

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY**  
**BOND FINANCING PROGRAM**  
**Meeting Date: May 19, 2015**  
*Request for Final Resolution and*  
*Request for Tax-Exempt Bond Allocation Approval*

Prepared by: *Andrea Gonzalez*

<b>Applicant:</b> Waste Management, Inc. and/or its Affiliates	<b>Final Resolution Amount Requested:</b> \$140,430,000
	<b>Allocation Amount Requested:</b> \$ 1,995,000
	<b>Application No.:</b> 693 and 767
<b>Project Locations:</b> Various locations in California	<b>Final Resolution No.:</b> 543

**Summary.** Waste Management, Inc. and/or its affiliates (the “Company”) requests approval of a Final Resolution to issue revenue bonds for an amount not to exceed \$140,430,000 in tax-exempt bonds to refund \$138,435,000 in Solid Waste Disposal Revenue Bonds presently outstanding from Waste Management, Inc. Project Series 2002B, 2005A and 2005B. The Company also requests Volume Cap Allocation for an amount not to exceed \$1,995,000 to finance the costs of issuance.

**Borrower.** Waste Management, Inc. is a solid waste collection and disposal company in North America and has operations throughout the United States, Canada, Mexico and Puerto Rico. The Company is headquartered in Houston, Texas and was incorporated in Delaware in April 1995.

The Company is a publicly owned company and its stock trades on the New York Stock Exchange under the symbol “WM”. Some of the subsidiary corporations of the Company include Chemical Waste Management, Inc., Modesto Garbage Co, Inc., USA Waste of California, Inc., Waste Management Collection and Recycling, Inc., Waste Management of California, Inc., and G.I. Industries.

**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.

**Prior Financings.** Prior CPCFA financings are listed below.

<b>Description</b>	<b>Date of Bond Issue</b>	<b>Original Amount</b>	<b>Amount Outstanding as of 4/28/2015</b>
USA Waste Services, Inc. Project, Series 1998A	7/01/1998	\$13,520,000	\$13,520,000
USA Waste Services, Inc. Project, Series 1998B	7/01/1998	\$8,200,000	\$8,200,000
Waste Management, Inc. Project, Series 2001A	7/17/2001	\$19,000,000	\$19,000,000
Waste Management, Inc. Project, Series	1/15/2002	\$48,500,000	\$48,500,000

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2002A			
Waste Management, Inc. Project, Series 2002B	7/10/2002	\$38,435,000	\$38,435,000
Waste Management, Inc. Project, Series 2002C	12/18/2002	\$15,000,000	\$15,000,000
Waste Management, Inc. Project, Series 2003A	11/20/2003	\$35,700,000	\$35,700,000
Waste Management, Inc. Project, Series 2005A	4/07/2005	\$50,000,000	\$50,000,000
Waste Management, Inc. Project, Series 2005B	4/07/2005	\$50,000,000	\$50,000,000
Waste Management, Inc. Project, Series 2005C	11/08/2005	\$75,000,000	\$75,000,000
<b>TOTALS:</b>		<b>\$353,355,000</b>	<b>\$353,355,000</b>

**Background.** The Company provides collection, transfer, landfill, recycling and waste-to-energy services to municipal, residential, commercial and industrial customers.

On July 10, 2002, CPCFA issued Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) Series 2002B in an amount of \$38,435,000. The bonds financed the improvements to transfer stations to increase capacity and efficiencies, assist construction and maintenance, provide for methane gas recovery systems at landfills, and provide for replacement of trucks that use either diesel or natural gas, among other things.

On April 7, 2005, CPCFA issued Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) Series 2005A and Series 2005B, each in the amount of \$50,000,000 to finance landfill projects, equipment purchases, construction projects, and the installation of equipment and other facility components at various locations throughout the state.

All projects are complete and staff has received project completion certifications.

**Current Request.** The Company currently requests approval of a Final Resolution to refund the \$138,435,000 presently outstanding from the Series 2002B, 2005A and 2005B tax-exempt bonds. The total amount requested is \$140,430,000 of which \$1,995,000 will be used solely to pay the redemption premium with respect to the refunded bonds to pay costs of issuance.

**TEFRA.** The TEFRA hearing was held on [May 18, 2015]. There were no comments received in support of or in opposition to this Project.

**Fees.** The Company will pay an administrative fee of \$280,860 at closing.

**Financing Details.** The Company anticipates issuance of negotiated tax-exempt, term rate bonds with a term not to exceed 30 years for the qualifying portion of the project. Bond proceeds will be loaned to affiliated subsidiaries of the Company, and payment on the bonds will be secured by a corporate guaranty from the affiliated parent Company. The Company plans to

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secure the bonds based on the Company's rating of "A-" by Standard and Poor's Rating Agency. The target date for financing is June 30, 2015.

### **Financing Team.**

**Underwriter:** Merrill Lynch, Pierce, Fenner & Smith Incorporated

**Bond Counsel:** Orrick, Herrington & Sutcliffe LLP

**Issuer's Counsel:** Office of the Attorney General

**Staff Recommendation.** Staff recommends approval of Final Resolution No. 543 for Waste Management, Inc. and/or its affiliates for an amount not to exceed \$140,430,000 and Volume Cap Allocation Resolution No. 12-141-03 for an amount not to exceed \$1,995,000.

**FINAL BOND RESOLUTION OF THE  
CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY  
RELATING TO THE REFINANCING FOR WASTE MANAGEMENT, INC.,  
CHEMICAL WASTE MANAGEMENT, INC., MODESTO GARBAGE CO., INC., USA  
WASTE OF CALIFORNIA, INC., WASTE MANAGEMENT COLLECTION AND  
RECYCLING, INC., WASTE MANAGEMENT OF CALIFORNIA, INC. AND G.I.  
INDUSTRIES  
AND/OR AFFILIATES**

**May 19, 2015**

**WHEREAS**, the California Pollution Control Financing Authority (the “Authority”) has received the application of Waste Management, Inc., a Delaware corporation (and together with any successor, assignee or related party, the “Company”), for financial assistance to refinance the costs to acquire, construct, renovate or install various solid waste disposal facilities and equipment at landfills and other sites in the State of California initially owned and operated by affiliates of the Company, all as more particularly described in Application Nos. 693 and 767 of the Company and in the Term Sheet (the “Term Sheet”) attached hereto as Exhibit A (the “Project”); and

**WHEREAS**, the Authority has previously issued revenue bonds to assist in the financing of certain costs of the Project as set forth below (collectively, the “Prior Bonds”):

1. California Pollution Control Financing Authority Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) Series 2002B in the aggregate principal amount of \$38,435,000 of which \$38,435,000 remains Outstanding;
2. California Pollution Control Financing Authority Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) Series 2005A in the aggregate principal amount of \$50,000,000 of which \$50,000,000 remains Outstanding;
3. California Pollution Control Financing Authority Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) Series 2005B, in the aggregate principal amount of \$50,000,000 of which \$50,000,000 remains Outstanding; and

**WHEREAS**, one or more of the following direct or indirect subsidiary corporations of the Company including, (i) Chemical Waste Management, Inc., a corporation organized and existing under the laws of the State of Delaware, (ii) Modesto Garbage Co., Inc., a corporation organized and existing under the laws of the State of California, (iii) USA Waste of California, Inc., a corporation organized and existing under the laws of the State of Delaware, (iv) Waste Management Collection and Recycling, Inc., a corporation organized and existing under the laws of the State of California, (v) Waste Management of California, Inc., a corporation organized and existing under the laws of the State of California and (vi) G.I. Industries, a corporation organized and existing under the laws of the State of Utah (each a “Borrowing Entity” and together with any successor, assignee or related party, collectively, the

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“Borrower”) now wish to refund the Prior Bonds, which were used to finance or refinance the Project; and

**WHEREAS**, the Borrower has requested the Authority to issue its revenue bonds from time to time in an amount not to exceed \$140,430,000 to assist in the refinancing of the Project and the refunding of the Prior Bonds; and

**WHEREAS**, the proceeds of such revenue bonds will be loaned to the Borrower under a loan agreement with the Authority, and the Company will guarantee the payments by the Borrower under such loan agreement; and

**WHEREAS**, final approval of the terms of such revenue bonds and certain documents relating to such refunding revenue bonds is now sought; and

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

**Section 1.** The Project constitutes a “project” and the Borrower is a “participating party” within the meaning of the California Pollution Control Financing Authority Act (the “Act”).

**Section 2.** Pursuant to the Act, revenue obligations of the Authority, designated as the “California Pollution Control Financing Authority Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2015A-1,” “California Pollution Control Financing Authority Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2015A-2,” and “California Pollution Control Financing Authority Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2015A-3” (collectively, the “Bonds”), or such alternate designation as may be approved by the Executive Director of the Authority, in an aggregate principal amount not to exceed \$140,430,000 are hereby authorized to be issued. The Bonds may be issued at one time, or from time to time, in one or more series separately or differently identified, and may be issued in a tax exempt or taxable mode, in accordance with the Indenture (as hereinafter defined) as finally executed. The proceeds of the Bonds shall be used to make a loan to the Borrower to refinance the Project and to pay a portion of the costs of issuance of the Bonds.

**Section 3.** The Treasurer of the State of California (the “Treasurer”) is hereby authorized to sell the Bonds, at one time or from time to time on or before December 31, 2015, by negotiated sale, at such price, at such interest rate or rates and in such mode (taxable or tax-exempt) as he may determine, such determination to be as set forth in the hereinafter referred to Purchase Agreement.

**Section 4.** The following documents:

- i. a Loan Agreement relating to the Bonds between the Authority and the Borrower (the “Loan Agreement”);
- ii. an Indenture relating to the Bonds (the “Indenture”), between the Authority and the trustee named in the Term Sheet (the “Trustee”);
- iii. a Guaranty Agreement by the Company in favor of the Trustee;
- iv. a bond purchase agreement relating to the Bonds among the Authority, the Treasurer of the State of California and the underwriter named in the Term Sheet (the “Underwriter”), and approved by the Borrower, (the “Purchase Agreement”); and
- v. the official statement relating to the Bonds (in the form of either the “Preliminary Official Statement” or the final “Official Statement”).

are hereby approved in substantially the forms on file with the Authority prior to this meeting, with such insertions, deletions or changes therein (including, without limitation, insertions, deletions or changes therein appropriate to reflect the form of credit enhancement for the Bonds) in substantial conformance with the Term Sheet as the officer(s) executing and/or delivering the same may require or approve, such approval to be conclusively evidenced by execution and delivery thereof in the case of the Loan Agreement, the Indenture, the Guaranty Agreement and the Purchase Agreement and by delivery thereof in the case of the Preliminary Official Statement or the Official Statement.

**Section 5.** The Authority understands and agrees that pursuant to the terms of the Loan Agreement the obligations of the Borrower may, under some circumstances, be carried out or assumed by a successor or assignee entity or by Affiliates of such Borrower. For purposes of this Resolution, an “Affiliate” of the Borrower means any person or entity which meets the definition of “Participating Party” in the Act and controls, is controlled by, or is under common control with, the Borrower, 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.

**Section 6.** The dates, maturity dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of each series of the Bonds shall be as provided in the Indenture, as finally executed.

**Section 7.** The Underwriter is hereby authorized to distribute the Preliminary Official Statement to persons who may be interested in the purchase of the Bonds. The Underwriter is hereby directed to deliver a copy of the final Official Statement to all actual purchasers of the Bonds.

**Section 8.** The Bonds shall be executed by the manual or facsimile signature of the Chairman or any Deputy to the Chairman and the seal of the Authority shall be affixed thereon (or a facsimile reproduced thereon) in the form set forth in and otherwise in accordance with the Indenture. The Bonds, when executed, shall be delivered to the Trustee under the Indenture for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Bonds by executing the Trustee’s certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Bonds, when duly executed and authenticated, to The

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Depository Trust Company, New York, New York, on behalf of the Underwriter in accordance with written instructions executed on behalf of the Authority, which instructions are hereby approved. Such instructions shall provide for the delivery of the Bonds to The Depository Trust Company, on behalf of the Underwriter thereof, upon payment of the purchase price thereof.

**Section 9.** The Authority hereby dedicates and confirms its allocation to the Bonds of \$1,995,000 of a portion of the 2012 State Ceiling on qualified private activity bonds as previously received from the California Debt Limit Allocation Committee and carried forward by the Authority to finance and/or refinance certain costs of the Project and to pay certain costs of issuance of the Bonds, so as to satisfy the requirements of Section 146(e) of the Internal Revenue Code of 1986, with respect to the Bonds.

**Section 10.** Each officer of the Authority, acting alone, is hereby authorized and directed to do any and all ministerial acts that the officer may deem necessary or advisable in order to consummate the issuance, sale, delivery or remarketing of the Bonds, and otherwise to effectuate the purposes of this Resolution and the Indenture, the Loan Agreement, the Guaranty Agreement, the Purchase Agreement and the Official Statement. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including, without limitation, any certifications and one or more tax certificates.

**Section 11.** The provisions of the resolution of the Authority entitled “Resolution of the California Pollution Control Financing Authority Delegating Certain Powers and Authorizing Certain Actions Related to Bond Financings” adopted by the Authority on January 21, 2014, apply to the documents and actions approved in this Resolution, and the provisions of such resolution are incorporated herein by reference.

**Section 12.** The Authority hereby approves and ratifies each and every action taken by its officers, agents, members and employees prior to the date hereof in furtherance of the purposes of this Resolution.

**Section 13.** This Resolution shall take effect immediately upon its passage. The adoption by the Authority of this Resolution for the Borrower shall not be referred to in any application before any government agency as evidence of the feasibility, practicality or suitability of the Project or in any application for any required permission or authority to construct or operate the Project.

**EXHIBIT A**

**TERM SHEET**

<b>Name of Issue</b>	California Pollution Control Financing Authority Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2015A-1, Series 2015A-2 and Series 2015A-3
<b>Amount of Issue</b>	Not to exceed \$140,430,000 (tax-exempt)
<b>Issuer</b>	California Pollution Control Financing Authority Sacramento, California
<b>Borrower</b>	Chemical Waste Management, Inc., a Delaware corporation, USA Waste of California, Inc., a Delaware corporation, Waste Management of California, Inc., a California corporation, Modesto Garbage Co., Inc., a California corporation, Waste Management Collection and Recycling, Inc. a California corporation, and G.I. Industries, a Utah corporation, and/or other affiliates of the Guarantor
<b>Guarantor</b>	Waste Management, Inc., a Delaware corporation
<b>Project</b>	Landfill facilities improvements (including land acquisition, buildings, improvements and equipment); solid waste processing and disposal facilities (including land, buildings, improvements and equipment); and acquisition of solid waste collection vehicles, carts, containers and bins, located in various locations as listed in <u>Exhibit I</u> .
<b>Underwriter</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated
<b>Trustee</b>	Deutsche Bank National Trust Company
<b>Bond Counsel</b>	Orrick, Herrington & Sutcliffe LLP
<b>Remarketing Agent</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated
<b>Maximum Bond Term</b>	Not to exceed 30 Years
<b>Type of Sale</b>	Negotiated Underwriting

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<b>Denominations</b>	\$5,000 or any integral multiple thereof
<b>Financing Structure</b>	Fixed rate, to be determined at time of sale based on market conditions. Convertible to other modes, including variable rate, after initial term.
<b>Maximum Interest Rate</b>	12%
<b>Letter of Credit</b>	None
<b>Other Credit Enhancement</b>	Guaranty from Waste Management, Inc.
<b>Anticipated Bond Rating</b>	S&P: "A-"
<b>Type of Financing</b>	solid waste disposal revenue bonds
<b>Prepared by:</b>	Lawrence Tonomura Bank of America Merrill Lynch (415) 627-3086

EXHIBIT I

**Project Site Locations  
(Series 2002B Bonds)**

District Name	Address
Sun Valley Hauling	9081 Tujunga Ave 1st Floor; Sun Valley, CA 91352
LA Metro Hauling - Compton	407 E El Segundo Blvd; Compton, CA 90222
LA Metro Hauling – Long Beach	1970 E 213 <sup>th</sup> Street; Long Beach, CA 90810
Santa Clarita Hauling/Blue Barrel	25772 Springbrook Rd.; Saugus, CA 91350
Inland Empire Hauling	800 South Temescal Street; Corona, CA 91719
Fresno Hauling	4333 E Jefferson; Fresno, CA 93725
El Sobrante Landfill	10910 Dawson Canyon Rd.; Corona, CA 91719
Kirby Canyon Landfill	910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037
Lodi Recycling	1333 E. Turner Rd.; Lodi, CA 95240
WM of Central Valley Kettleman	35251 Old Skyline Road; Kettleman City, CA 93239
Simi Valley Landfill	2801 Madera Road; Simi Valley, CA 93065
Altamont Landfill	10840 Altamont Pass Road; Livermore, CA 94550
USA Waste of San Jose	1675 Rogers Avenue; San Jose, CA 95112
Carson Transfer Station	321 W Francisco Street; Carson, CA 90745

**Projects Assets Financed  
(Series 2002B Bonds)**

Cell Construction / Liner System  
 Leachate / Gas Collection  
 Equipment (Trucks/Earthmoving)  
 Buildings  
 Land

**Project Site Locations  
(Series 2005A & 2005B Bonds)**

<b>District Name</b>	<b>Address</b>
Sac Val Disposal	6809 McComber Street; Sacramento, CA 95828
Stockton Scavenger	1240 Navy Drive; Stockton, CA 95206
Sun Valley Hauling	9081 Tujunga Ave 1st Floor; Sun Valley, CA 91352
Compton Hauling	407 E El Segundo Blvd; Compton, CA 90222
Carson Yard	1970 213 <sup>th</sup> Street E; Long Beach, CA 90810
Santa Clarita Hauling / Blue Barrel Disposal	25772 Springbrook Rd.; Saugus, CA 91350
Inland Empire Hauling	13793 Redwood Street; Chino, CA 91710
Fresno Hauling	4333 E Jefferson; Fresno, CA 93725
El Sobrante Landfill	10910 Dawson Canyon Rd.; Corona, CA 91719
Carson Transfer Station	321 Francisco Street; Carson, CA 90745
Azusa Landfill	1211 Gladstone Street W; Azusa, CA 91702
Coast Waste	5960 El Camino Real, Carlsbad, CA 92008
GI Industries	195 W. Los Angeles Ave.; Simi Valley, CA 93065
Hollister Disposal	1601 Lana Way; Hollister, CA 95023
Carmel Marina Corporation	840 Tioga Road; Sand City, CA 93955
Salinas Disposal Service, Inc.	11240 Commercial Parkway; Castroville, CA 95012
Anderson-Cottonwood Disposal	8592 Commercial Way; Redding, CA 96002
Corning Disposal	3852 Highway 99 West; Colusa, CA 95932
Nevada City Garbage Service	13083 Grass Valley Ave; Grass Valley, CA 95945
Alturas Disposal	335 North Main Street; Alturas, CA 96101
Paradise Solid Waste	951 American Way; Paradise, CA 95969
Modesto Disposal Service	2769 W Hatch Rd; Modesto, CA 95358
Central Valley Waste Services	1333 E Turner Rd; Lodi, CA 95240
Valley Waste Management	2658 Main Street N; Walnut Creek, CA

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	94597
Tri Cities RDF Landfill	7010 Auto Mall Parkway; Fremont, CA 94538
Kirby Canyon Landfill	910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037
Waste Transfer and Recycling	840 Mission Road S; Los Angeles, CA 90023
Health Sanitation Services	1850 Betteravia Road W; Santa Maria, CA 93455
Arklin Brothers	1200 City Ranch Road West; Palmdale, CA 93551
Sonoma Marin Hauling	3400 Standish Avenue; Santa Rosa, CA 95407
Napa Garbage Company	820 Levitin Way; Napa, CA 94559
Atascadero Hauling	7625 San Luis Avenue; Atascadero, CA 93422
Palo Alto Sanitation Co (PASCO)	2000 Geng Road; Palo Alto, CA 94303
McKittrick Waste Landfill	56533 Highway 58 West; McKittrick, CA 93251
California Asbestos Monofil Co.	4849 O'Byrnes Ferry Road; Copperopolis, CA 95228
Nu Way Live Oak Landfill	1211 Gladstone Street W; Azusa, CA 91702
Redwood Landfill	8950 Redwood Highway; Novato, CA 94945
Anderson Landfill	18703 Cambridge Road; Anderson, CA 96007
Guadalupe Rubbish Disposal Co	15999 Guadalupe Mines Road; San Jose, CA 95120
Green Valley Disposal Co.	573 University Avenue; Los Gatos, CA 95032
WM San Diego	1300 Wilson Avenue; National City, CA 91950
Orange County Transfer Station	16122 Construction Circle W; Irvine, CA 92606
Lodi Transfer Station	1333 E Turner Rd; Lodi, CA 95240
Lancaster Landfill	600 Avenue F East; Lancaster, CA 93535
Livermore Dublin Disposal	6175 Southfront Rd; Livermore, CA 94551
WM of Alameda County	172 98 <sup>th</sup> Avenue; Oakland, CA 94603
Davis Street Transfer Station	2615 Davis Street; San Leandro, CA 94577
Tri-Cities Waste Management	7010 Auto Mall Parkway; Fremont, CA 94538
WM of Central Valley – Kettleman City	35251 Old Skyline Road; Kettleman City, CA 93239
WM of the Desert USACA	41575 Eclectic Street; Palm Desert, CA

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	92260
Moreno Valley WMCR	17700 Indian Street; Moreno Valley, CA 92551
Bradley Landfill	9227 Tujunga Ave 1st Floor; Sun Valley, CA 91352
Lancaster Hauling	600 Avenue F East; Lancaster, CA 93535
Simi Valley Landfill & Recycling Center	2801 N. Madera Road; Simi Valley, CA 93065
WM Orange County – Santa Ana	1800 South Grand Avenue; Santa Ana, CA 92705
WM Orange County – Dewey’s	16122 Construction Circle E; Irvine, CA 92606
WM of the Desert	41575 Eclectic Street; Palm Desert, CA 92260
Hi-Desert	4878 Newton Road, Yucca Valley, CA 92284
WM San Gabriel	13940 Live Oak Avenue; Baldwin Park, CA 91706
North County	2141 Oceanside Boulevard; Oceanside, CA 92054
WM of Woodland	1324 Paddock Pl; Woodland, CA 95776
WM of Santa Clara County	715 Comstock Street; Santa Clara, CA 95054
Altamount Landfill	10840 Altamont Pass Road; Livermore, CA 94550
WM Santa Cruz	735 Beach Street West; Watsonville, CA 95076
Empire Waste Management	3400 Standish Avenue; Santa Rosa, CA 95407

**Projects Assets Financed  
(Series 2005A/2005B Bonds)**

Equipment - Containers  
 Equipment - Primary  
 Facility Improvements  
 Landfill  
 Leachate/Methane Gas  
 Land

**THE CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY**

**RESOLUTION NO. 12-141-03**

**A RESOLUTION DEDICATING FOR USE OF A PORTION OF THE 2012 STATE  
CEILING ON QUALIFIED PRIVATE ACTIVITY BONDS FOR AN  
EXEMPT FACILITY PROJECT**

**WHEREAS**, the California Pollution Control Financing Authority (“CPCFA”) has received an application (“Application”) from Waste Management, Inc. (“Project Sponsor”) for approval of the issuance of revenue bonds; and

**WHEREAS**, on May 19, 2015, CPCFA approved Final Resolution No. 543 (“Final Resolution”) authorizing the issuance of up to \$140,430,000 of its solid waste disposal revenue bonds (Waste Management, Inc. Project) Series 2015 (“Bonds”); and

**WHEREAS**, in seeking CPCFA approval of the Final Resolution, the Project Sponsor represented certain facts and information concerning the project to CPCFA which were relied upon by CPCFA in approving the Final Resolution; and

**WHEREAS**, the California Debt Limit Allocation Committee (“CDLAC”) has previously transferred to CPCFA a portion of the 2012 State Ceiling on Qualified Private Activity Bonds pursuant to Section 146 of the Internal Revenue Code of 1986, as amended, for use by CPCFA to issue bonds or other obligations in a manner consistent with CDLAC’s policies and procedures. Accordingly, capitalized terms not otherwise defined shall have the meanings ascribed to them in the “Regulations of the California Debt Limit Allocation Committee Implementing the Allocation of State Ceiling on Private Activity Bonds” (“CDLAC Regulations”); and

**WHEREAS**, it is appropriate for CPCFA to confirm the use of a portion of the 2012 State Ceiling on Qualified Private Activity Bonds allocated to CPCFA (“CPCFA Allocation”) to the issuance of the Bonds as set forth in the Final Resolution;

**NOW, THEREFORE**, CPCFA resolves as follows:

**Section 1.** CPCFA Allocation in the amount of \$1,995,000 is hereby dedicated to the issuance of the Bonds. The dedicated CPCFA Allocation may be used only by the Project Sponsor and only for the issuance of Bonds for the Project, as specifically described in Exhibit A, and consistent with the terms of the Final Resolution. All of the terms and conditions of Exhibit A, and the Final Resolution are incorporated herein as though set forth in full (this resolution, the Final Resolution and Exhibit A, collectively “Resolution”).

**Section 2.** The terms and conditions of this Resolution shall be incorporated in appropriate documents relating to the Bonds, and the Project Sponsor and all its respective successors and assignees, will be bound by such terms and conditions.

**Section 3.** Any modification to the Project made prior to the issuance of the Bonds must be reported to the Executive Director and shall require reconsideration by the CPCFA before the Allocation may be used for the Project.

**Section 4.** The CPCFA Allocation dedicated by this Resolution shall automatically revert to CPCFA unless the bonds for the Project have been issued by CPCFA by the close of business on **August 17, 2015**. In a case of extreme hardship, the Deputy Executive Director or the Executive Director may extend this date by up to thirty (30) business days.

**Section 5.** Within twenty-four (24) hours of issuing the Bonds, CPCFA shall notify CDLAC via the email or the fax number as provided in Section 5140 of the CDLAC Regulations that the Bonds have been issued. This notice shall identify the Project Sponsor, the project or program, the date and amount of the Bonds issued.

**Section 6.** Within fifteen (15) calendar days of the Bond closing, CPCFA or its counsel shall formally transmit to CDLAC information regarding the issuance of the Bonds by submitting the appropriate completed Report of Action Taken in a form prescribed by and made available by CDLAC.

**Section 7.** Any differences between the amount of Bonds issued and the amount of the CPCFA Allocation dedicated in Section 1 of this Resolution shall automatically revert to CPCFA. If at any time prior to the expiration date set forth in Section 4 hereof the Project Sponsor determines that part or all of the CPCFA Allocation dedicated in Section 1 of this Resolution will not be required by the Project by that date, the Project Sponsor shall promptly give notice to CPCFA.

**Section 8.** In consideration of the CPCFA Allocation dedicated in Section 1 of this resolution, the Project Sponsor shall comply with all of the terms and conditions contained in this Resolution and ensure that these terms and conditions are included in the documents related to the Bonds. Further, the Project Sponsor expressly agrees that the terms and conditions of this Resolution may be enforced by CDLAC or CPCFA through an action for specific performance or any other available remedy, provided however, that CDLAC and CPCFA agree not to take such action or enforce any such remedy that would be materially adverse to the interests of Bondholders. In addition, CPCFA shall ensure that the Bond documents, as appropriate, expressly provide that CDLAC is a third party beneficiary of the terms and conditions set forth in this Resolution.

**Section 9.** The Project Sponsor or its successor-in-interest shall provide certifications of compliance with the terms and conditions set forth in this Resolution when reasonably requested by CDLAC or CPCFA.

**Section 10.** This Resolution shall take effect immediately upon its adoption.

**RESOLUTION NO. 12-141-03**  
**(AN EXEMPT FACILITY PROJECT)**  
**EXHIBIT A**

1. Project Sponsor: Waste Management, Inc. and/or its affiliates
2. Application #: 693 and 767
3. Project User: Waste Management, Inc. and/or its affiliates
4. Project Name: Waste Management, Inc. Project
5. Locations: Various listed in Exhibit I
6. Credit Enhancement: Guaranty from Waste Management, Inc.
7. The Credit Enhancement at the time of issuance will be the same as represented in the application.
8. Amount of Allocation: \$1,995,000

EXHIBIT I

**Project Site Locations  
(Series 2002B Bonds)**

<b>District Name</b>	<b>Address</b>
Sun Valley Hauling	9081 Tujunga Ave 1st Floor; Sun Valley, CA 91352
LA Metro Hauling - Compton	407 E El Segundo Blvd; Compton, CA 90222
LA Metro Hauling – Long Beach	1970 E 213 <sup>th</sup> Street; Long Beach, CA 90810
Santa Clarita Hauling/Blue Barrel	25772 Springbrook Rd.; Saugus, CA 91350
Inland Empire Hauling	800 South Temescal Street; Corona, CA 91719
Fresno Hauling	4333 E Jefferson; Fresno, CA 93725
El Sobrante Landfill	10910 Dawson Canyon Rd.; Corona, CA 91719
Kirby Canyon Landfill	910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037
Lodi Recycling	1333 E. Turner Rd.; Lodi, CA 95240
WM of Central Valley Kettleman	35251 Old Skyline Road; Kettleman City, CA 93239
Simi Valley Landfill	2801 Madera Road; Simi Valley, CA 93065
Altamont Landfill	10840 Altamont Pass Road; Livermore, CA 94550
USA Waste of San Jose	1675 Rogers Avenue; San Jose, CA 95112
Carson Transfer Station	321 W Francisco Street; Carson, CA 90745

**Project Site Locations  
(Series 2005A & 2005B Bonds)**

<b>District Name</b>	<b>Address</b>
Sac Val Disposal	6809 McComber Street; Sacramento, CA 95828
Stockton Scavenger	1240 Navy Drive; Stockton, CA 95206
Sun Valley Hauling	9081 Tujunga Ave 1st Floor; Sun Valley, CA 91352
Compton Hauling	407 E El Segundo Blvd; Compton, CA 90222

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Carson Yard	1970 213 <sup>th</sup> Street E; Long Beach, CA 90810
Santa Clarita Hauling / Blue Barrel Disposal	25772 Springbrook Rd.; Saugus, CA 91350
Inland Empire Hauling	13793 Redwood Street; Chino, CA 91710
Fresno Hauling	4333 E Jefferson; Fresno, CA 93725
El Sobrante Landfill	10910 Dawson Canyon Rd.; Corona, CA 91719
Carson Transfer Station	321 Francisco Street; Carson, CA 90745
Azusa Landfill	1211 Gladstone Street W; Azusa, CA 91702
Coast Waste	5960 El Camino Real, Carlsbad, CA 92008
GI Industries	195 W. Los Angeles Ave.; Simi Valley, CA 93065
Hollister Disposal	1601 Lana Way; Hollister, CA 95023
Carmel Marina Corporation	840 Tioga Road; Sand City, CA 93955
Salinas Disposal Service, Inc.	11240 Commercial Parkway; Castroville, CA 95012
Anderson-Cottonwood Disposal	8592 Commercial Way; Redding, CA 96002
Corning Disposal	3852 Highway 99 West; Colusa, CA 95932
Nevada City Garbage Service	13083 Grass Valley Ave; Grass Valley, CA 95945
Alturas Disposal	335 North Main Street; Alturas, CA 96101
Paradise Solid Waste	951 American Way; Paradise, CA 95969
Modesto Disposal Service	2769 W Hatch Rd; Modesto, CA 95358
Central Valley Waste Services	1333 E Turner Rd; Lodi, CA 95240
Valley Waste Management	2658 Main Street N; Walnut Creek, CA 94597
Tri Cities RDF Landfill	7010 Auto Mall Parkway; Fremont, CA 94538
Kirby Canyon Landfill	910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037
Waste Transfer and Recycling	840 Mission Road S; Los Angeles, CA 90023
Health Sanitation Services	1850 Betteravia Road W; Santa Maria, CA 93455
Arklin Brothers	1200 City Ranch Road West; Palmdale, CA 93551
Sonoma Marin Hauling	3400 Standish Avenue; Santa Rosa, CA 95407

**Agenda Item 4.B.**

Napa Garbage Company	820 Levitin Way; Napa, CA 94559
Atascadero Hauling	7625 San Luis Avenue; Atascadero, CA 93422
Palo Alto Sanitation Co (PASCO)	2000 Geng Road; Palo Alto, CA 94303
McKittrick Waste Landfill	56533 Highway 58 West; McKittrick, CA 93251
California Asbestos Monofil Co.	4849 O'Byrnes Ferry Road; Copperopolis, CA 95228
Nu Way Live Oak Landfill	1211 Gladstone Street W; Azusa, CA 91702
Redwood Landfill	8950 Redwood Highway; Novato, CA 94945
Anderson Landfill	18703 Cambridge Road; Anderson, CA 96007
Guadalupe Rubbish Disposal Co	15999 Guadalupe Mines Road; San Jose, CA 95120
Green Valley Disposal Co.	573 University Avenue; Los Gatos, CA 95032
WM San Diego	1300 Wilson Avenue; National City, CA 91950
Orange County Transfer Station	16122 Construction Circle W; Irvine, CA 92606
Lodi Transfer Station	1333 E Turner Rd; Lodi, CA 95240
Lancaster Landfill	600 Avenue F East; Lancaster, CA 93535
Livermore Dublin Disposal	6175 Southfront Rd; Livermore, CA 94551
WM of Alameda County	172 98 <sup>th</sup> Avenue; Oakland, CA 94603
Davis Street Transfer Station	2615 Davis Street; San Leandro, CA 94577
Tri-Cities Waste Management	7010 Auto Mall Parkway; Fremont, CA 94538
WM of Central Valley – Kettleman City	35251 Old Skyline Road; Kettleman City, CA 93239
WM of the Desert USACA	41575 Eeclctic Street; Palm Desert, CA 92260
Moreno Valley WMCR	17700 Indian Street; Moreno Valley, CA 92551
Bradley Landfill	9227 Tujunga Ave 1st Floor; Sun Valley, CA 91352
Lancaster Hauling	600 Avenue F East; Lancaster, CA 93535
Simi Valley Landfill & Recycling Center	2801 N. Madera Road; Simi Valley, CA 93065
WM Orange County – Santa Ana	1800 South Grand Avenue; Santa Ana, CA 92705
WM Orange County – Dewey's	16122 Construction Circle E; Irvine, CA 92606

**Agenda Item 4.B.**

WM of the Desert	41575 Eclectic Street; Palm Desert, CA 92260
Hi-Desert	4878 Newton Road, Yucca Valley, CA 92284
WM San Gabriel	13940 Live Oak Avenue; Baldwin Park, CA 91706
North County	2141 Oceanside Boulevard; Oceanside, CA 92054
WM of Woodland	1324 Paddock Pl; Woodland, CA 95776
WM of Santa Clara County	715 Comstock Street; Santa Clara, CA 95054
Altamount Landfill	10840 Altamont Pass Road; Livermore, CA 94550
WM Santa Cruz	735 Beach Street West; Watsonville, CA 95076
Empire Waste Management	3400 Standish Avenue; Santa Rosa, CA 95407