

RESOLUTION

RESOLUTION ACCEPTING UNSOLICITED PROPOSAL FOR CONCEPTUAL PHASE CONSIDERATION AND PUBLICATION

WHEREAS, the Southeastern Public Service Authority of Virginia (“SPSA”) has received an unsolicited proposal pursuant to the Virginia Public-Private Education Facilities and Infrastructure Act (“PPEA”) from Covanta Energy Corporation (“Covanta”) for the purchase of SPSA’s waste-to-energy facilities in Portsmouth, Virginia (the “Facilities”); and

WHEREAS, the unsolicited proposal from Covanta for the acquisition of the Facilities (the “Covanta Proposal”) appears to meet all of the requirements of the PPEA and SPSA’s combined PPEA and PPTA guidelines (the “Guidelines”); and

WHEREAS, SPSA’s Board (the “Board”) believes it would be advantageous to proceed under the PPEA and the Guidelines by accepting the Covanta Proposal for conceptual phase consideration and for publication in accordance with the PPEA and the Guidelines, and to consider the Covanta Proposal with any other proposals SPSA may receive in accordance with the Guidelines and the publication.

NOW THEREFORE BE IT RESOLVED, by the Board of SPSA as follows:

1. Pursuant to the PPEA and the Guidelines, the Board accepts Covanta’s Proposal for conceptual phase consideration and for publication and further accepts for conceptual phase consideration any other unsolicited PPEA proposals for the purchase of SPSA’s waste-to-energy facilities SPSA may receive in accordance with the PPEA, subject to the Executive Director’s confirmation that such additional proposals are consistent with the PPEA and the Guidelines.

2. The Board hereby ratifies the Executive Director’s determination that the confidential information included as Section C of the Covanta Proposal (the “Confidential Submission”) shall be excluded from public disclosure under the applicable provision of the Virginia Freedom of Information Act, Va. Code § 2.2-3705.6 (11) (b), on the basis that it contains trade secrets, financial records or other information that, if disclosed, would adversely affect the financial interest or bargaining position of Covanta or SPSA.

3. The Executive Director with the assistance of staff will develop a proposal review and evaluation team, will establish evaluation procedures, and will review the Covanta Proposal and any additional proposals in accordance with the requirements of the Guidelines and the PPEA. In accordance with the PPEA and the Guidelines, SPSA will engage the services of qualified professionals to provide independent analysis regarding the specifics, advantages, disadvantages and the long-term and short-term costs of any PPEA proposal.

Adopted this 5th day of June, 2008

Attest: Leroy Bennett
Leroy Bennett, Chairman