

Motion from Special Board Meeting February 25, 2022

Motion:

That each of the President and Vice President, acting singly, is authorized to conduct a sale process leading to the final sale of the Hampden facility through Receivership subject to the following terms:

- A final sale process that will result in a sale of the Hampden facility as a going concern for use as an MSW conversion and processing facility as set forth in the Site Lease and Permits
 - A final sale process that will result in a closing on or before June 30, 2022
 - A final sale process that includes MRC submitting a stalking horse bid, or such other bids, on terms to be approved by the signing officer in order to ensure that a sale occurs on terms and conditions in the best interest of MRC and its Members and consistent with this Motion
 - MRC is authorized to enter into any agreement or take any actions necessary and appropriate to accomplish a final sale process of the Hampden facility consistent with the foregoing
- And further that each of the President and Vice President, acting singly, is authorized to take such other necessary and appropriate actions to implement this motion, including without limitation, all such actions as are consistent with MRC bylaws and contractual duties and obligations.