

RESOLUTION NO. \_\_\_\_\_

A RESOLUTION OF THE MAYOR AND COUNCIL OF KEEDYSVILLE adopted pursuant to the authority of Section 9-901 et seq. of the Environment Article of the Annotated Code of Maryland (1996 Replacement Volume and 1997 Supplement) for the purpose of authorizing The Mayor and Council of Keedysville, in conjunction with The Mayor and Council of Boonsboro, to approve and create the Boonsboro/Keedysville Regional Water Authority; approving the Articles of Incorporation of the Authority and authorizing and empowering the execution by the Mayor, on behalf of the Town, of such Articles, and the filing of such Articles with the Maryland State Department of Assessments and Taxation upon the approval of the creation of the Authority and such Articles by, and the execution of such Articles on behalf of, The Mayor and Council of Boonsboro; appointing the initial directors of the Authority to represent the Town and advising and consenting to the appointment of the initial concurrence director provided for in the Articles of Incorporation; and generally relating to the creation and establishment of the Authority.

BE IT RESOLVED BY THE MAYOR AND COUNCIL OF KEEDYSVILLE,  
THAT:

Section 1. Pursuant to the authority of Section 9-901 et seq. of the Environment Article of the Annotated Code of Maryland (1996 Replacement Volume and 1997 Supplement) (the "Code"), The Mayor and Council of Keedysville (the "Town") hereby authorizes and approves the creation of the Boonsboro/Keedysville Regional Water Authority (the "Authority"). The Authority shall have all the rights and powers provided for in Section 9-901 et seq. of the Code, as replaced, supplemented or amended from time to time, except as otherwise expressly prohibited in the Articles of Incorporation provided for in Section 2 of this Resolution.

Section 2. The Town hereby approves the Articles of Incorporation of the Authority, in the form attached hereto as Exhibit A (the "Articles of Incorporation"). The terms and provisions of the Articles of Incorporation are incorporated by reference herein as if set forth in full in the body of this Resolution. The Mayor, on behalf of the Town, is hereby authorized and empowered to execute the Articles of Incorporation, and to file or cause to be filed such Articles of Incorporation with the State Department of Assessments and Taxation upon the approval of the creation of the Authority and of the Articles of Incorporation by The Mayor and Council of Boonsboro ("Boonsboro") and the execution and delivery of the Articles of Incorporation by the Mayor of Boonsboro.

Section 3. The Town hereby appoints Ralph B. Taylor and Kenneth "Lee" Brandenburg, II, as the initial members of the Board of Directors of the Authority representing the Town, for the terms provided for in the Articles of Incorporation, and the Town hereby advises and consents to the appointment of Austin Abraham as the "concurrence" member of the Board of Directors of the Authority, for the term provided for in the Articles of Incorporation.

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Section 4. All officials, officers, employees and agents of the Town are hereby authorized and directed to take any and all action necessary to facilitate the signing, acknowledgment and filing of the Articles of Incorporation as required by Section 9-901 et seq. of the Code.

Section 5. This Resolution shall take effect immediately upon its adoption.

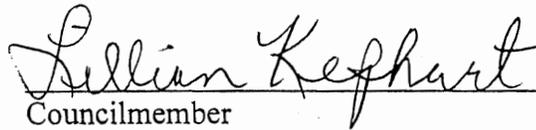
THE MAYOR AND COUNCIL OF  
KEEDYSVILLE



Mayor



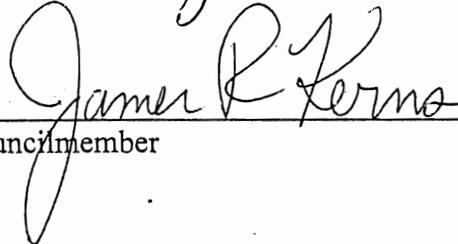
Assistant Mayor



Councilmember



Councilmember



Councilmember

Introduced and Adopted this 4th day of March, 1998.

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CLERK OF THE CIRCUIT COURT  
WASHINGTON COUNTY

EXHIBIT A

FORM OF ARTICLES OF INCORPORATION

**ARTICLES OF INCORPORATION  
OF  
BOONSBORO/KEEDYSVILLE REGIONAL WATER AUTHORITY**

The Mayor and Council of Boonsboro, a municipal corporation of the State of Maryland, and The Mayor and Council of Keedysville, a municipal corporation of the State of Maryland, do hereby create and incorporate an authority pursuant to Section 9-901 et seq. of the Environment Article of the Annotated Code of Maryland (1996 Replacement Volume and 1997 Supplement) (the "Code"). Words and phrases used in these articles and not defined herein shall have the meanings given to such words and phrases in Section 9-901 et seq. of the Code.

FIRST: The name of the authority shall be:

Boonsboro/Keedysville Regional Water Authority

SECOND: The authority created hereunder is formed pursuant to Subtitle 9 of Title 9 of the Code.

THIRD: The names of the incorporating political subdivisions for the authority are The Mayor and Council of Boonsboro and The Mayor and Council of Keedysville.

FOURTH: The board of directors of the authority shall be composed of five (5) members. The name, address and term of office for each initial director and the political subdivision which such director represents are as set forth below:

<u>Name</u>	<u>Address</u>	<u>Initial Term of Office</u>	<u>Representing</u>
Charles F. Kauffmann, Jr.	416 N. Main Street, Boonsboro, MD 21713	Through February 28, 1999	Boonsboro
Ralph B. Taylor	P.O. Box 1, Keedysville, MD 21756	Through February 29, 2000	Keedysville
Kenneth "Lee" Brandenburg, II	54 South Main Street, Keedysville, MD 21756	Through February 28, 2001	Keedysville
Kevin M. Chambers	205 Graystone Drive, Boonsboro, MD 21713	Through February 28, 2002	Boonsboro
Austin Abraham	11800 Indian Head Lane, Hagerstown, Maryland 21742	Through February 28, 2003	Concurrence

Except as provided above with respect to the initial board of directors, the term of a director shall be five (5) years. The terms of the directors shall be staggered as required by the terms provided for the initial board of directors above, with the successor of each being appointed to represent the same entity; the director who is appointed by the other directors with the advice and consent

of the governing bodies of the two political subdivisions as provided for below is referred to as the "concurrence" director. Two (2) of the directors shall represent The Mayor and Council of Boonsboro ("Boonsboro") and shall be appointed by the governing body of Boonsboro. Two (2) of the directors shall represent The Mayor and Council of Keedysville ("Keedysville") and shall be appointed by the governing body of Keedysville. One (1) of the directors shall be appointed by a majority of the then existing directors representing Boonsboro and Keedysville with the advice and consent of the governing bodies of Boonsboro and Keedysville. There shall be no residency requirement as a condition of holding the office of director. At the end of a term, a director continues to serve until a successor is appointed and qualifies. If a vacancy occurs during the term of a director, the governing body of the political subdivision that is represented by the director shall fill the vacancy; provided that, if a vacancy occurs during the term of a concurrence director, such vacancy shall be filled by a majority of the then existing directors representing Boonsboro and Keedysville with the advice and consent of the governing bodies of Boonsboro and Keedysville. A director who is appointed to fill a vacancy serves only for the rest of the term and until a successor is appointed and qualifies.

FIFTH: The purpose of the authority is:

(1) to exercise public and essential governmental functions and to provide for the public health and welfare by acquiring, holding, constructing, extending, repairing, improving, operating or leasing as a lessor or lessee one or more projects constituting all or any part of a water system that are wholly or partly within one or more of the member political subdivisions; and

(2) to do anything permitted by Section 9-901 et seq. of the Code, as replaced, supplemented or amended from time to time, unless otherwise expressly prohibited by these articles (as amended from time to time) or by law.

The authority shall not acquire, hold, construct, extend, repair, improve, operate or lease as lessor or lessee one or more projects constituting all or any part of a sewerage system unless and until these articles are amended to allow such activities.

SIXTH: The authority shall have the right to exist as a corporation for a term of 50 years from the date the Maryland State Department of Assessments and Taxation issues a certificate of approval with respect to these articles, unless the authority is terminated in accordance with the provisions of Section 9-901 et seq. of the Code, as replaced, supplemented or amended from time to time.

SEVENTH: Earnings of the authority may not inure to the benefit of private persons.

EIGHTH: Prior to termination of the existence of the authority, the authority, with the approval by law of the governing bodies of the member political subdivisions, shall provide for reversion of title to all property financed with the proceeds of bonds of the authority to one or more member political subdivisions.

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CLERK OF THE CIRCUIT COURT  
WASHINGTON COUNTY

IN WITNESS WHEREOF, and pursuant to authority duly delegated to each such officer by resolution of the governing body of the applicable member political subdivision, the chief elected officer of each of the aforesaid political subdivisions has executed these Articles of Incorporation as of the respective dates set forth below, and each individual executing these Articles acknowledges the same to be the act of the applicable political subdivision as set forth below.

ATTEST:

THE MAYOR AND COUNCIL OF BOONSBORO

\_\_\_\_\_  
Clerk

By: \_\_\_\_\_ (SEAL)  
Charles F. Kauffmann, Jr., Mayor

Date of Execution: \_\_\_\_\_

THE MAYOR AND COUNCIL OF KEEDYSVILLE

\_\_\_\_\_  
Clerk

By: \_\_\_\_\_ (SEAL)  
Ralph B. Taylor, Mayor

Date of Execution: \_\_\_\_\_

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