to comply with the



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requirements of Rule 15c2-12. The Director of Finance of the County shall execute and deliver the Continuing Disclosure Agreement substantially in the form attached as an Appendix to the Preliminary Official Statement for the Series 2013 Bonds, with such changes therein as bond counsel to the County may advise.

Section 4. In accordance with Section 2.1 of the Waste Disposal Agreement, the Chief Administrative Officer and Director of Finance, and such other officers, employees, and agents of the County are hereby authorized and directed, to approve the terms and conditions of the Series 2013 Bonds and the Bond Documents so long as the aggregate principal amount of the Series 2013 Bonds does not exceed \$90,000,000 and the average interest rate of the Series 2013 Bonds does not exceed 5.0%.

Section 5. Capitalized terms used and not defined herein shall have the meaning assigned to such terms in the Waste Disposal Agreement.

Section 6. This Order shall take effect immediately.

Dated this 11 day of Feb, 2013.

MONTGOMERY COUNTY, MARYLAND

A handwritten signature in black ink, appearing to read "Isiah Leggett", written over a horizontal line.

Isiah Leggett  
County Executive  
Montgomery County, Maryland