

Rev

RESOLUTION
No. 27-2007

RESOLVED that the Board of Commissioners of the County of Dauphin hereby authorize and approve an advance in the amount of \$2,250,000 to The Harrisburg Authority (the "Authority") for immediate payment to Covanta Energy Services, Inc. ("Covanta") for past due management fees under a certain Interim Operation and Maintenance Agreement by and between the Authority and Covanta (the "Interim Agreement"), subject to the following conditions:

(1) the execution and delivery of a Cooperation Agreement among the City of Harrisburg (the "City"), the Authority, the County and Covanta in the form presented to this meeting, providing for, inter alia, Covanta to remain as operator of the Resource Recovery Facility (the "Facility") and for the commencement of the bidding process to complete construction of the Retrofit Project; and

(2) execution and delivery of a Tri-Party Interim Funding Agreement among the County, the City and the Authority in either one of the two forms presented to this meeting, as follows:

(i) Form I, which provides, inter alia, in section 2.2 that the City and the County are required to approve a Comprehensive Recovery Plan; or


(ii) Form II, which provides, inter alia, that the City and the County are required to approve a Comprehensive Recovery Plan only if it is acceptable to each of them respectively and which provides for delivery of a note and City Guaranty with respect to repayment of the County's advance in the event a Comprehensive Recovery Plan is not adopted on or before December 1, 2007; and

(iii) an acknowledgement by FSA, the bond insurer with respect to the Retrofit bonds that it has notice of these transactions and no objection thereto.


FURTHER RESOLVED, that the Board of Commissioners hereby authorizes and approves the execution and delivery of the Cooperation Agreement and Tri-Party Interim Funding Agreement in the forms presented to this meeting with such changes as shall be approved by the Chairman of the Board of Commissioners and the Board's special counsel with respect to this matter.

DAUPHIN COUNTY
BOARD OF COMMISSIONERS

ATTEST:




Jeff Haste, Chairman



Chad Saylor, Chief Clerk



Dominic D. DiFrancesco, II, Vice Chairman



George P. Hartwick, III, Secretary