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**BOARD OF COMMISSIONERS**  
**DAUPHIN COUNTY, PENNSYLVANIA**

**RESOLUTION NO. 31-2013**

WHEREAS, The County of Dauphin (the "County"), along with The Harrisburg Authority (the "THA"), Assured Guaranty Municipal Corp. (the "Assured Guaranty"), the City of Harrisburg (the "City"), and Major General William Lynch, Receiver of the City of Harrisburg (the "Receiver"), (collectively the "Parties"), have agreed to the terms and conditions of the sale by THA of the Harrisburg Resource Recovery Facility (the "RRF") (the "RRF Transaction") and to the terms and conditions of a lease and asset transfer agreement by the Harrisburg Parking Authority and the City of certain parking garages and rights relating to on-street parking (the "Parking Transaction"), pursuant to the terms set forth in the Harrisburg Strong Plan filed by the Receiver on August 26, 2013 and approved by the Commonwealth Court of Pennsylvania presiding over the City Receivership proceedings (the "Plan"); and

WHEREAS, The Parties have entered into, or are in the process of entering into, agreements (the "Settlement Agreements") with various contractors or vendors of THA with respect to the RRF, as more particularly identified in Section 1 below (the "Creditors") to settle and resolve claims of said Creditors as required by the Plan, said Settlement Agreements being contingent upon the closing and distribution of funds of both the RRF Transaction and the Parking Transaction; and

WHEREAS, pursuant to the Plan, the Receiver, Assured Guaranty and the County proceeded to negotiate Settlement Agreements to resolve the claims of the Creditors in order to facilitate the RRF Transaction; and

WHEREAS, The County desires to take formal action to approve the execution and delivery of the Settlement Agreements, in the manner and under the conditions set forth below.

NOW THEREFORE, be it hereby resolved as follows:

**Section 1.** The Board of Commissioners of Dauphin County hereby approve the execution and delivery of the Settlement Agreements, in the form attached hereto, subject to such modifications and revisions as are approved by the executing County officers and Mette, Evans and Woodside, P.C., as Special Counsel to the County, with respect to the following Creditors :

CIT Capital USA Inc.

Covanta Harrisburg, Inc.

JEM Group LLC

Innovative Engineering

Jordan Contracting

Rogele, Inc.

Greiner Industries

C.G. Powertech, Inc.

MSC Industrial Supply

Bradley Sciocchetti

**Section 2.** The Board of Commissioners of Dauphin County hereby approve settlements with each of the following Creditors and authorize proper County officers and special counsel to prepare draft settlement agreements with respect to each, which settlement agreements shall be in the form of the settlement agreements approved in Section 1 hereof and at settlement amounts no more than 40% of each claim. County officers are hereby authorized to execute and deliver such settlement agreements in such form and with such modifications and revisions as such officers and special counsel shall approve:

DM Coatings

D & S Contractors

SSM Industries

Castine Energy Construction

Goodman Hewitt

Midwestco Filter Resource

Paragon Industries & Supply


**Section 3.** Proper Officers of the County are authorized and directed to do such further acts and things as may be necessary or expedient in order to carry out the terms of the Settlement Agreements as executed and delivered and in accordance with the intents and purposes of this Resolution.

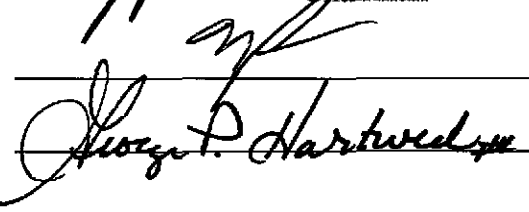
**Section 4.** This Resolution shall become effective immediately. All prior resolutions or parts thereof inconsistent herewith are hereby rescinded, canceled and annulled. In the event any provision, section, sentence, clause or part of this Resolution is determined by a court of competent jurisdiction to be invalid and unenforceable, such determination shall not affect the validity or effect of the remaining provisions hereof.

**APPROVED**, this \_\_\_\_ day of December, 2013 by the Board of Commissioners of the County of Dauphin.


**COUNTY OF DAUPHIN**

**BOARD OF COMMISSIONERS**

  
\_\_\_\_\_  
Chairman

  
\_\_\_\_\_  
George P. Hartwedson

**ATTEST:**

  
\_\_\_\_\_  
Chief Clerk