

CERTIFICATE OF THE EXECUTIVE DIRECTOR
Sacramento, California

I, Reneé Webster-Hawkins, Executive Director of the California Pollution Control Financing Authority, hereby certify that the foregoing is a full, true and correct copy of a **RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS TO FINANCE SOLID WASTE DISPOSAL FACILITIES** for the Viridis Fuels, LLC AND/OR ITS AFFILIATES Project approved by me on July 17, 2018, and that I have the requisite right, power and authority to approve this resolution as delegated by the Authority in RESOLUTION OF THE CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY DELEGATING TO THE EXECUTIVE DIRECTOR THE AUTHORITY TO APPROVE INITIAL RESOLUTIONS RELATED TO BOND FINANCINGS adopted on January 23, 2018.


This resolution of intent expires July 17, 2021.

IN WITNESS WHEREOF, I have executed this certificate and affixed the seal of the California Pollution Control Financing Authority hereto.

(seal)



July 17, 2018


Reneé Webster-Hawkins
Executive Director

**AMENDMENT OF
RESOLUTION OF OFFICIAL INTENT TO ISSUE BONDS TO
FINANCE SOLID WASTE DISPOSAL FACILITIES FOR
VIRIDIS FUELS, LLC AND/OR ITS AFFILIATES**

July 17, 2018

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, at the request of Viridis Fuels, LLC, a Delaware limited liability company (the “Applicant”) and/or its Affiliates (collectively, the “Company”), the Authority adopted its Initial Resolution No. 16-18 on December 13, 2016 (the “Initial Resolution”) in the amount of not to exceed \$24,165,000 to assist in financing the acquisition, construction and/or equipping of facilities for the collection and processing of solid waste described as the “Project” in the Initial Resolution; and

WHEREAS, the Company has submitted an amendment to its application to the Authority and has requested the Authority to amend the Initial Resolution in order to increase its dollar amount to reflect Project cost increases and to update the address of the Project location;

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 \$38,000,000 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. All references in the Initial Resolution to the dollar amount thereof shall be changed from “\$24,165,000” to “\$38,000,000.”

Section 3. Exhibit A to the Initial Resolution is replaced by the attached Exhibit A.

Section 4. Except as set forth in Sections 2 and 3, all of the provisions of the Initial Resolution shall remain in full force and effect and are hereby ratified and confirmed. This Amendment shall take effect upon its adoption.

Section 5. The Executive Director of the Authority is authorized under Authority Resolution No. 18-01-022 to approve this amendment to the Initial Resolution.

EXHIBIT A

NUMBER: 16-18

LOCATION: 2500 Engineer Road
Oakland, CA 94607

TYPE: Solid Waste Disposal

AMOUNT: Up to \$38,000,000