

RESOLUTION NO. 73651

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAN JOSE
APPROVING A REVENUE BOND FINANCING TO BE ISSUED BY THE
CALIFORNIA MUNICIPAL FINANCE AUTHORITY TO BENEFIT ALLIED
WASTE NORTH AMERICA, INC.**

WHEREAS, Allied Waste North America, Inc., or an affiliate thereof (the “Company”), has requested that the California Municipal Finance Authority (the “Authority”) adopt a plan of finance to issue bonds in one or more series in an aggregate principal amount not to exceed \$250,000,000 (the “Bonds”) for the purpose of, among other things, financing, in an amount not expected to exceed \$28,100,000, the following projects (collectively, the “Projects”) to be owned and/or operated by the Company in the City of San Jose (the “City”): improvements to existing landfill facilities, including (i) construction of new disposal cells and liners within currently permitted acreage, (ii) additions and improvements to the leachate collection and treatment system, including leachate trenching, (iii) additions and improvements to the methane gas systems, (iv) installation of new liners for intermittent and final closure of completed sections of the landfill facilities, (v) site improvements, (vi) acquisition of equipment to be used at the landfill facilities, and (vii) acquisition of other equipment and assets necessary to support the foregoing improvements and to place them in to service, all to be located at the Newby Island Landfill, 1601 Dixon Landing Road, Building One, San José, California 95035; and

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the “Code”), and Section 4 of the Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority dated as of January 1, 2004 (the “Agreement”), the issuance of the Bonds by the Authority must be approved by the City; and

WHEREAS, the Authority has requested that the City Council of the City (the “City”) approve the plan of finance for the issuance of the Bonds by the Authority in order to satisfy such legal requirements; and

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

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF SAN JOSE AS FOLLOWS:

Section 1. All of the above recitals are true and correct and this City Council hereby so finds and determines.

Section 2. The City hereby approves the Projects and the plan of finance for the issuance of the Bonds by the Authority. It is the purpose and intent of the City that this Resolution constitute approval of the Projects and the plan of finance for the issuance of the Bonds 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 Projects are to be located, in accordance with said Section 147(f), and (b) Section 4 of the Agreement.

Section 3. The City hereby specifically finds that the actions authorized hereby regarding the financing of the Projects will result in demonstrable savings in effective interest rate, bond preparation, bond underwriting, or bond issuance costs to produce significant public benefits.

Section 4. The issuance of the Bonds shall be subject to the approval of the Authority of all financing documents relating thereto to which the Authority is a party. The City shall have no responsibility or liability whatsoever with respect to the Bonds.

Section 5. The adoption of this Resolution shall not obligate the City, including any related enforcement agency or any department of the City to (i) provide any financing to acquire or construct the Projects or any refinancing of the Projects; (ii) approve any application or request for or take any other action in connection with any planning approval, permit or other action necessary for the construction, acquisition, rehabilitation or operation of the Projects; (iii) make any contribution or advance any funds whatsoever to the Authority; or (iv) take any further action with respect to the Authority or its membership therein.

Section 6. The officers of the City are hereby authorized, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this Resolution and the financing transaction approved hereby.

Section 7. This Resolution shall take effect from and after its adoption.

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ADOPTED this 13th day of February, 2007, by the following vote:

AYES: CAMPOS, CHIRCO, CORTESE, LICCARDO, NGUYEN,
PYLE, WILLIAMS; REED

NOES: NONE

ABSENT: CONSTANT

DISQUALIFIED: NONE

VACANT: DISTRICT 4, DISTRICT 6

CHUCK REED
Mayor

ATTEST:

LEE PRICE, MMC
City Clerk

CITY CLERK'S CERTIFICATE

I, Lee Price, City Clerk of the City of San José, hereby certify as follows:

The foregoing is a full, true and correct copy of a resolution duly adopted at a regular meeting of the City Council of said City duly, regularly and legally held at the San José City Hall, 200 E. Santa Clara Street, San José, California, on February 13, 2007 and entered into the minutes thereof, of which meeting all of said members of the Council had due notice and at which a quorum thereof were present.

At said meeting said resolution was adopted by the following vote:

Ayes: Campos, Chirco, Cortese, Liccardo, Nguyen, Pyle, Williams; Reed

Noes: None

Absent: Constant

Disqualified: None

Vacant: District 4, District 6

An agenda of said meeting was posted at least 72 hours before said meeting at 200 E. Santa Clara Street, San José, California, a location freely accessible to members of the public, and a brief general description of said resolution appeared on said agenda.

I have carefully compared the foregoing with the original synopsis of said meeting on file and of record in my office. Said original resolution has not been amended, modified or rescinded since the date of its adoption, and the same is now in full force and effect.

Dated: February 14, 2007.

City Clerk of the City of San José, California