

CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: October 20, 2015
Request for Final Resolution and
Request for Tax-Exempt Bond Allocation Approval

Prepared by: *Andrea Gonzalez*

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| Applicant: Waste Management, Inc. and/or its Affiliates | Final Resolution Amount Requested: \$126,000,000 |
| | Allocation Amount Requested: \$ 2,500,000 |
| | Application No.: 529 and 767 |
| Project Locations: Various locations in California | Final Resolution No.: 545 |

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 \$126,000,000 in tax-exempt bonds to refinance \$75,000,000 California Pollution Control Financing Authority Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) Series 2005C Bonds (the “2005C Bonds”) together with \$48,500,000 California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2002A (the “2002A Bonds”). The Company also requests Volume Cap Allocation for an amount not to exceed \$2,500,000 to finance a portion of the costs of issuance relating to the refinancing.

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”.

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 that are currently outstanding are listed below.

| Description | Date of Bond Issue | Original Amount | Amount Outstanding as of 10/01/2015 |
|--|---------------------------|------------------------|--|
| 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 2002A | 1/15/2002 | \$48,500,000 | \$48,500,000 |

Agenda Item 4.D.

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| 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 2005C | 11/08/2005 | \$75,000,000 | \$75,000,000 |
| Waste Management, Inc. Project, Series 2015A-1/ A-2/ A-3 | 7/01/2015 | \$140,430,000 | \$140,430,000 |
| TOTALS: | | <u>\$355,350,000</u> | <u>\$355,350,000</u> |

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

On January 15, 2002, CPCFA issued the Series 2002A Bonds in the amount of \$48,500,000. The Series 2002A Bonds financed and refinanced the development and construction of landfills, recycling facilities, transfer stations and operation maintenance facilities throughout the state.

On November 8, 2005 CPCFA issued the Series 2005C Bonds in the amount of \$75,000,000. The 2005C Bonds financed landfill projects, equipment purchases, construction projects and 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 requests approval of a Final Resolution to refinance the outstanding Series 2002A Bonds and 2005C Bonds in the aggregate amount of \$123,500,000. The total amount requested is \$126,000,000 of which \$2,500,000 will be used solely to pay the redemption premiums for certain refunded bonds and to pay a portion of the refunding costs of issuance.

TEFRA. The TEFRA hearing was held on [October 15, 2015]. There were no comments received in support of or in opposition to this Project.

Fees. The Company has paid an application fee of \$5,000 and will pay an administrative fee of \$247,000 at closing.

Financing Details. The Company anticipates issuance of negotiated tax-exempt, term rate bonds with a maturity not to exceed 25 years for the refinancing of the Series 2002A Bond and the Series 2005C Bonds. Bond proceeds will be loaned to the Company, and payment on the bonds will be secured by a corporate guaranty from Waste Management Holdings, Inc., a wholly-owned subsidiary of the Company. The Company anticipates that the bonds will receive a rating of "A-" from Standard and Poor's Rating Agency. The target settlement date for financing is November 10, 2015.

Financing Team.

Underwriter: Bank of America Merrill Lynch
Bond Counsel: Orrick, Herrington & Sutcliffe LLP
Issuer's Counsel: Office of the Attorney General

Staff Recommendation. Staff recommends approval of Final Resolution No. 545 for Waste Management, Inc. and/or its affiliates for an amount not to exceed \$126,000,000 and Volume Cap Allocation Resolution No. 12-141-04 for an amount not to exceed \$2,500,000.

**FINAL BOND RESOLUTION OF THE
CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
RELATING TO THE REFINANCING FOR WASTE MANAGEMENT, INC.,
AND/OR ITS AFFILIATES**

October 20, 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 “Borrower”), 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 Borrower, all as more particularly described in Application Nos. 529 and 767 of the Borrower 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 Variable Rate Demand Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2002A in the aggregate principal amount of \$48,500,000, all of which remains Outstanding;
2. California Pollution Control Financing Authority Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) Series 2005C in the aggregate principal amount of \$75,000,000, all of which remains Outstanding; and

WHEREAS, the Borrower now wishes 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 \$126,000,000 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 Waste Management Holdings, Inc., a Delaware corporation, as guarantor (the “Guarantor”), 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 2015B-1,” and “California Pollution Control Financing Authority Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2015B-2” (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 \$126,000,000 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 Guarantor 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 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 \$2,500,000 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

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| <i>Name of Issue</i> | California Pollution Control Financing Authority Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) Series 2015B-1 and Series 2015B-2 |
| <i>Amount of Issue</i> | Not to exceed \$126,000,000 (tax-exempt) |
| <i>Issuer</i> | California Pollution Control Financing Authority Sacramento, California |
| <i>Borrower</i> | Waste Management, Inc., a Delaware corporation |
| <i>Guarantor</i> | Waste Management Holdings, Inc., a Delaware corporation |
| <i>Project</i> | Landfill facilities improvements (including buildings, improvements and equipment); solid waste processing and disposal facilities (including 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> . |
| <i>Underwriter</i> | Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| <i>Trustee</i> | Deutsche Bank National Trust Company |
| <i>Bond Counsel</i> | Orrick, Herrington & Sutcliffe LLP |
| <i>Remarketing Agent</i> | Merrill Lynch, Pierce, Fenner & Smith Incorporated |
| <i>Maximum Bond Term</i> | Not to exceed 25 Years |
| <i>Type of Sale</i> | Negotiated Underwriting |
| <i>Denominations</i> | \$5,000 or any integral multiple thereof |
| <i>Financing Structure</i> | Fixed rate, to be determined at time of sale based on market conditions. Convertible to other modes, including variable rate, after initial term. |
| <i>Maximum Interest Rate</i> | 12% |

Agenda Item 4.D.

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| <i>Letter of Credit</i> | None |
| <i>Other Credit Enhancement</i> | N/A |
| <i>Anticipated Bond Rating</i> | S&P: "A-" |
| <i>Type of Financing</i> | solid waste disposal revenue bonds |
| <i>Prepared by:</i> | Lawrence Tonomura Bank of America Merrill Lynch |

EXHIBIT I

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

| District Name | Address |
|-------------------------------|--|
| Davis Street Transfer Station | 2615 Davis Street; San Leandro, CA 94577 |
| Tri Cities Hauling | 7010 Auto Mall Parkway; Fremont, CA 94538 |
| Bradley Landfill | 9227 Tujunga Ave 1st Floor; Sun Valley, CA 91352 |
| Altamont Landfill | 10840 Altamont Pass Road; Livermore, CA 94550 |
| Irvine Hauling | 16122 Construction Circle E; Irvine, CA 92606 |
| WM of Alameda County | 172 98 th Avenue, Oakland, CA 94603 |
| Simi Valley Landfill | 2801 Madeira Road; Simi Vally, CA 93065 |
| Lancaster Landfill | 600 Avenue F East; Lancaster, CA 93535 |
| Kirby Canyon Landfill | 910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037 |

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

Cell Construction & Liner System
Equipment
Buildings

**Project Site Locations
(Series 2005C Bonds)**

| District Name | Address |
|--|--|
| 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 |
| Santa Clarita Hauling / Blue Barrel Disposal | 25772 Springbrook Rd.; Saugus, CA 91350 |
| 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 |
| Salinas Disposal Service, Inc. | 11240 Commercial Parkway; Castroville, CA 95012 |
| Anderson-Cottonwood Disposal | 8592 Commercial Way; Redding, CA 96002 |
| Nevada City Garbage Service | 13083 Grass Valley Ave; Grass Valley, CA 95945 |
| 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 |
| Tri Cities RDF Landfill | 7010 Auto Mall Parkway; Fremont, CA 94538 |
| Kirby Canyon Landfill | 910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037 |
| Health Sanitation Services | 1850 Betteravia Road W; Santa Maria, CA 93455 |
| Palmdale Landfill | 1200 City Ranch Road West; Palmdale, CA 93551 |
| Napa Garbage Company | 820 Levitin Way; Napa, CA 94559 |
| Atascadero Hauling | 7625 San Luis Avenue; Atascadero, CA 93422 |
| 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 |
| Lancaster Landfill | 600 Avenue F East; Lancaster, CA 93535 |
| Davis Street Transfer Station | 2615 Davis Street; San Leandro, CA 94577 |
| WM of Central Valley – Kettleman City | 35251 Old Skyline Road; Kettleman City, CA 93239 |
| 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 – Dewey’s | 16122 Construction Circle E; Irvine, CA 92606 |
| North County | 2141 Oceanside Boulevard; Oceanside, CA 92054 |
| WM of Woodland | 1324 Paddock Pl; Woodland, CA 95776 |
| Altamont Landfill | 10840 Altamont Pass Road; Livermore, CA 94550 |
| WM Santa Cruz | 735 Beach Street West; Watsonville, CA 95076 |

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| North Valley Disposal | 2569 Scott Avenue, Chico, CA 95928 |
| BDC Big Disposal | 766 Ayon Avenue South, Azusa, CA 91702 |
| Fort Bragg Disposal | 219 Pudding Creek Road, Fort Bragg, CA 95437 |
| Cal Sierra Disposal | 14959 Camage Avenue, Standard, CA 95370 |
| Cal Sierra Transfer Station | 19309 Industrial Drive, Sonora, CA 95370 |

**Projects Assets Financed
(Series 2005C Bonds)**

Equipment – Containers
Equipment – Primary
Equipment - Vehicles
Site Improvements
Landfill & Capping
Leachate & Methane Gas

THE CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY

RESOLUTION NO. 12-141-04

**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 October 20, 2015, CPCFA approved Final Resolution No. 545 (“Final Resolution”) authorizing the issuance of up to \$126,000,000 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 \$2,500,000 is hereby dedicated to the issuance of the Bonds. The dedicated CPCFA Allocation may be used only by the Project Sponsor to pay the costs of issuance of the Bonds and to pay the redemption premium for certain bonds that will be refunded by the Bonds, 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 **December 31, 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. 12-141-04
(AN EXEMPT FACILITY PROJECT)
EXHIBIT A

1. Project Sponsor: Waste Management, Inc. and/or its affiliates
2. Application #: 529 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. Guarantor: Waste Management Holdings, Inc., a Delaware corporation
7. Amount of Allocation: \$2,500,000

EXHIBIT I

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

| District Name | Address |
|-------------------------------|--|
| Davis Street Transfer Station | 2615 Davis Street; San Leandro, CA 94577 |
| Tri Cities Hauling | 7010 Auto Mall Parkway; Fremont, CA 94538 |
| Bradley Landfill | 9227 Tujunga Ave 1st Floor; Sun Valley, CA 91352 |
| Altamont Landfill | 10840 Altamont Pass Road; Livermore, CA 94550 |
| Irvine Hauling | 16122 Construction Circle E; Irvine, CA 92606 |
| WM of Alameda County | 172 98 th Avenue, Oakland, CA 94603 |
| Simi Valley Landfill | 2801 Madeira Road; Simi Vally, CA 93065 |
| Lancaster Landfill | 600 Avenue F East; Lancaster, CA 93535 |
| Kirby Canyon Landfill | 910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037 |

**Project Site Locations
(Series 2005C Bonds)**

| District Name | Address |
|--|--|
| 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 |
| Santa Clarita Hauling / Blue Barrel Disposal | 25772 Springbrook Rd.; Saugus, CA 91350 |
| 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 |
| Salinas Disposal Service, Inc. | 11240 Commercial Parkway; Castroville, CA 95012 |
| Anderson-Cottonwood Disposal | 8592 Commercial Way; Redding, CA 96002 |
| Nevada City Garbage Service | 13083 Grass Valley Ave; Grass Valley, CA 95945 |
| 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 |
| Tri Cities RDF Landfill | 7010 Auto Mall Parkway; Fremont, CA 94538 |
| Kirby Canyon Landfill | 910 Coyote Creek Golf Dr.; Morgan Hill, CA 95037 |
| Health Sanitation Services | 1850 Betteravia Road W; Santa Maria, CA 93455 |
| Palmdale Landfill | 1200 City Ranch Road West; Palmdale, CA 93551 |
| Napa Garbage Company | 820 Levitin Way; Napa, CA 94559 |
| Atascadero Hauling | 7625 San Luis Avenue; Atascadero, CA 93422 |
| 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 |
| Lancaster Landfill | 600 Avenue F East; Lancaster, CA 93535 |
| Davis Street Transfer Station | 2615 Davis Street; San Leandro, CA 94577 |
| WM of Central Valley – Kettleman City | 35251 Old Skyline Road; Kettleman City, CA 93239 |
| 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 – Dewey’s | 16122 Construction Circle E; Irvine, CA 92606 |
| North County | 2141 Oceanside Boulevard; Oceanside, CA 92054 |
| WM of Woodland | 1324 Paddock Pl; Woodland, CA 95776 |
| Altamont Landfill | 10840 Altamont Pass Road; Livermore, CA 94550 |
| WM Santa Cruz | 735 Beach Street West; Watsonville, CA 95076 |

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| North Valley Disposal | 2569 Scott Avenue, Chico, CA 95928 |
| BDC Big Disposal | 766 Ayon Avenue South, Azusa, CA 91702 |
| Fort Bragg Disposal | 219 Pudding Creek Road, Fort Bragg, CA 95437 |
| Cal Sierra Disposal | 14959 Camage Avenue, Standard, CA 95370 |
| Cal Sierra Transfer Station | 19309 Industrial Drive, Sonora, CA 95370 |