



RESOLUTION NO. 111-11

To convene into Executive Session in accordance with Ohio Revised Code 121.22 (G)(2) to consider real estate matters and 121.22(G)(3) to consider pending or threatened litigation.

WHEREAS, the Board of Trustees needs to convene into executive session to consider legal matters to consider real estate matters and threatened or pending litigation.

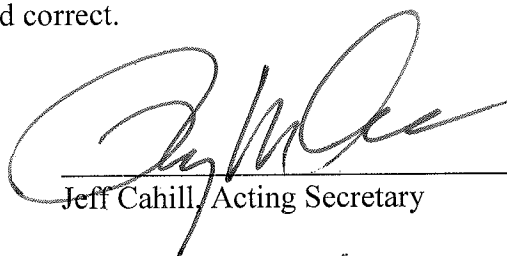
Now, therefore, upon motion of Trustee Kelsey, seconded by Trustee Honsey.

Be it resolved by the Board of Trustees of the Solid Waste Authority of Central Ohio that:

The Solid Waste Authority of Central Ohio Board of Trustees convenes into Executive Session in accordance with Ohio Revised Code 121.22 (G)(2) to consider real estate matters and (G)(3) to consider pending or threatened litigation.

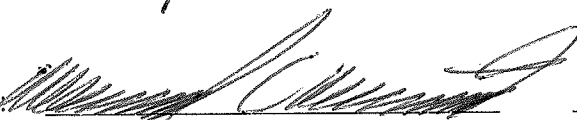
Roll Call:	Voting Aye Thereon	Voting Nay Thereon
David Bush	<input checked="" type="checkbox"/>	_____
Robert J. Clemons	<input checked="" type="checkbox"/>	_____
Aparna Dial	Absent	_____
Bradley N. Frick	<input checked="" type="checkbox"/>	_____
Philip Honsey	<input checked="" type="checkbox"/>	_____
Mark Kelsey	<input checked="" type="checkbox"/>	_____
William Lotz, Sr.	<input checked="" type="checkbox"/>	_____
Steve Shepard	<input checked="" type="checkbox"/>	_____
Kenneth Wilson (for Comm. Brown)	<input checked="" type="checkbox"/>	_____

Board of Trustees, Solid Waste Authority of Central Ohio, I hereby attest and certify that the votes recorded herein are true and correct.



Jeff Cahill, Acting Secretary

Nov. 1, 2011
Date

Approved as to form: 

Michael Mentel, Chief Counsel
Solid Waste Authority of Central Ohio

11/4/11
Date



Authorizing a lease and operating agreement with Adsorption Research, Inc. for an advanced landfill gas processing research project.

Adsorption Research, Inc. (ARI) has been awarded a project grant under the Ohio Third Frontier Advanced Energy Program and is in need of a host landfill to test its gas processing technology. SWACO will provide host facility services that will facilitate research and development of an advanced landfill gas processing technology designed, fabricated, and operated by ARI. The host facility services will include a lease of approximately 0.3 acres of land to house the equipment, and a contract to provide access to 50 standard cubic feet per minute of raw landfill gas, and use of SWACO's compressed natural gas filling station. SWACO, Jackson Township, and the City of Grove City will receive compressed natural gas for vehicle testing purposes free of charge.

The advanced landfill gas research project will be done in conjunction with the following collaborators: Civil and Environmental Consultants, Inc., Sauer Group Inc., GSF Energy, Dublin Technical Services Inc., Clean Fuels Ohio, and The Ohio State University.

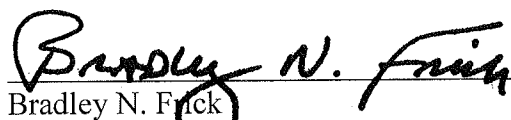
Requested by: Paul D. Flory, Compliance Manager/Staff Attorney

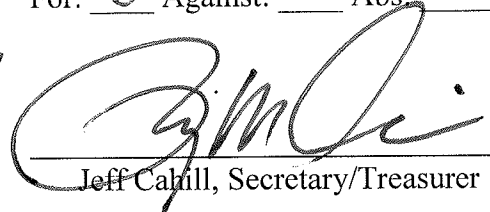
BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:

1. The Executive Director is authorized to execute a lease and operating agreement with Adsorption Research, Inc., consistent with the attached Term Sheet, Exhibit A, for an advanced landfill gas processing research project.
2. This resolution shall be in full force and effect from and immediately upon its adoption.

Date Adopted: November 1, 2011

Vote:
For: 8 Against: — Abs: —


Bradley N. Frick
Chairman, Board of Trustees


Jeff Cahill, Secretary/Treasurer

Approved as to Form: 
Michael C. Mentel, Chief Counsel

Exhibit A

Resolution 112-11

Authorizing a lease and operating agreement with Adsorption Research, Inc. for an advanced landfill gas processing research project.

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TERM SHEET

Description

SWACO will provide approximately 0.3 acres of land to house the equipment, access to 50 standard cubic feet per minute of raw landfill gas, and use of SWACO's compressed natural gas filling station.

Term of agreement

It is anticipated that the research project will take approximately eighteen (18) months. SWACO may terminate the Agreement, for any or no reason, by providing ten (10) days written notice.

Terms of Payment

There is no direct expenditure by SWACO.



RESOLUTION NO. 113-11

Authorizing the Executive Director to modify the existing contract with A & B Sanitation, Inc. by an additional seventy-five thousand dollars (\$75,000) to provide environmental response services to SWACO.

In 2010, SWACO entered into a contract with A & B Sanitation, Inc. to provide environmental response services in the amount of \$25,000. Recently, SWACO had an air-release valve malfunction in the leachate force main on Route 665. The environmental response service for the malfunction is thirty-one thousand two hundred seventy-seven dollars (\$31,277). Staff recommends adding seventy-five thousand dollars (\$75,000) to the existing contract to allow payment of existing invoice and to allow continued environmental response services through June 30, 2013. The total amount of the contract will not exceed one hundred thousand dollars (\$100,000).

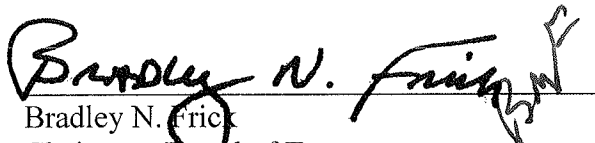
Requested by: Jack I. Stacy, Senior Director of Landfills & Development


BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:


1. The Executive Director is authorized to modify the contract with A&B Sanitation, Inc to environmental response services, and to expend an amount not to exceed one hundred thousand dollars (\$100,000).
2. This resolution shall be in full force and effect from and immediately upon its adoption.

Date Adopted: November 1, 2011

Vote:
For: 8 Against: — Abs: —


Bradley N. Frick
Chairman, Board of Trustees


Jeff Cahill, Secretary/Treasurer


Approved as to Form: Michael C. Mentel, Chief Counsel

Resolution 113-11

Authorizing the Executive Director to modify the existing contract with A & B Sanitation, Inc. by an additional seventy-five thousand dollars (\$75,000) to provide environmental response services to SWACO.

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CONTRACT HISTORY

July 1, 2010, SWACO entered into a contract with A & B Sanitation, Inc. to provide environmental response services to SWACO. This contract is due to expire June 30, 2013.



RESOLUTION NO. 114-11

Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

SWACO staff has developed a 2011-2016 Capital Improvements Plan (the "Plan") for capital projects and acquisitions related to the ongoing operation and maintenance of the Franklin County Sanitary Landfill and the three SWACO transfer stations. SWACO staff recommends issuing notes to fund the Plan's needs through first quarter 2012.

Exhibit A lists the improvements comprising the project and Exhibit B illustrates the funding allocated to each project category.

The Board is being requested to authorize the issuance and sale of notes in anticipation of the issuance of general obligation bonds in an amount not-to-exceed twenty-four million six hundred thousand dollars (\$24,600,000). The notes will mature no more than one year from the date of issuance. Staff currently expects to structure the note to mature at a time that will allow SWACO to permanently finance it as a part of its next planned bond issue.

Requested by: Tamara Foster, Interim Chief Financial Officer

WHEREAS, by authority of Sections 343.011 and 343.07(B) and (C), and Chapter 133 of the Ohio Revised Code (the "Act"), the Solid Waste Authority of Central Ohio ("SWACO"), a regional solid waste management authority created and existing under Chapter 343 of the Ohio Revised Code ("Chapter 343"), has adopted a general facilities plan pursuant to Section 343.04 of the Ohio Revised Code (as amended and supplemented, the "General Facilities Plan"); and

WHEREAS, SWACO is authorized (a) by such Section 343.04 to acquire, construct, improve, enlarge, equip, maintain, and operate, and may enter into agreements determined by this Board to be necessary for the acquisition, construction, improvement, enlargement, equipment, maintenance, or operation of, SWACO's solid waste facilities included in the General Facilities Plan; and (b) by Chapter 343 acquire and construct facilities and improvements in the manner provided for in Chapter 343 and to issue its general obligation bonds or notes in accordance with the Act to pay for that part of the cost of such facilities and improvements that are to be borne by the District at large, all in accordance with the applicable provisions of Chapter 343 and the Act; and

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Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

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WHEREAS, this Board has previously determined that it is necessary to acquire, construct and install solid waste facilities included in the General Facilities Plan from time to time, including, but not limited to, the improvements described on Exhibit A hereto (collectively, the "Project") which constitute solid waste facilities included in the General Facilities Plan; and

WHEREAS, this Board desires to issue its general obligation bond anticipation notes pursuant to the Act upon the terms hereinafter set forth in order to finance costs of the Project; and

WHEREAS, the person appointed by this Board as SWACO's treasurer and fiscal officer pursuant to Section 343(B)(2) of the Ohio Revised Code (whether such person was appointed on a permanent basis or in a temporary, "acting" capacity, the "Chief Financial Officer") and therefore, being SWACO's "fiscal officer" within the meaning of the Act; has heretofore estimated that the life of the Project, being the improvements and assets to be financed with the proceeds of the notes and bonds hereinafter referred to, is at least five (5) years, and certified that the maximum maturity of the bonds issued therefor is twenty-six (26) years, and of notes to be issued in anticipation thereof is twenty (20) years; and

WHEREAS, this Board anticipates that debt service on such bonds will be paid from the general revenues of SWACO, and on such notes from proceeds of such bonds or renewal notes and the general revenues of SWACO (collectively, the "Revenues");

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE SOLID WASTE AUTHORITY OF CENTRAL OHIO, AS FOLLOWS:

SECTION 1. It is hereby determined that the cost of the Project is to be borne by SWACO at large, and that it is necessary to issue bonds of SWACO in a principal amount not to exceed twenty-four million six hundred thousand dollars (\$24,600,000) for the purpose of financing part of the cost of the Project, including "financing costs" as defined in Section 133.01 of the Act. Such bonds shall be dated approximately July 1, 2012, shall bear interest at the rate of approximately five and fifty-hundredths percent (5.50%) per annum, payable semiannually, and shall mature in substantially equal annual installments over a period not exceeding twenty-six (26) years. The improvements included in the Project may be changed from those shown on Exhibit A hereto upon a determination by the Chief Financial Officer that (i) all the improvements being financed are included in the General Facilities Plan, as the same may be amended from time to time, (ii) have a life or period of usefulness of at least five (5) years, and (iii) the maximum maturity of such bonds as calculated pursuant to Section 133.20 of the Act is not reduced below that shown in the preamble to this Resolution. This Board hereby affirms the matters described in the preamble to this Resolution and determines that the improvements comprising the Project constitute a group or category of permanent improvements (a) for the same enterprise or system, (b) for or devoted to the same general purpose, function, or use, or (c) for which "self-supporting securities" (as defined in the Act), may be issued.

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Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

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SECTION 2. It is hereby determined that notes (hereinafter called the "Notes") in a principal amount of not to exceed twenty-four million six hundred thousand dollars (\$24,600,000) shall be issued in anticipation of the issuance of such bonds. The Notes shall (i) be issued in one or more series but in the aggregate shall not exceed such principal amount, (ii) be dated the date of their issuance, (iii) mature not more than one (1) year from such date of issuance, (iv) bear interest at a rate per annum not exceeding three percent (3.00 %) per annum, which interest shall be payable at maturity, (v) be issued in such numbers and denominations of \$100,000 or more as may be requested by the purchaser, and (vi) be payable as to both principal and interest in federal funds of the United States of America at the office of the Chief Financial Officer or the designated office of a bank or trust company designated to serve as the paying agent, registrar and transfer agent (the "Paying Agent and Registrar") for the Notes, all as determined by either the Executive Director or the Chief Financial Officer without further action of this Board in a certificate of award (the "Certificate of Award"), which determinations shall be conclusive.

The Notes shall be issued in fully-registered form, without coupons, and shall be payable without deduction for exchange, collection or service charges to the person whose name appears on the Note registration records to be maintained by the Paying Agent and Registrar as the registered holder thereof.

The Notes shall be transferable by the registered holder thereof in person or by his attorney duly authorized in writing at the office of the Paying Agent and Registrar upon presentation and surrender thereof to the Paying Agent and Registrar. No transfer of any Note shall be effective until entered upon the registration records maintained by the Paying Agent and Registrar. Upon such transfer, a new Note or Notes of authorized denominations of the same maturity and for the same aggregate principal amount shall be issued to the transferee in exchange therefor.

SWACO and the Paying Agent and Registrar may deem and treat the registered holders of the Notes as the absolute owners thereof for all purposes, and neither SWACO nor the Paying Agent and Registrar shall be affected by any notice to the contrary.

The Notes shall be designated "Solid Waste Facility Bond Anticipation Notes (Various Capital Projects), Series 2011" or such other designation as may be set forth in the Certificate of Award.

The Notes may be subject to redemption prior to maturity at the option of SWACO upon such terms, at such times and at such price (but in any case, not greater than one hundred percent (100%) of the principal amount of the Notes to be redeemed plus accrued interest to the redemption date), as may be determined in the Certificate of Award without further action of this Board.

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Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

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If fewer than all of the outstanding Notes of a single maturity are called for redemption, the selection of Notes to be redeemed, or portions thereof in amounts equal to the smallest then outstanding Authorized Denomination (the "Minimum Authorized Denomination") or any integral multiple thereof, shall be made by lot by the Paying Agent and Registrar in any manner which the Paying Agent and Registrar may determine. In the case of a partial redemption of Notes when Notes of denominations greater than the Minimum Authorized Denomination are then outstanding, each Minimum Authorized Denomination unit of face value of principal thereof shall be treated as though it were a separate Note of the denomination of the Minimum Authorized Denomination. If one or more, but not all, of such Minimum Authorized Denomination units of face value represented by a Note are to be called for redemption, then upon notice of redemption of a Minimum Authorized Denomination unit or units, the registered holder of that Note shall surrender the Note to the Paying Agent and Registrar (a) for payment of the redemption price for the Minimum Authorized Denomination unit or units of face value called for redemption (including without limitation, the interest accrued to the date fixed for redemption and any premium), and (b) for issuance, without charge to the registered holder thereof, of a new Note or Notes of the same series, of any Authorized Denomination or Denominations in an aggregate principal amount equal to the unmatured and unredeemed portion of, and bearing interest at the same rate and maturing on the same date as, the Note surrendered.

The notice of call for redemption of Notes shall identify (i) by designation, letters, numbers or other distinguishing marks, the Notes or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. The notice shall be given by the Paying Agent and Registrar on behalf of SWACO by mailing a copy of the redemption notice by certified mail, return receipt requested, at least thirty (30) days prior to the date fixed for redemption, to the Note Registrar and to the registered holder of each Note subject to redemption in whole or in part at such registered holder's address shown on the Note registration records on the fifteenth day preceding that mailing. Failure to receive notice by mailing or any defect in that notice regarding any Note, however, shall not affect the validity of the proceedings for the redemption of any Note. Notice having been mailed in the manner provided above, the Notes and portions thereof called for redemption shall become due and payable on the redemption date and on such redemption date, interest on such Notes or portions thereof so called shall cease to accrue; and upon presentation and surrender of such Notes or portions thereof at the place or places specified in that notice, such Notes or portions thereof shall be paid at the redemption price, including interest accrued to the redemption date.

SECTION 3. The Notes shall bear the signatures of any two of the Chairman of this Board, the Secretary/Treasurer of this Board, the Executive Director or the Chief Financial Officer, provided that both of such signatures may be facsimiles. The Notes shall express on their faces the purpose for which they are issued and that they are issued pursuant to this

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Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

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Resolution. The Notes shall bear the manual authenticating signature of an authorized representative of the Paying Agent and Registrar.

SECTION 4. The Notes shall be sold to Fifth Third Securities, Inc. (the "Purchaser") at not less than 99% of the principal amount thereof, plus accrued interest to the date of delivery, as determined in the Certificate of Award without further action of this Board pursuant to the Purchaser's offer to purchase which either the Executive Director or the Chief Financial Officer is hereby authorized to accept. The proceeds from such sale, except any premium or accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose, and for which purpose said proceeds are hereby appropriated. Any premium and accrued interest received by SWACO shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on general obligation securities of SWACO in the manner provided by law.

The Executive Director, the Chief Financial Officer and any other appropriate officers or employees of SWACO are each hereby separately authorized to make arrangements for the issuance and delivery of the Notes to the Purchaser in consideration of the Purchaser's payment therefor, to give all appropriate notices and certificates and to take all actions necessary to effect the due issuance, execution and delivery of the Notes. It is hereby determined that the price for and the terms of the Notes, and the sale thereof, all as provided in this Resolution, are in the best interest of SWACO and in compliance with all legal requirements.

SECTION 5. The Notes shall be the full general obligations of SWACO, and the full faith, credit and revenue of SWACO are hereby pledged for the prompt payment of the same. The principal amount received from the sale of the bonds anticipated by the Notes and any excess funds resulting from the issuance of the Notes shall, to the extent necessary, be used only for the retirement of the Notes at maturity, together with interest thereon and is hereby pledged for such purpose.

SECTION 6. During the year or years while the Notes run there shall be levied upon all of the taxable property in SWACO in addition to all other taxes, a direct tax annually not less than that which would have been levied if bonds had been issued without the prior issue of the Notes; provided, however, that in each year to the extent the Revenues and other moneys are available for the payment of the Notes and such bonds and are appropriated for such purpose, the amount of such tax shall be reduced by the amount of such Revenues and other moneys so available and appropriated. Such tax shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers in the same manner and at the same time that taxes for general purposes for each of said years are certified, extended and collected. Such tax shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from such tax levy hereby required, or from the other described sources, shall be placed in a separate and distinct fund, which shall be pledged

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irrevocably for the payment of the principal and interest of the Notes, or the bonds in anticipation of which the Notes are issued, when and as the same fall due.

SECTION 7. This Board hereby covenants that it will restrict the use of the proceeds of any Notes designated as "Tax-Exempt Notes" in the Certificate of Award in such manner and to such extent, if any, as may be necessary after taking into account reasonable expectations at the time the debt is incurred, so that they will not constitute obligations the interest on which is subject to federal income taxation, including any expenditure requirements, investment limitations or rebate requirements. Without limiting the generality of the foregoing, this Board represents and covenants that:

(a) SWACO will not directly or indirectly use or permit the use of any proceeds of the Tax-Exempt Notes or any other funds of SWACO, or take or omit to take any action that would cause the Tax-Exempt Notes to be "arbitrage bonds" within the meaning of Sections 103(b)(2) and 148 of the Internal Revenue Code of 1986, as amended (the "Code"). To that end, SWACO will comply with all requirements of Sections 103(b)(2) and 148 of the Code to the extent applicable to the Tax-Exempt Notes. In the event that at any time SWACO is of the opinion that for purposes of this sub-section (a) it is necessary to restrict or limit the yield on the investment of any moneys held by the Paying Agent and Registrar, the Chief Financial Officer shall so instruct the Paying Agent and Registrar in writing, and the Paying Agent and Registrar shall take such action as may be necessary in accordance with such instructions. The Executive Director, the Chief Financial Officer or any other officer having responsibility with respect to the issuance of the Tax-Exempt Notes is authorized and directed to give an appropriate certificate on behalf of SWACO on the date of delivery of the Tax-Exempt Notes for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances and reasonable expectations pertaining to the use of the proceeds thereof and the provisions of said Sections 103(b)(2) and 148 and regulations thereunder, and to execute and deliver on behalf of SWACO an IRS Form 8038-G in connection with the issuance of the Tax-Exempt Notes.

(b) SWACO agrees that there shall be paid from time to time all amounts required to be rebated to the United States pursuant to Section 148(f) of the Code. This covenant shall survive payment in full or defeasance of the Tax-Exempt Notes.

(c) So long as the Tax-Exempt Notes, or any obligations issued to refund the Tax-Exempt Notes, remain unpaid, SWACO will not operate or use, or permit the operation or use of, the Project or any part thereof in any trade or business carried on by any person within the meaning of the Code which would cause the Tax-Exempt Notes to be "private activity bonds" within the meaning of Section 141 of the Code.

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Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

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SECTION 8. The law firm of Peck, Shaffer & Williams LLP be and is hereby retained as bond counsel to SWACO to prepare the necessary authorization and related closing documents for the issuance, sale and delivery of the Notes and, if appropriate, rendering its approving legal opinion in connection therewith in accordance with a written agreement which the Executive Director or the Chief Financial Officer are each hereby separately authorized to execute and deliver on behalf of SWACO, in such form as may be approved by such officers. The approval of such form by such officer(s) shall be conclusively evidenced by the execution of such agreement by such officer(s). Such law firm shall be compensated by SWACO for the above services in accordance with such written agreement.

The Executive Director and the Chief Financial Officer are hereby separately authorized to make arrangements with PRISM Municipal Advisors, LLC to serve as financial advisor to SWACO for the Notes, and such firm is hereby appointed to serve in such capacity.

SECTION 9. The Chairman of this Board, the Executive Director and the Chief Financial Officer are hereby separately authorized to execute and deliver an agreement with the Paying Agent and Registrar for its services as paying agent, registrar and transfer agent for the Notes in such form as such officer(s) may approve, the execution thereof by such officer(s) to be conclusive evidence of such authorization and approval.

SECTION 10. The Chairman of this Board, the Executive Director, the Chief Financial Officer, or any other officer, employee or agent of SWACO, are each hereby separately authorized to apply for a rating from one or more national rating services with respect to the Notes if there is a determination in the Certificate of Award to obtain such a rating, and any such actions heretofore taken are hereby approved, ratified and confirmed. The payment of the fees and expenses relating to any such rating from the proceeds of the Notes is hereby authorized.

SECTION 11. For purposes of this Resolution, the following terms shall have the following meanings:

“Book entry form” or “book entry system” means a form or system under which (i) the beneficial right to payment of principal of and interest on the Notes may be transferred only through a book entry, and (ii) physical Note certificates in fully registered form are issued only to the Depository or its nominee as registered owner, with the Notes “immobilized” to the custody of the Depository, and the book entry maintained by others than SWACO is the record that identifies the owners of beneficial interests in those Notes and that principal and interest.

“Depository” means any securities depository that is a clearing agency under federal law operating and maintaining, together with its Participants or otherwise, a book entry system to record ownership of beneficial interests in Notes or principal and interest, and to effect transfers of Notes, in book entry form, and includes and means initially The Depository Trust Company (a limited purpose trust company), New York, New York.

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“Participant” means any participant contracting with a Depository under a book entry system and includes security brokers and dealers, banks and trust companies, and clearing corporations.

All or any portion of the Notes may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply to such Notes, notwithstanding any other provision of this Resolution. If and as long as a book entry system is utilized with respect to any of such Notes: (i) there shall be a single Note of each maturity; (ii) those Notes shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository; (iii) the beneficial owners of Notes in book entry form shall have no right to receive Notes in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Notes in book entry form shall be shown by book entry on the system maintained and operated by the Depository and its Participants, and transfers of the ownership of beneficial interests shall be made only by book entry by the Depository and its Participants; and (v) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by SWACO. Debt service charges on Notes in book entry form registered in the name of a Depository or its nominee shall be payable in the manner provided in SWACO’s agreement with the Depository to the Depository or its authorized representative (i) in the case of interest, on each interest payment date, and (ii) in all other cases, upon presentation and surrender of Notes as provided in this Resolution.

The Paying Agent and Registrar may, with the approval of SWACO, enter into an agreement with the beneficial owner or registered owner of any Note in the custody of a Depository providing for making all payments to that owner of principal and interest on that Note or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided in this Resolution, without prior presentation or surrender of the Note, upon any conditions which shall be satisfactory to the Paying Agent and Registrar and to SWACO. That payment in any event shall be made to the person who is the registered owner of that Note on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Paying Agent and Registrar shall furnish a copy of each of those agreements, certified to be correct by the Paying Agent and Registrar, to any other paying agents for the Notes and to SWACO. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

The Executive Director and the Chief Financial Officer are separately authorized and directed without further action of this Board to execute, acknowledge and deliver, in the name of and on behalf of SWACO, a blanket letter agreement between SWACO and The Depository Trust Company, as Depository, to be delivered in connection with the issuance of the Notes to

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the Depository for use in a book entry system, and to take all other actions as such officer(s) deems appropriate in issuing the Notes under a book entry system.

If any Depository determines not to continue to act as Depository for the Notes for use in a book entry system, SWACO and the Paying Agent and Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository under this Resolution. If SWACO and the Paying Agent and Registrar do not or are unable to do so, SWACO and the Paying Agent and Registrar, after the Paying Agent and Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Notes from the Depository and authenticate and deliver Note certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing definitive Notes), if the event is not the result of action or inaction by SWACO or the Paying Agent and Registrar, of those persons requesting such issuance.

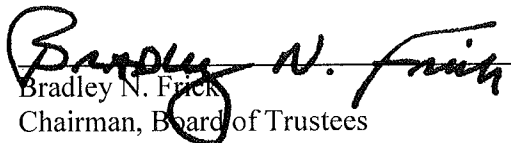
SECTION 12. The Chief Financial Officer is hereby directed to forward a certified copy of this Resolution to the county auditor of each county in which any part of SWACO's territory is located.

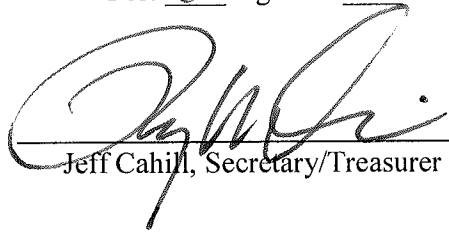
SECTION 13. It is found and determined that all formal actions of this Board concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action, were in meetings open to the public, in compliance with the law, including Section 121.22 of the Revised Code of Ohio.

SECTION 14. This Resolution shall take effect immediately upon its adoption.

Date Adopted: November 1, 2011

Vote:
For: 8 Against: — Abs: —


Bradley N. Frick
Chairman, Board of Trustees


Jeff Cahill, Secretary/Treasurer


Approved as to Form: Michael C. Mentel, Chief Counsel

Resolution 114-11

Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

Page 10 of 14

EXHIBIT A
Improvements Comprising the Project

Landfill:

Cell Construction
Gas System
Landfill Construction

Transfer Stations:

Georgesville Road
Jackson Pike
Morse Road
Morse Road - New Construction

CNG Modifications For Fleet Garage

Western Entrance

665 Land Acquisition

Model Landfill

Resolution 114-11

Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

Page 11 of 14

**CERTIFICATE AS TO MAXIMUM MATURITY OF
BONDS AND BOND ANTICIPATION NOTES**

In connection with the proposed issuance of not to exceed twenty-four million six hundred thousand dollars (\$24,600,000) of notes (the "Notes") by the Solid Waste Authority of Central Ohio ("SWACO") in anticipation of general obligation bonds for the purpose of financing costs of acquiring, constructing and installing solid waste facilities included in SWACO's General Facilities Plan from time to time, including, but not limited to, the improvements described on Exhibit A hereto (the "Project"), the undersigned, being the fiscal officer of SWACO within the meaning of Section 133.01 of the Ohio Revised Code, hereby certifies to the Board of Trustees of SWACO that:

- (a) the estimated life or period of usefulness of the improvements comprising the Project is at least five (5) years; and
- (b) the maximum maturity of such bonds, assuming that:
 - (i) \$4,047,602 is expended for real estate acquisition with a maximum maturity of thirty (30) years,
 - (ii) \$776,569 is expended for relocating overhead wires, cables, and appurtenant equipment underground with a maximum maturity of thirty (30) years,
 - (iii) \$330,455 is expended for storm drainage improvements with a maximum maturity of forty (40) years,
 - (iv) \$198,273 is expended for sanitary sewer improvements with a maximum maturity of forty (40) years,
 - (v) \$6,333,528 is expended for landfill construction and improvements, for which I hereby estimate a period of usefulness of thirty (30) years, with a maximum maturity therefore of thirty (30) years,
 - (vi) \$725,177 is expended for landfill construction and improvements, for which I hereby estimate a period of usefulness of ten (10) years, with a maximum maturity therefore of ten (10) years,

Resolution 114-11

Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

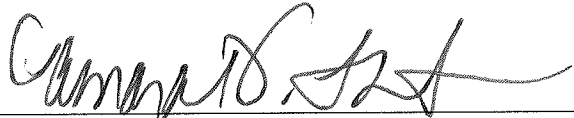
Page 12 of 14

- (vii) \$151,785 is expended for computer software, for which I hereby estimate a period of usefulness of five (5) years, with a maximum maturity therefore of five (5) years,
- (viii) \$3,456,560 is expended for constructing, widening, improving, grading, draining, paving, extending, or changing the line of roads, streets, sidewalks, or curbs and gutters, with a maximum maturity of twenty (20) years; and
- (ix) \$7,175,664 is expended for construction of building improvements, for which I hereby estimate a period of usefulness of thirty (30) years, with a maximum maturity therefore of thirty (30) years,
- (x) \$1,239,159 is expended for furnishings fixtures and equipment with a maximum maturity of ten (10) years, and
- (xi) \$165,228 is expended for equipment, furnishings and site improvements with a maximum maturity of ten (10) years,

is twenty-six (26) years, as computed pursuant to Sections 133.19 and 133.20 of the Ohio Revised Code; and

(c) the maximum maturity of notes issued in anticipation of the Bonds, is twenty (20) years (assuming compliance with Section 133.22 of the Ohio Revised Code).

IN WITNESS WHEREOF, I have hereunto set my hand, this 1st day of November, 2011.



Acting Chief Financial Officer
Solid Waste Authority of Central Ohio

Resolution 114-11

Providing for the authorization and sale of notes in anticipation of general obligation bonds in a maximum principal amount of twenty-four million six hundred thousand dollars (\$24,600,000) to finance part of the costs of acquiring, constructing and installing solid waste facilities, and matters related to such notes.

Page 13 of 14

EXHIBIT A

Improvements Comprising the Project

Landfill:

Cell Construction
Gas System
Landfill Construction

Transfer Stations:

Georgesville Road
Jackson Pike
Morse Road
Morse Road - New Construction

CNG Modifications For Fleet Garage

Western Entrance

665 Land Acquisition

Model Landfill

EXHIBIT B - Resolution 114-11
PROJECTS FUNDED BY BOND ANTICIPATION NOTE

PROJECT	2011	2012
LANDFILL:		
CELL CONSTRUCTION	\$ 425,000	\$ 2,300,000
GAS SYSTEM	465,000	470,000
LANDFILL CONSTRUCTION	599,042	1,500,000
TOTAL LANDFILL	1,489,042	4,270,000
TRANSFER STATIONS:		
GEORGESVILLE ROAD	200,000	75,000
JACKSON PIKE	381,649	-
MORSE ROAD	60,000	-
MORSE ROAD - NEW CONSTRUCTION	310,000	5,475,000
TOTAL TRANSFER STATIONS	951,649	5,550,000
CNG MODIFICATIONS FOR FLEET GARAGE		
	-	400,000
WESTERN ENTRANCE	1,500,000	5,500,000
665 LAND ACQUISITION	4,000,000	-
MODEL LANDFILL	-	500,000
SCALE SOFTWARE	150,000	-
CONTINGENCY	289,309	-
TOTAL	\$ 8,380,000	\$ 16,220,000
	\$ 24,600,000	\$ 24,600,000



Authorizing the Executive Director to modify the existing professional legislative services agreement with Capitol Consulting Group, Inc. by an additional ten thousand dollars (\$10,000).

SWACO has an agreement for professional legislative services regarding local and State governmental advocacy matters with the firm of Capitol Consulting Group, Inc. (hereinafter "Capitol Consulting"). Said advocacy on local and State issues continues to be ongoing, and additional monies must be added to the current contract in order to pay for such services. This resolution authorizes the Executive Director to modify the existing contract with Capitol Consulting by an additional ten thousand dollars (\$10,000.00), terminating December 31, 2011. At that time, SWACO shall evaluate the need for such legislative services, and enter into a new contract with Capitol Consulting if necessary.

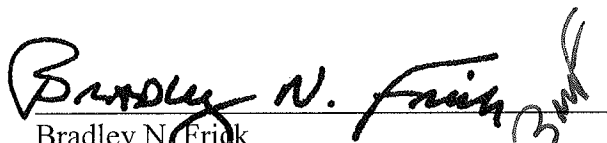
Requested by: Michael C. Mentel, Chief Counsel

BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:

1. The Executive Director is authorized to modify the current agreement for professional legislative services with Capitol Consulting Group, Inc. by an additional ten thousand dollars (\$10,000), and to expend a total amount not to exceed fifty-five thousand dollars (\$55,000).
2. This resolution shall be in full force and effect from and immediately upon its adoption.

Date Adopted: November 1, 2011

Vote:
For: 8 Against: — Abs: —


Bradley N. Frick
Chairman, Board of Trustees


Jeff Cahill, Secretary/Treasurer


Approved as to Form: Michael C. Mentel, Chief Counsel



Authorizing the Executive Director to modify the existing professional legislative services agreement with Bill Byers & Associates, LLC by an additional ten thousand dollars (\$10,000).

SWACO has an agreement for professional legislative services regarding local and State governmental advocacy matters with the firm of Bill Byers & Associates, LLC (hereinafter "Byers"). Said advocacy on local and State issues continues to be ongoing, and additional monies must be added to the current contract in order to pay for such services. This resolution authorizes the Executive Director to modify the existing contract with Byers by an additional ten thousand dollars (\$10,000), terminating December 31, 2011. At that time, SWACO shall evaluate the need for such legislative services, and enter into a new contract with the Byers firm if necessary.

Requested by: Michael C. Mentel, Chief Counsel

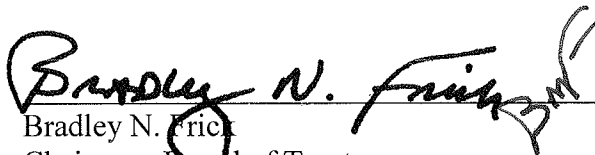
BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:

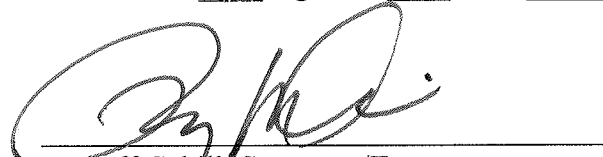
1. The Executive Director is authorized to modify the current agreement for professional legislative services with Bill Byers & Associates, LLC by an additional ten thousand dollars (\$10,000), and to expend a total amount not to exceed fifty-nine thousand five hundred dollars (\$59,500).
2. This resolution shall be in full force and effect from and immediately upon its adoption.


Date Adopted: November 1, 2011

Vote:

For: 8 Against: — Abs: —


Bradley N. Fricke
Chairman, Board of Trustees


Jeff Cahill, Secretary/Treasurer


Approved as to Form: Michael C. Mentel, Chief Counsel



Authorizing the Executive Director to enter into an agreement to the pending litigation involving FirmGreen Fuels of Ohio, L.L.C., et al.

SWACO is a party to pending litigation against FirmGreen Fuels of Ohio, L.L.C. involving allegations of breach of contract and additional causes of action brought by both parties. Whereas, the Board of Trustees desires to enter into a Settlement Agreement resulting in the dismissal of all claims by and against SWACO and will terminate the litigation and avoid additional future litigation costs.

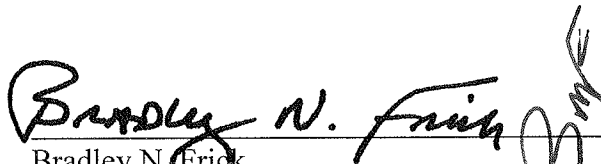
Requested by: Michael C. Mentel, Chief Counsel

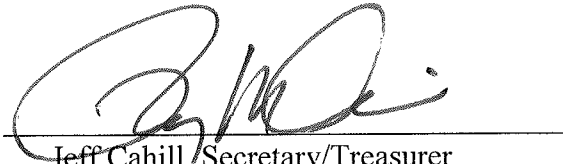
BE IT RESOLVED by the Board of Trustees of the Solid Waste Authority of Central Ohio that:

1. The Executive Director is hereby authorized to enter into a Settlement Agreement for the full dismissal of claims in the pending litigation captioned Solid Waste Authority of Central Ohio (SWACO) v. FirmGreen Fuels of Ohio, L.L.C., et al., Case No. 10CVH 06 8447, which Agreement shall not require any direct payment of monies to FirmGreen by SWACO and upon terms and conditions that are in the best interest of SWACO.
2. This resolution shall be in full force and effect from and immediately upon its adoption.

Date Adopted: November 1, 2011

Vote:
For: 8 Against: — Abs: —


Bradley N. Frick
Chairman, Board of Trustees


Jeff Cahill, Secretary/Treasurer


Approved as to Form: Michael C. Mentel, Chief Counsel