

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: July 19, 2022**

Request to Approve a Final Resolution Authorizing the Issuance of Tax-Exempt Revenue Notes for New Money and Refunding Purposes and a Request to Approve a Resolution for Small Business Assistance Fund (SBAF) Costs of Issuance Assistance

Prepared by: Deanna Hamelin and Solomita Malko

Applicant:	Atlas Disposal Industries, LLC, and/or its affiliates
Project Location:	City of Sacramento (Sacramento County)
Total Final Resolution Amount Requested:	\$15,595,000
New Money Amount Requested:	\$6,125,000
Refunding Amount Requested:	\$9,470,000
SBAF Resolution Amount Requested:	\$183,000
Application No.:	954(SB)
Final Resolution No.:	22-01-617
Prior Actions:	IR approved on 4/15/2022

Summary: Atlas Disposal Industries, LLC, and/or its affiliates (the “Borrower”) requests approval of a Final Resolution for a total amount not to exceed \$15,595,000 in tax-exempt notes, of which \$9,470,000 will be used to refund the Series 2018 Notes (the “Prior Notes”) previously issued by the California Pollution Control Financing Authority (the “Authority”). The Borrower is also requesting the approval of a Small Business Assistance Fund (SBAF) Resolution in the amount of \$183,000. The new money amount of \$6,125,000 will be used to purchase new solid waste equipment including bins and containers, State Air Resources Board (CARB) compliant waste collection vehicles, construction and expansion of a maintenance and storage building to house waste collection vehicles and containers, and an electric vehicle (EV) charging station to accommodate future EV-powered trucks (the “Project”).

Borrower: The Borrower and its affiliates are in the business of collecting, processing and disposal of solid waste, recyclables, and organic material. Atlas Disposal Industries, LLC, was organized in Utah on March 24, 1998, and is a small business and employs approximately 155 employees.

The principal stockholders of the Borrower are as follows:

Atlas Capital Group	69.45%
Anytime Disposal LLC	3.85%
Dave Sikich	15.63%
Nick Sikich	3.04%
Other Individuals	<u>8.03%</u>
Total:	<u>100.00%</u>

The members of Atlas Capital Group are as follows:

Dell Loy Hansen	81.42%
Randy Hansen	4.46%
Paul Willie	4.09%
Jeff Kunkel	3.82%
Nine Other Individuals	<u>6.21%</u>
Total:	<u>100.00%</u>

The principal stockholders of Anytime Disposal, LLC, are as follows:

Dan Haywood	30.58%
Mark Haywood	30.58%
David Theis	29.92%
Marsha Theis	7.13%
Rachel Lynch	<u>1.79%</u>
Total:	<u>100.00%</u>

Legal Status Questionnaire: The Authority staff has reviewed the Borrower’s responses to the questions contained in the Legal Status Questionnaire portion of the Application. The Borrower stated that it had nothing to disclose regarding any legal, regulatory, or investigative action that would materially impact the financial viability of the project or applicant or that involved fraud, corruption, or health and safety issues.

Tax Equity and Fiscal Responsibility Act (TEFRA): There were two TEFRA hearings held for this Project, on June 10, 2022, and July 18, 2022, respectively. The second TEFRA hearing was held due to an update in the project description and location. There were no comments received in support of or in opposition to this Project at either hearing.

Fees: The Borrower has paid an application fee of \$3,062.50 and will pay an administrative fee up to \$28,127.50 at closing.

SBAF Eligibility: The SBAF, established in Section 8041 of Division 11 of Title 4 of the California Code Regulations, is funded by fees collected from large- business borrowers with more than 500 employees to help offset the costs of issuance for small businesses that participate in the program. CPCFA determines SBAF eligibility based on the definition in Section 8020(l) of Division 11 of Title 4 of the California Code of Regulations as meeting the requirements of the Federal Small Business Administration

Table of Size Standards or any small-business borrowers employing no more than 500 employees.

The Borrower has 155 total employees, meeting the eligibility requirements as a small business with fewer than 500 employees.

SBAF Assistance: CPCFA determines the SBAF assistance subsidy on a sliding scale based on the par amount. CPCFA staff have determined the Borrower meets the small business requirements with a new money amount of \$6,125,000 that is eligible for SBAF assistance in an amount not to exceed \$183,000.

Prior Financings: Prior financings of the Borrower and its affiliates are listed below.

Description	Date of Note Issue	Original Amount	Amount Outstanding as of July 1, 2022
Atlas Disposal Industries, LLC	10/3/2018	\$9,470,000	\$9,470,000
TOTALS:		<u>\$9,470,000</u>	<u>\$9,470,000</u>

Project Description: Note proceeds will be used to purchase equipment for the collection, processing, transfer, and recycling of solid waste, including CARB compliant solid waste collection vehicles, bins, and containers, construction and expansion of a maintenance and storage building to house collection vehicles and containers, and construction of an EV charging station to accommodate future EV-powered trucks. The waste collection vehicles will be housed or located at the project locations at 8545, 8547 and/or 8565 Unsworth Avenue in Sacramento County.

The anticipated project costs are listed below:

Project and Issuance Costs	To Be Paid from Note Proceeds
Acquisition and Installation of New Equipment	\$5,417,500
Construction and Expansion of a Storage/Maintenance Building	\$585,000
Bond Issuance Expenses	<u>\$122,500</u>
Subtotal Project Costs:	\$6,125,000
Refinancing of Series 2018 Notes	<u>\$9,470,000</u>
Total	<u>\$15,595,000</u>

Note: The Project costs reported in the Borrower's application and shown here in the Authority's staff report are estimated costs and subject to change, the ultimate amounts and dates can be affected by legal, market, and other factors. At the time this financing closes, the estimated Project costs will be finalized and stated in the Tax Certificate. In addition, those costs may vary after closing due also to increased costs, as well as design and equipment modifications during construction, differences in equipment due

to future changes in statutes and regulations, or for other reasons. However, the Borrower confirms, through the submission of a signed application and will confirm through covenants and representations in various note documents, that all assets purchased with note proceeds will qualify for tax-exempt financing, they will be used to complete the Project as described, and the average life tests required by federal law and described in the Tax Certificate will continue to be met. Tax-exempt financing may be only one source out of multiple sources of financing for a given project.

Anticipated Project Timeline: The project has been initiated, and all proceeds are expected to be expended by June 2024.

California Debt Limit Allocation Committee (CDLAC) Volume Cap Allocation: The Authority has applied on the Borrower's behalf to CDLAC for an exempt facility allocation in an amount not to exceed \$6,125,000 to be considered at its July 20, 2022, meeting.

Local Government: The Borrower received a letter of support from Doug Sloan, Waste Management and Recycling Director of Sacramento County. (see Attachment A).

Pollution Control and/or Environmental Benefits: The Borrower represents that the Project will generate the pollution control and environmental benefits described below:

- **Air Quality** – The Borrower states, “The majority of the project involves the purchase of CNG-fueled waste collection trucks. The use of CNG as a fuel will eliminate particulate matter as compared to the operation of other fossil fuels. In addition, based upon CARB’s decision to eliminate the use of CNG vehicles in favor of electric vehicles a portion of the funds will be used to construct an EV charging station.”
- **Water Quality** – The Borrower states, “The use of CNG as a fuel will minimize the particulate matter generated and consequently will minimize surface water contamination that generally finds its way into the Sacramento River and area ground water.”
- **Energy Efficiency** – The Borrower states, “The use of CNG vehicles helps reduce dependence upon other fossil fuels and has a lower carbon footprint.”
- **Consumer Cost Savings** – The Borrower states, “Cost of capital is an integral part of the Project Sponsor’s rate structure, and this financing will allow the Project Sponsor to minimize future rate increases.”
- **Other Public Benefits** – The Borrower states, “The use of CNG fueled vehicles will assist our County in reducing its carbon footprint as CNG has a lower carbon footprint as compared to other fossil fuels. The addition of an EV Charging Station will facilitate the use of electric vehicles in response to CARB mandates.”

- **Safety and Compliance** – The Borrower states, “The Project Sponsor has always been in compliance with all State and Federal regulations. The Project also specifically addresses the concern of the Sacramento Metropolitan Air Quality Management District in its efforts to reduce air pollution.”

Permitting and Environmental Approvals: The Borrower has provided a signed letter from Dave Sikich, President, articulating that the Project is consistent with its existing zoning and permit requirements. The Borrower represents that the Project neither requires a new California Environmental Quality Act (Division 13 (commencing with Section 21000) of the Public Resources Code) process nor does it require any additional discretionary permits.

Financing Details: The Borrower anticipates a direct bank purchase of negotiated tax-exempt notes with Comerica Bank, which is a Qualified Institutional Buyer (QIB) as defined in SEC Rule 144A under the Securities Act of 1933, in minimum denominations of \$250,000 or any integral multiple of \$1.00 in excess thereof.

CPCFA Bond and Note Issuance Guidelines require that, for direct bank purchases of unrated debt, if the notes are transferred in part, the notes must be purchased by a bank in minimum denominations of \$250,000 or any integral multiple of \$5,000 above this amount and be held by no more than five QIBs at any given time. The Borrower requested an integral multiple of \$1.00. The \$1.00 as the integral multiple allows greater flexibility for redemptions and transfers among banking group members if additional banks enter the group (there will not be more than five QIBs at any given time). Denominations above \$250,000 are in penny increments for efficient amortization. The target date for financing is anticipated to be on August 17, 2022.

For state law purposes, the notes will be delivered (“drawn down”) incrementally. For federal tax law purposes, since at least \$250,000 of the notes will be delivered on the initial closing date, the entire \$15,595,000 will be deemed issued at closing and will receive the full amount of volume cap allocation dedicated to the notes. The Borrower has advised the Authority this structure will provide significant cost savings to the Borrower.

Financing Team.

Municipal Advisor to the Borrower:	Piper, Sandler & Company
Note Counsel:	Orrick, Herrington, & Sutcliffe
Issuer’s Counsel:	Office of the Attorney General
Direct Bank Purchaser:	Comerica Bank
Trustee:	The Bank of New York Mellon Trust Company, N.A.

Staff Recommendation. Staff recommends the approval of Final Resolution No. 22-01-617 in a total amount not to exceed \$15,595,000 and a SBAF Resolution No. 22-01-

002 in an amount not to exceed \$183,000 for Atlas Disposal Industries, LLC, and/or its affiliates.

Note: Any information related to the borrower, including any data or analysis related to the borrower's financial condition or ability to repay the financing, described in this staff report was prepared solely for members of the CPCFA Board and to satisfy certain provisions of Division 27 of the Health and Safety Code § 44500 - 44563. Prospective investors should not rely on information in this staff report and must read the entire Preliminary Official Statement to obtain information essential to the making of an informed investment decision.

Attachment A

**Ann Edwards
County Executive**



County of Sacramento

**Michael Penrose,
Interim Deputy County
Executive
Community Services Agency**

**Waste Management and
Recycling
Doug Sloan - Director**

April 15, 2022

Ms. Nancee Robles
Interim Executive Director
California Debt Limit Allocation Committee
915 Capitol Mall, Room 311
Sacramento, CA 95814

Re: California Debt Limit Allocation Committee, Exempt Facility Approvals, Atlas Disposal Industries, LLC Project

Dear Ms. Robles:

I write on behalf of the County of Sacramento in support of Atlas Disposal Industries, LLC ("Atlas") and its proposed project as it relates to the acquisition of CNG collection vehicles and containers to be located in Sacramento, California. I understand that the California Debt Limit Allocation Committee ("CDLAC") will be considering approval of Atlas's request of an Allocation of the State Ceiling of Qualified Private Activity bonds for an Exempt Facility Project at its California Debt Limit Allocation Committee meeting on July 19, 2022.

My staff and I have worked with the management of Atlas Disposal Industries, LLC over the last few years and we have been informed that they are ready for final approval of the financing. I understand that in order to receive approval for the issuance of tax-exempt bonds, on whose lower interest rates the "project" economics have been based, that CDLAC must grant part of the State's allocation for "private activity" bonds as defined by the federal government to the Project.

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April 15, 2022
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We and Atlas Disposal Industries, LLC agree that the implementation of this project is a cost-effective addition to our overall program, taking into account cost, technology and expected waste diversion.

On behalf of the County of Sacramento, I would appreciate it if you would approve the Atlas Disposal Industries, LLC Project at your next meeting.

Thank you.

Sincerely,



Doug Sloan, Director

cc. Dave Sikich, Atlas Disposal

**FINAL RESOLUTION OF THE
CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
AUTHORIZING THE ISSUANCE OF REVENUE NOTES
FOR THE SOLID WASTE DISPOSAL/RECYCLING FACILITIES AND EQUIPMENT
OF ATLAS DISPOSAL INDUSTRIES, LLC, AND/OR ITS AFFILIATES**

July 19, 2022

WHEREAS, the California Pollution Control Financing Authority (the “Authority”) has received the application of Atlas Disposal Industries, LLC, a Utah limited liability company (the “Borrower”) for financial assistance to finance and/or refinance a portion of the costs of and expenses related to the acquisition, construction, installation and/or equipping of compressed natural gas powered waste collection vehicles, an electric vehicle charging station, a building used for storage and maintenance of waste collection containers and vehicles, and/or other equipment used for the collection, transportation, processing or disposal of solid waste to be located in Sacramento County; all as more particularly described in the Term Sheet attached hereto as Exhibit A and incorporated herein (the “Term Sheet”) (collectively, the “New Project”); and

WHEREAS, the Authority previously issued its California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (Atlas Disposal Industries, LLC Project) Series 2018 (the “Prior Notes”); and

WHEREAS, the Borrower now wishes to refund the Prior Notes; which were used to finance or refinance the acquisition, construction, renovation, and/or installation of various solid waste disposal facilities and related vehicles and equipment for the processing and disposal of solid waste, as more particularly described in the Term Sheet (the “Prior Project,” and together with the New Project, the “Project”); and

WHEREAS, the Borrower has requested the Authority to issue its revenue notes from time to time in an amount not to exceed \$15,595,000 to assist in the financing or refinancing of the Project and the refunding of the Prior Notes; and

WHEREAS, the Authority has applied for an allocation to finance or refinance certain costs of the New Project and to pay certain costs of issuance of such revenue notes in the aggregate amount of \$6,125,000 from the California Debt Limit Allocation Committee (“CDLAC”) (the “Allocation”); and

WHEREAS, the Borrower has requested that such revenue notes be delivered in installments as described in the hereinafter referred indenture; and

WHEREAS, the proceeds of such revenue notes will be loaned to the Borrower under the hereinafter referred loan agreement with the Authority; and

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

WHEREAS, the Borrower has provided documentation to the Authority demonstrating that the New Project has complied with the California Environmental Quality Act (Division 13 (commencing with Section 21000) of the Public Resources Code), or is not a project under that division;

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 (Division 27 (commencing with Section 44500) of the Health and Safety Code) (the “Act”).

Section 2. Pursuant to the Act, revenue obligations of the Authority, designated as the “California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (Atlas Disposal Industries, LLC Project)” (the “Notes”), or such alternate designation as may be approved by the Executive Director or Deputy Executive Director of the Authority, in an aggregate principal amount not to exceed \$15,595,000, are hereby authorized to be issued. The Notes may be issued at one time, or from time to time, in one or more series or sub-series separately or differently identified, and may be issued in a tax-exempt or taxable mode, all in accordance with the Indenture (as hereinafter defined) as finally executed. The proceeds of the Notes shall be used to make a loan to the Borrower to finance and/or refinance the Project (including without limitation, reimbursing the Borrower for qualifying costs incurred for the New Project prior to the issuance of the Notes) and to pay certain costs of issuance of the Notes. The Notes may be issued as a single issue for federal tax purposes with delivery of the Notes against proceeds in periodic installments under a draw down mechanism.

Section 3. The Treasurer of the State of California (the “Treasurer”) is hereby authorized to sell the Notes, at one time or from time to time on or before December 31, 2022, by negotiated sale, at such price and at such interest rate or rates as the Treasurer may determine, such determination to be as set forth in the hereinafter referred to Purchase Contract. Delivery of the Notes at such times pursuant to documents approved in Section 4 hereof, is hereby approved.

Section 4. The following documents:

- (i) a loan agreement relating to the Notes (the “Loan Agreement”) between the Authority and the Borrower;
- (ii) an indenture relating to the Notes (the “Indenture”) between the Authority and the trustee named in the Term Sheet (the “Trustee”); and
- (iii) a note purchase contract relating to the Notes (the “Purchase Contract”) among the Authority, the Treasurer, as agent for sale, and the purchaser

named in the Term Sheet, as purchaser (the "Purchaser"), and as approved by the Borrower;

are hereby approved in substantially the forms on file with the Authority prior to this meeting, with such insertions, deletions or changes therein 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.

Section 5. Any modification to the Project made prior to the issuance of the Notes shall be reported to the Executive Director of the Authority, and such modification shall be subject to further approval by the Authority.

Section 6. Any material changes to the note sale structure prior to the issuance of the Bonds or Notes are subject to further approval by the Authority.

Section 7. 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 an Affiliate of the 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 8. 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 the Notes shall be as provided in the Indenture, as finally executed.

Section 9. The Notes shall be executed by the manual or facsimile signature of the Chair or any Deputy to the Chair 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 Notes, 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 Notes by executing the Trustee's certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Notes, when duly executed and authenticated, to the Purchaser 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 Notes to the Purchaser upon payment of the purchase price thereof.

Section 10. The Authority hereby dedicates and confirms the Allocation to the Notes of \$6,125,000 from the Allocation to be received from CDLAC, if approved, to finance or refinance certain costs of the Project and to pay certain costs of issuance of the Notes, so as to satisfy the requirements of Section 146(e) of the Internal Revenue

Code of 1986, with respect to the Notes. The Allocation shall automatically revert to CDLAC unless the Authority has executed Notes on behalf of the Borrower within one hundred eighty (180) days of the transfer of the Allocation. The Executive Director of CDLAC may approve an extension of up to ninety (90) days, which approval shall not be unreasonably withheld. This extension will result in a forfeiture of the Project's performance deposit to the extent that the performance deposit has not been previously forfeited. The Authority shall return any unused Allocation to CDLAC.

Section 11. 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 or delivery of the Notes, and otherwise to effectuate the purposes of this Resolution and the Indenture, the Loan Agreement and the Purchase Contract. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including without limitation, any certifications, including, a tax certificate.

Section 12. 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," Resolution No. 21-01-001, adopted by the Authority on January 19, 2021, (the "Delegation Resolution") apply to the documents and actions approved in this Resolution, and the provisions of Resolution No. 21-01-001 are incorporated herein by reference. This Section 12 shall be deemed to refer to and incorporate any resolution of a similar nature adopted hereafter by the Authority that replaces or supersedes the Delegation Resolution.

Section 13. The provisions of the Initial Resolution No. 22-02, approved by the Executive Director of the Authority, on behalf of the Authority, on April 15, 2022, pursuant to the Executive Director's delegation authority, apply to the documents and actions approved in this Resolution, and the provisions of such resolution are incorporated herein by reference.

Section 14. The Certification of Compliance II or equivalent form must be submitted by the Borrower to the Authority by February 1 annually, until the project's Certificate of Completion has been submitted to the Authority, as provided in the Loan Agreement. These forms may be found at this website location: <http://www.treasurer.ca.gov/cdlac>. Failure to demonstrate compliance may result in the disqualification from future allocations of the State Ceiling on Qualified Private Activity Bonds.

Section 15. The Loan Agreement, Indenture and Purchase Contract expressly provide that CDLAC is a third-party beneficiary of the terms and conditions set forth in CDLAC's Resolution. Once the Notes are executed and delivered, the terms and conditions set forth in CDLAC's Resolution shall be enforceable by CDLAC through an action for specific performance or any other available remedy.

Section 16. 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 17. This Resolution shall take effect immediately upon its passage. The adoption by the Authority of this final 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

Name of Issue: California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (Atlas Disposal Industries, LLC Project) Series 2022 (the “Notes”)

Maximum Amount of Issue: \$15,595,000 (tax-exempt)

Issuer: California Pollution Control Financing Authority (the “Authority”), Sacramento, CA

Borrower: Atlas Disposal Industries, LLC

Trustee: The Bank of New York Mellon Trust Company, N.A.

Underwriter: Not applicable

Purchaser: Comerica Bank

Note Counsel: Orrick, Herrington & Sutcliffe LLP, San Francisco, CA

Remarketing Agent: Not applicable

Project: The New Project consists of the financing and/or refinancing of a portion of the costs and expenses related to the acquisition, construction, installation and/or equipping of compressed natural gas-powered waste collection vehicles, an electric vehicle charging station, a building used for storage and maintenance of waste collection containers and vehicles, and/or other equipment used for the collection, transportation, processing or disposal of solid waste throughout Sacramento County, California, and to be housed or located at 8545 Unsworth Avenue, Sacramento, CA 95828, 8547 Unsworth Avenue, Sacramento, CA 95828 and/or 8565 Unsworth Avenue, Sacramento, CA 95828;

and payment of associated costs of the financing.

The Project also consists of the refunding of a prior series of the Authority's revenue bonds issued on behalf of the Company in 2018 (the "Prior Notes"). The Prior Notes were issued to (1) finance and/or refinance the construction, improvement, and/or installation of a maintenance facility, with related equipment and infrastructure located at 8550 Fruitridge Road, Sacramento, CA 95826; (b) the acquisition of compressed natural gas-powered waste collection vehicles and/or other equipment used for the collection, transportation, processing or disposal of solid waste throughout Sacramento County, California, and housed at 3000 Power Inn Road, Sacramento, CA 95826 or 8550 Fruitridge Road, Sacramento, CA 95826; and (c) the acquisition of containers for the handling and disposal of solid waste to be located at the sites of the Company's customers throughout Sacramento County, California, and (2) refund a prior series of the Authority's revenue bonds issued on behalf of the Company in 1999, which bonds were issued to finance similar costs as described in the prior clause (1), at 3000 Power Inn Road, Sacramento, CA 95826.

Maximum Note Term:	Not to exceed 30 years
Type of Sale:	Negotiated sale; direct purchase by Purchaser
Description of Minimum Denominations:	Initially \$250,000 and any integral multiple of \$1.00 above that amount
Financing Structure:	Index interest rate notes; convertible to term interest rate, or weekly variable rate with tender option pursuant to the Indenture; transferable by Purchaser to either an affiliate of the Purchaser or, upon delivery of

a purchaser letter, a “Qualified Institutional Buyer”, as defined in Rule 144A of the Securities Act of 1933, as amended

Maximum Interest Rate:	Lesser of 12% or the maximum rate permitted by law
Letter of Credit:	Not applicable
Other Credit Enhancement:	Not applicable
Anticipated Note Rating:	Unrated
Type of Financing:	Solid waste disposal revenue notes
Prepared by:	Joel A. Nielsen (925) 472-8746

**RESOLUTION OF THE CALIFORNIA
POLLUTION CONTROL FINANCING AUTHORITY
RELATING TO ASSISTANCE FROM THE SMALL
BUSINESS ASSISTANCE FUND FOR
ATLAS DISPOSAL INDUSTRIES, LLC AND/OR ITS AFFILIATES**

July 19, 2022

WHEREAS, the California Pollution Control Financing Authority (the “Authority”) has reviewed the application of Atlas Disposal Industries, LLC (the “Borrower”) for financial assistance to finance and/or refinance the acquisition, construction, rehabilitation, renovation, installation, improvement and equipping of solid waste disposal facilities and equipment (including without limitation reimbursing to the Borrower certain costs incurred for the Project as described in Application No. 954(SB) of the Borrower (the “Project”) and has adopted its Resolution No. 22-01-617 (the “Final Resolution”) authorizing the issuance of revenue notes to provide such financial assistance; and

WHEREAS, the Authority has established the Small Business Assistance Fund (the “Fund”) to assist small businesses to obtain pollution control financing through the issuance of tax-exempt revenue notes (the “Notes”); and

WHEREAS, the Authority has received and accepted an application from the Borrower for assistance from the Fund; and

WHEREAS, authorization of assistance from the Fund is now sought;

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

Section 1. The Borrower (as defined in the Final Resolution) is a “Small Business” as classified pursuant to Title 13 Code of Federal Regulations, Part 121, Subpart A (1-1-94 edition) or it has 500 employees or less, and is otherwise eligible for assistance from the Fund.

Section 2. The Project constitutes a “project” within the meaning of the California Pollution Control Financing Authority Act.

Section 3. The Authority hereby authorizes and approves up to \$183,000 of assistance from the Fund to the Borrower to be used for payment of certain costs of issuance of the Notes. The actual amount of assistance shall be determined by the Executive Director of the Authority based upon the final terms of the sale of the Notes.

Section 4. The Executive Director of the Authority is hereby authorized and directed, acting alone, to do any and all ministerial acts and to execute and deliver a contract for financial assistance with the Borrower in conformance with the terms of this resolution, which he or she may deem necessary or advisable in order to provide the assistance from the Fund and otherwise to effect the purposes of this resolution.

Section 5. This resolution shall take effect immediately upon adoption hereof. 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.