

MINUTES

MUNICIPAL REVIEW COMMITTEE, INC.

BOARD OF DIRECTORS

A special meeting of the Board of Directors of Municipal Review Committee, Inc. was held on Monday, September 26, 2022 at 10:30 a.m. in an online format via Zoom. In attendance were the following:

Directors:

Sophie Wilson, Town of Orono
Karen Fussell, City of Brewer
Aaron Houtari, City of Bangor
Melissa Doane, Town of Bradley
Tony Smith, Town of Mount Desert

Kevin Howell, Town of Carmel
Robert Butler, Town of Waldoboro
Steve Lewis, Town of Boothbay
Dana Wrigley, Town of Oakland

Staff:

Michael Carroll, MRC Executive Director

Consultants:

George Aronson, CRMC
Jon Pottle, Eaton Peabody

Joelle Ingalls kept the minutes of the meeting and President Fussell presided

President Fussell convened the meeting at 10:30 a.m.

APPROVAL OF AGENDA

The agenda was approved as presented.

EXECUTIVE SESSION

At 10:31 a.m., a motion was made and duly seconded to go into executive session pursuant to 1 M.R.S. §405(6)(E) for the purpose of consultation with MRC's legal counsel.

Whereupon, it was unanimously:

VOTED BY ROLL CALL: That the meeting is adjourned to executive session.

ACTION(S) AS A RESULT OF EXECUTIVE SESSIONS

At 11:52 a.m., the executive session ended. The regular meeting resumed at 11:58 a.m.

Attorney Jon Pottle reviewed the discussion and resulting changes from the executive session, and a Board Resolution was adopted whereupon motion duly made and seconded it was unanimously:

VOTED: That the MRC and MWS hereby are authorized to (i) enter into a term sheet, definitive agreements, and all such other agreements as are contemplated hereby or thereby to effect the Recapitalization Transaction, with implementation of the transactions contemplated in the Recapitalization Transaction subject to the Fundamental Matters or Changes provisions pursuant to MRC's Bylaws, (ii) execute and deliver such amendments to the Site Lease and Master Waste Supply Agreement, subject to prior notice and opportunity for comment to MRC members as required in those agreements, (iii) to execute and deliver such agreements and other documents as the signing officer may deem necessary or appropriate in order to fully effect the transactions contemplated by the Recapitalization Transaction (all the foregoing being collectively referred to herein as the "Transaction Documents"), in each case on substantially the terms presented at this meeting; and

That each of the President, Vice President and Treasurer of the MRC, acting singly, hereby is authorized to execute and deliver each of the Transaction Documents on behalf of the MRC on such terms and conditions as he or she may approve, his or her signature thereon to constitute conclusive evidence of such approval, and to take all such further actions as he or she may deem necessary or appropriate in order to implement these resolutions and the transactions contemplated hereby; and

That the President, as an authorized Manager of MWS, is hereby authorized to execute and deliver each of the Transaction Documents on behalf of MWS on such terms and conditions as he or she may approve, his or her signature thereon to constitute conclusive evidence of such approval, and to take all such further actions as he or she may deem necessary or appropriate in order to implement these resolutions and the transactions contemplated hereby.

There being no further business, at 12:12 p.m. a motion was made, duly seconded, and approved to adjourn the meeting.

Respectively submitted,

Joelle Ingalls

Joelle A. Ingalls

Dated: October 26, 2022