

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: February 19, 2013
*Request for Amendment and Reinstatement to Initial Resolution***

Prepared by: *Andrea Escobar*

Applicant: Waste Resources, Inc. and/or its Affiliates	Amount Requested: \$100,000,000
Project Location: City of Gardena (Los Angeles County)	Application No.: 819(SB) Initial Resolution No.: 09-03 Prior Actions: IR approved 02/25/2009

Summary. Waste Resources, Inc. and/or its Affiliates (the “Company”) requests an amendment and reinstatement to Initial Resolution 09-03 to increase the dollar amount to an amount not to exceed \$100,000,000 to reflect increased project costs.

At the February 25, 2009, California Pollution Control Financing Authority (CPCFA) Board Meeting, an IR for Waste Resources, Inc. was approved for an amount not to exceed \$50,930,000. The amount has increased to reflect the increased scope of the project.

The request includes financing for land acquisition and the expansion of the Company’s Material Recovery Facility (MRF). The Company anticipates that the project will provide waste diversion and environmental benefits.

Borrower. The Company incorporated in California in August 2003 and provides solid waste and recycling services for residential, business and commercial needs in Los Angeles County.

Waste Resources, Inc. owns 100% of Waste Resources Gardena, Inc. and Waste Resources Recovery, Inc. The majority owner of Waste Resources, Inc. also owns a controlling interest in Pacific Waste, Inc. in Hawaii which owns Aloha Waste Systems, Inc.

The principal stockholders of the Company are as follows:

Kosti Shirvanian	80%
Oakmark Automotive Holdings	4%
Various (less than 3% each)	<u>16%</u>
Total:	<u>100%</u>

Legal Questionnaire. The Staff has reviewed the Company’s responses to the questions contained in the Legal Status portion of the Application. No information was disclosed in the Legal Status portion of the Application that raises questions concerning the financial viability or legal integrity of this applicant.

Project Description. The Company plans to finance a parcel of land next to its current operation to expand its existing MRF and Transfer Station in Gardena. The project will include building and equipping a substantially larger MRF. The MRF processing equipment requires sort lines, conveyors, grinders, loaders and balers. The Company also intends to pelletize non-

recyclable material to produce fuel to create energy in the form of electricity and/or synthetic fuel including natural gas.

Volume Cap Allocation. The Company anticipates applying to the Authority for volume cap allocation in August of 2013.

Financing Details. The Company anticipates the issuance of negotiated tax exempt bonds.

Financing Team.

Underwriter: Westhoff, Cone & Holmstedt

Bond Counsel: Orrick, Herrington & Sutcliffe

Issuer's Counsel: Office of the Attorney General

Staff Recommendation. Staff recommends approval of an amendment and reinstatement to Initial Resolution No. 09-03 for Waste Resources, Inc. and/or its Affiliates for an amount not to exceed \$100,000,000.

Note: An Initial Resolution approval is not a commitment that the Board will approve a Final Resolution and bond financing of the proposed Project.

Initial Resolution No. 09-03
Application No. 819(SB)

**AMENDMENT AND REINSTATEMENT OF
RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS TO
FINANCE SOLID WASTE DISPOSAL FACILITIES FOR
WASTE RESOURCES, INC. AND/OR ITS AFFILIATES**

February 19, 2013

WHEREAS, the California Pollution Control Financing Authority ("Authority"), a public instrumentality, is authorized and empowered by the provisions of the California Pollution Control Financing Authority Act ("Act") to issue bonds for the purpose of defraying the cost of facilities for the disposal of solid and liquid waste products, including resource recovery and energy conversion facilities; and

WHEREAS, Waste Resources, Inc., a California corporation, (the "Applicant"), and/or its affiliates (collectively, the "Company") has submitted an application (the "Application") requesting that the Authority assist in financing the acquisition and construction of facilities for collection, processing, recycling, transportation, and disposal of solid waste and transformation of solid waste, as more fully described in the Application (collectively, the "Project") to be owned and operated by the Company, and have presented an estimate of the maximum cost of such Project as shown in Exhibit "A" attached hereto; and

WHEREAS, the Authority adopted its initial resolution 09-03 on February 25, 2009, expressing its intent to issue up to \$50,930,000 of bonds for the Company (the "Original Resolution"); and

WHEREAS, the Original Resolution expired by its terms on February 25, 2012; and

WHEREAS, the Company has submitted an amended application to the Authority, requesting that the Original Resolution and original Project be reinstated, and requesting that the dollar amount of the Original Resolution be increased to reflect changes in costs, and

WHEREAS, the Authority desires to encourage the Company to provide solid waste disposal facilities and equipment which will serve the public of the State; and

WHEREAS, the Authority deems it necessary and advisable to further the purposes of the Act that the Project be acquired at the earliest practicable date, but the Company requires satisfactory assurances from the Authority that the proceeds of the sale of bonds of the Authority will be made available to finance such Project; and

WHEREAS, the Company expects to incur or pay from its own funds certain expenditures in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, subject to meeting all the conditions set forth in this resolution the Authority reasonably expects that debt obligations in an amount not expected to exceed \$100,000,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Company for its prior expenditures for the Project; and

WHEREAS, Section 1.103-8(a)(5) and Section 1.150-2 of the Treasury Regulations require the Authority to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the California Pollution Control Financing Authority as follows:

Section 1. The Authority finds and determines that the foregoing recitals are true and correct. For purposes of this Resolution, an "Affiliate" of the Applicant means any person or entity which controls, is controlled by, or is under common control with, the Applicant, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise. An Affiliate shall also be a "participating party" as defined in the Act.

Section 2. The Authority declares its official intent to issue, at one time or from time to time, an aggregate of up to \$100,000,000 principal amount of bonds of the Authority for the Project; including for the purpose of reimbursing to the Company costs incurred for the Project prior to the issuance of the bonds.

Section 3. The bonds will be payable solely from the revenues to be received by the Authority pursuant to a loan agreement or other agreements to be entered into between the Authority and the Company in connection with the Project. Each bond shall contain a statement to the following effect:

"Neither the faith and credit nor the taxing power of the State of California or any political subdivision thereof or local agency is pledged to the payment of the principal of, premium, if any, or any interest on this bond."

Section 4. The bonds shall be issued subject to the conditions that (i) the Authority and the Company shall have first agreed to mutually acceptable terms for the bonds and of the sale and delivery thereof, and mutually acceptable terms and conditions of the loan of the bond proceeds to finance the Project; (ii) all requisite governmental approvals shall have first been obtained; (iii) a Final Resolution shall have been received from the Authority; and (iv) an allocation shall have been received from the California Debt Limit Allocation Committee for any portion of the bonds which are to be sold as exempt from federal income tax.

Section 5. The Executive Director of the Authority is hereby authorized to indicate the willingness of the Authority to proceed with and effect such financing in order to assist the Company by defraying the cost of the Project, subject to due compliance with all requirements of the law and the obtaining of all necessary consents and approvals and to meeting all other requirements of the Authority.

Section 6. It is intended that this Resolution shall constitute "some other similar official action" towards the issuance of bonds within the meaning of Section 1.103-8(a)(5) of the Treasury Regulations and "official intent" within the meaning of Section 1.150-2 of the Treasury Regulations, each as applicable under Section 103 of the Internal Revenue Code of 1986, as amended. It is also intended that this statement of "official action" or "official intent" by the Authority shall continue in full force and effect even if this Resolution ceases to be effective for other purposes.

Section 7. This Resolution shall take effect immediately upon its passage and remain in full force and effect thereafter; provided that this Resolution shall cease to be effective on February 19, 2016 unless the Authority specifically adopts a further resolution extending the effective date of this Initial Resolution. The Authority will consider such extension upon receiving a specific request for such action from the Company, accompanied by any additional information requested by the Authority to supplement the Company's application, and an explanation of the status of the Project. To the extent consistent with federal tax law, this Resolution shall relate back to February 25, 2009 and shall replace the Original Resolution.

EXHIBIT A

NUMBER: 09-03

LOCATION: 1. 357 West Compton Boulevard, Gardena, CA 90248
2. 15001 South Broadway, Gardena, CA 90248

TYPE: Solid Waste Disposal

AMOUNT: Up to \$100,000,000