

**RESOLUTION NO. 74078**

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

**WHEREAS**, Waste Management, 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 \$225,000,000 (the “Bonds”) for the purpose of, among other things, financing, in an amount not expected to exceed \$23,470,000, the following projects (collectively, the “Projects”) to be owned and/or operated by the Company in the City of San Jose (the “City”): (a) improvements to existing collection (hauling) and transfer station facilities, including (i) acquisition of solid waste disposal trucks and support vehicles, (ii) acquisition of solid waste disposal containers and related equipment, (iii) acquisition of solid waste sorting and processing equipment, (iv) site improvements, and (v) acquisition of other equipment and assets necessary to support the foregoing improvements and place them into service; and (b) 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; and

**WHEREAS**, the Projects are to be located at the following City locations:

- (a) Kirby Canyon Landfill, 910 Coyote Creek Golf Drive, San Jose (\$12,660,000);
- (b) Guadalupe Rubbish Disposal Co, 15999 Guadalupe Mines Road, San Jose (\$10,810,000); 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 Council”) 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, the City Council has, following notice duly given, held a public hearing regarding the plan of finance for the issuance of the Bonds, and now desires to approve 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. The City Council 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 Council that this Resolution constitute approval of the Project 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 Project is to be located, in accordance with said Section 147(f), and (b) Section 4 of the Agreement.

Section 2. The City 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 3. The officers of the City are hereby authorized and directed, 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 4. This Resolution shall take effect immediately upon its adoption.

ADOPTED this 30<sup>th</sup> day of October, 2007, by the following vote:

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| AYES:         | CAMPOS, CHIRCO, CHU, CONSTANT, CORTESE,<br>LICCARDO, NGUYEN, OLIVERIO, PYLE, WILLIAMS;<br>REED |
| NOES:         | NONE   |
| ABSENT:       | NONE   |
| DISQUALIFIED: | NONE   |

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CHUCK REED  
Mayor

ATTEST:

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LEE PRICE, MMC  
City Clerk