

**Municipal Review Committee, Inc.**  
**Resolution to Authorize Termination of Site Lease with Coastal Resources of Maine, LLC**  
**September 21, 2021**

WHEREAS, Coastal Resources of Maine LLC (“Coastal”) is the current owner of a waste processing facility located in Hampden, Maine (the “Facility”); and

WHEREAS, the land upon which the Facility is located is owned by the MRC and is currently leased to Coastal pursuant to a long term lease (the “Site Lease”); and

WHEREAS, by notice dated May 27, 2020, Coastal notified the MRC that it was unable to receive and process waste and announced that it had suspended operations at the Facility; and

WHEREAS, as a consequence of this default and other events of default by Coastal, U.S. Bank National Association acting as Trustee has filed an action for relief with the Superior Court of Penobscot County for the State of Maine (the “Court”) and thereafter moved to protect its interest in the Collateral, *inter alia*, by seeking the appointment of a receiver for Coastal (the “Receiver”); and

WHEREAS, the MRC is working with the Trustee and multiple interested parties to negotiate arrangements to purchase the Facility out of receivership or similar sale process, with the objective of re-opening the Facility to accept and process MSW from MRC Members; and

WHEREAS, depending on the outcome of the negotiated arrangements, it might become necessary or advisable for the MRC to terminate the Site Lease in order to facilitate the purchase of the Facility or to effectively implement contingency plans to responsibly manage and dispose of MRC Member solid waste on a timely basis and in a cost-effective manner; and

WHEREAS, pursuant to MRC Bylaws, termination of the Site Lease constitutes a Fundamental Matter or Change providing Members with special voting rights that involves a 30-45 day authorization time period; and

WHEREAS, in the judgment of MRC, time is of the essence to facilitate a sale of the Facility and, if necessary, to implement potential contingency measures to ensure Member solid waste is responsibly managed and disposed of in a cost-effective manner; and

WHEREAS, it is desirable for MRC to have completed the Fundamental Matter or Change process in the event termination of the Site Lease with Coastal needs to be timely accomplished to either facilitate an alternative sale of the Facility or effectively implement contingency plans to provide for responsible and effective means for the management and disposal of MRC Member solid waste.

NOW THEREFORE, IT HEREBY IS

RESOLVED: That the MRC hereby is authorized to terminate the Site Lease with Coastal subject to satisfaction of the Fundamental Matter or Change process as set forth in Section 4.5 of MRC's Bylaws in the event that either: (i) termination of the Site Lease with Coastal is necessary and appropriate to facilitate an alternative sale of the Facility; or (ii) termination of the Site Lease with Coastal is necessary and appropriate to effectively implement contingency plans to responsibly manage and dispose of MRC Member solid waste in a cost-effective manner; and

BE IT FURTHER RESOLVED: that upon satisfaction of the Fundamental Matter or Change process to authorize termination of the Site Lease with Coastal as described above, the MRC, prior to implementing such authorization, will have a membership meeting to discuss then existing facts and circumstances and to provide an additional opportunity for Members to be heard prior to implementation and execution of an alternative sale or contingency plan that involves termination of the Site Lease with Coastal; and

BE IT FURTHER RESOLVED: that each of the President and Executive Director is hereby authorized to take all necessary or appropriate actions to implement this Resolution.