

**RESOLUTION NO. .**

**BOARD OF SUPERVISORS, COUNTY OF SAN MATEO, STATE OF CALIFORNIA**

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**RECOMMENDATION TO APPROVE A PLAN OF FINANCE AND ADOPT A RESOLUTION FOR THE ISSUANCE OF CALIFORNIA MUNICIPAL FINANCE AUTHORITY SOLID WASTE DISPOSAL REVENUE BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$703,700,000 FOR THE PURPOSE OF FINANCING AND REFINANCING THE ACQUISITION, CONSTRUCTION, INSTALLATION, REHABILITATION, IMPROVEMENT AND/OR EQUIPPING OF SOLID WASTE DISPOSAL FACILITIES BY REPUBLIC SERVICES, INC. AND CERTAIN AFFILIATES THEREOF, AND CERTAIN OTHER MATTERS RELATING THERETO**

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**RESOLVED**, by the Board of Supervisors of the County of San Mateo, State of California, that

**WHEREAS**, Republic Services, Inc., a corporation duly organized and existing under the laws of the State of Delaware, and/or affiliates thereof (collectively, the “Borrower”), has requested that the California Municipal Finance Authority (the “Authority”) issue exempt facility bonds for qualified solid waste disposal facility projects pursuant to section 142(a)(6) of the Internal Revenue Code of 1986 (the “Code”) in one or more series from time to time in an aggregate principal amount not to exceed \$703,700,000 (the “Bonds”); and

**WHEREAS**, a portion of the proceeds of the Bonds, in a principal amount not expected to exceed \$91,600,000, will be used to finance and/or refinance certain capital projects located in the territorial limits of the County of San Mateo (the “County”) at the following locations and currently owned and/or operated by the following affiliates of Republic Services, Inc.: (i) Allied Waste Services of Daly City, 1680 Edgeworth Ave, Daly City, CA 94015, owned and/or operated by Allied Waste Services of North

America, LLC (up to \$21,800,000 of Bonds, including up to \$5,000,000 of new money Bonds), and (ii) Ox Mountain Landfill, 12310 San Mateo Rd (Hwy 92), Half Moon Bay, CA 94019, owned and/or operated by Browning-Ferris Industries of California, Inc. (up to \$69,800,000 of Bonds, including up to \$60,400,000 of new money Bonds); and

**WHEREAS**, the projects to be financed and/or refinanced at such locations (collectively, the “Project”) include: (a) improvements to existing landfill facilities, including construction of new disposal cells and liners within currently permitted acreage, (b) additions and improvements to the leachate collection and treatment system, including leachate trenching, (c) additions and improvements to the methane gas systems, (d) installation of new liners for intermittent and final closure of completed sections of the landfill facilities, (e) site improvements, (f) acquisition of equipment to be used at the landfill facilities, and (g) acquisition of other equipment and assets necessary to support the foregoing improvements and to place them into service; and

**WHEREAS**, pursuant to Section 147(f) of Code, the issuance of the Bonds by the Authority must be approved by an “applicable elected representative” of the governmental unit in which the Project is situated; and

**WHEREAS**, the Board of Supervisors of the County (the “Board”) is the elected legislative body of the County and is an “applicable elected representative” for purposes of approving the issuance of the Bonds under Section 147(f) of the Code; and

**WHEREAS**, the Authority has requested that the Board approve the issuance of the Bonds by the Authority in order to satisfy the public approval requirement of Section 147(f) of the Code and the requirements of Section 4 of the Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority, dated as of

January 1, 2004 (the “Agreement”), among certain local agencies, including the County;  
and

**WHEREAS**, the Authority has advised that the Bonds may be issued pursuant to a “plan of finance” and that, for purposes of this resolution, the plan of finance consists of a general plan of the Authority and the Borrower to monitor capital markets and the capital needs of the Borrower within the County and, if market conditions warrant, issue one or more additional series of Bonds in an aggregate principal amount not to exceed \$703,700,000 to finance and/or refinance the Project within the three-year period commencing on the date of the issuance of the first series of Bonds pursuant to this resolution; and

**WHEREAS**, the Bonds may also finance and/or refinance projects of the Borrower located outside of the County but any such projects outside of the County would be required to be approved by the applicable elected representatives of the governmental units in which such projects are situated, pursuant to Section 147(f) of the Code; and

**WHEREAS**, there has been published, at least seven days prior to the date hereof, in a newspaper of general circulation within the County, a notice that a public hearing regarding the Bonds would be held on the date therein; and

**WHEREAS**, pursuant to Section 147(f) of the Code and Section 6586.5 of the Government Code of the State of California, the Board has, following notice duly given, held a public hearing regarding the Project and the plan of finance for the issuance of the Bonds, and now desires to approve the Project and the plan of finance for the issuance of the Bonds by the Authority; and

**WHEREAS**, it is in the public interest and for significant public benefit that the Board approve the issuance of the Bonds by the Authority for the aforesaid purposes.

**NOW, THEREFORE, BE IT RESOLVED**, BY THE BOARD OF SUPERVISORS OF THE COUNTY OF SAN MATEO AS FOLLOWS:

Section 1. The foregoing recitals are true and correct.

Section 2. The Board hereby approves the plan of finance for the issuance of the Bonds by the Authority. It is the purpose and intent of the Board that this resolution constitute approval of the issuance of the Bonds by the Authority, for the purposes of (a) Section 147(f) of the Code by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Project is located, in accordance with said Section 147(f) and (b) Section 4 of the Agreement.

Section 3. The approval by the County of the plan of finance is neither an approval of the underlying credit issues of the proposed Project nor an approval of the financial structure of the Bonds. Neither the County, its officers, officials nor any department thereof shall have any responsibility or liability whatsoever with respect to the Bonds or the Project.

Section 4. The issuance of the Bonds shall be subject to approval of the Authority of all financing documents relating thereto to which the Authority is a party. The Bonds shall not constitute a debt or obligation of the County, and the County shall have no responsibility or liability whatsoever with respect to repayment or administration of the Bonds.

Section 5. The adoption of this resolution shall not obligate the County or any department thereof to (i) provide any financing with respect to the Project; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary with respect to the Project; (iii) make any contribution or advance any funds whatsoever to the Authority or the Borrower; or (iv) take any further action with respect to the Authority or its membership therein.

Section 6. This resolution shall take effect immediately upon its adoption.

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