

**EXHIBIT 5:
TRANSITION PLAN**

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Transition Plan

Overview

CWS will provide and include the following Residential Recycling (RR) services to the City of Oakland as specified by our contract:

Single Family

- Weekly RR single stream recyclable material collection and processing
- Weekly RR used motor oil, oil filter and household batteries collection, handling and processing

Multi-family

- Weekly RR single stream recyclable material collection and processing
- Weekly RR used motor oil, oil filter and household batteries collection, handling and processing

Commercial

- Non-exclusive single stream recyclable materials collection and processing

City Facilities

- Single stream recyclable materials collection and processing

The CWS Transition Manager will oversee and manage all work related to the transition, establish quality accountability mechanisms, and work closely with the City through formal, informal and scheduled meetings and other communication.

During transition multiple aspects of collection will be addressed including: operations, customer service, worker health and safety, work quality, staffing, skills, vehicles and equipment. Continuous service improvements will be identified and made. Baseline data, including service needs will be measured and used to guide development of and complement a comprehensive public education and outreach program. It is anticipated that this data-driven approach will more effectively encourage greater recycling and solid waste diversion.

The CWS Transition Manager will work closely with City and WM colleagues to establish accountability throughout the transition effort. Regularly scheduled and less formal check-in meetings will be held with designated City staff. A schedule for conference calls and meetings with City staff will be mutually determined prior to and following the start of the franchise.

The CWS Transition Manager plans, coordinates, monitors, directs and reports about transition tasks in concert with other appropriate CWS staff, including review of transition reports to ensure professional quality and consistency prior to final submission to the City. An established format for transition reports will be uniformly applied and agreed upon by the City early in the Transition effort.

Public Education and Outreach Services

During the 2015 transition and start-up period, California Waste Solutions (CWS) will design,

produce and deliver public education and outreach materials and campaigns aimed at informing customers of the new program and promoting proper recycling behavior.

CWS will promote the Zero Waste Program and deliver related communications and education through a variety of media that may include printed materials, electronic communications such as web and social media, and participation in public events.

CWS's Zero Waste program-related promotional communications and literature distribution will be performed collaboratively with Waste Management of Alameda County (WM) and the City through the co-branding initiative that was part of the commitment made by both companies as a component of the Oakland City Council's approval of the waste franchises compromise.

CWS will work with the City to review and update as needed the overall transition plan. CWS anticipates regular meetings with both City and WMAC, together and separately, to assure a smooth and complete transition of residential recycling customers to CWS from WMAC's eastern areas of the City. These meetings will include discussion about routing, property access (keys and openers), ancillary services, and collection route driver collaboration.

Basic Community Outreach about Zero Waste Program Recycling

The community outreach plan will be implemented and led by CWS Customer Service Manager. This outreach will include:

- Education about the correct materials to place into the Residential Recycling Container
- Purpose and correct use of recycling containers
- Correct use and proper placement of used motor oil and filters
- Correct use and proper placement of house-hold batteries
- Options for changing container type, size, quantity and placement location

Transitional Program Co-branding

As approved by the Oakland City Council, CWS and Waste Management of Alameda County (WM) are co-branding the franchise services in Oakland. This co-branding will include the City of Oakland under the overall umbrella of the Oakland Recycles Program. As city sign-off is required for public education materials and public communications, CWS will participate with WM and City of Oakland staff in determining the look and content of co-branded messages and their delivery mechanisms.

This co-branding visually portrays both companies (CWS and WMAC) and the city as one team on certain publicly distributed materials, cart labels, and other Oakland program-focused collateral.

Outreach before the Transition

During the transition period and beyond, CWS and WM (The Team) will collaborate and present as a co-branded team in overall program-related informational materials and public events.

CWS anticipates participating in public events together with WM and City staff. The Team will identify and document a list of opportunities to participate in public events at which the Oakland Recycles program and proper recycling can be promoted.

Independently, CWS will review and expand its current list of and establish contact with key community groups and other local organizations during the transitional period. Direct contact will be made and meetings held with these organizations to assist in disseminating program information and assist with promoting appropriate recycling behavior in multiple languages.

CWS has begun transition outreach to some SFD and MFD customers, and commercial outreach is being planned.

Operations Plan

For coordinating all SFD, MFD and City Facility programs, CWS anticipates participating in City led and contractor led meetings among City colleagues, City consultants, and WMAC where we will discuss and share information about routing, containers, services, and outreach programs that ensures a smooth transition and start of the Zero Waste program.

Route Development and Implementation

CWS began surveying and developing routing for the Zero Waste Program in 2012. After receiving their contracts, CWS and WM began meeting collaboratively in November 2014 to coordinate and facilitate West and East routing and are preserving same-day-collection for SFD routes. These discussions addressed the number of SFD and MFD routes, set-outs and containers.

CWS routing analysis and design is integrating practical field experience and specialized software applications to ascertain the most efficient collection vehicle movements. Routes are being carefully designed to optimize time, personal safety, and responsiveness to customer needs.

Routing is being done using RouteSmart and Map Infopro (MIP) software that features MIP's leading geospatial technologies. Aspects of collection routing, including coordinating residential collection days and optimizing multiple days of service for different types of customers, will be balanced. An independent firm, ContainerPros, was engaged to audit these routes, evaluate collection efficiencies and provide data on route performance. Potential refinements that were identified are under consideration.

Work on the eastern Oakland routing began in March 2015 and followed our completion of re-routing the established CWS service areas in the central and western parts of Oakland. Routing of CWS' newly awarded areas of Oakland was completed and tested before the transition.

Collections Transition

CWS is expanding its recycling collection services for Single-Family Dwellings (SFD) and Multi-family Dwellings (MFD) into the eastern part of Oakland, adopting the areas previously served by WMAC. Additionally, CWS is adding the new Zero Waste collection service for used household batteries. As customers adjust their cart and bin service needs, CWS will refine its collection routes. CWS collects MFD properties using SFD, RE and FEL collection trucks. CWS has and will continue coordinating with the City and WMAC to assure a smooth and disruption-free transition of services and addition of new services. CWS is working closely with WMAC to coordinate the collection routes and nuances about the service area and customers so that the service transition is as seamless as possible.

Implementing SFD Programs

Single-family dwelling (SFD) programs provide the basic services and commodity recycling inside the gray recycling cart and for used motor oil and filters. The new service adds household battery recycling services by CWS. The transition plan is designed to minimize service disruption and possible misunderstanding by customers. CWS will deliver 64-gallon recycling carts for SFD units as default container, and will help customers downsize to 32-gallon or 20-gallon carts or upsize to 96-gallon carts depending on volume and customer usage.

Implementing MFD Programs

Multi-family dwelling (MFD) programs provide the basic services and commodity recycling inside the gray recycling cart and for used motor oil and filters. The new service adds household battery recycling services by CWS. The anticipated change at MFD properties will be the expansion of the number of recycling containers, due to ZeroWaste program promotion and StopWaste.Org recycling enforcement. Through engagement with customers, MFD property owners and management, CWS will ensure proper recycling levels of services exist. Another significant change is the advent of fees for removing and returning carts and bins from their storage location. Container selection factors will include container quantity, type, size and placement.

CWS has met and continues meeting with MFD property owners and managers, and is exploring collaboration with the East Bay Rental Housing Association (EBRHA) to identify and reach property managers and building owners through an organization with which they are familiar. Program outreach through EBRHA will address members and non-member Oakland building owners/managers. Services provided by CWS to MFD and SFD units may include program promotions, and contamination prevention guidance through in-person meetings; presentations to membership at meetings and events; and advertising and articles published appearing in the EBRHA magazine, on their website and in periodic member and non-member mailings.

CWS has agreed to participate with WM in its contract with Cascadia to conduct direct outreach to building operators to ensure their knowledge of new program requirements; assist with the most efficient recycling receptacle setups; and collaborate on identifying opportunities for resident education, such as onsite signage, notices, and other collateral.

Implementing City Facilities Services

For City Facility customers CWS will work with the City to identify and serve City Facilities with recycling services. We will also coordinate with the Oakland enterprise Civicorps to assure a transition of recycling services to CWS so that City Facilities receive non-charge services and coverage and avoid double servicing. CWS already serves a number of City Facilities and anticipates a smooth transition and customer expansion. Working with City Facilities' managers we will refine and provide the best container sizes for the facility and use.

Implementing Required Commercial Recycling Collection Services

Per RR Contract Section 11.02 Required Commercial Recycling Services, CWS will make Commercial Non-Exclusive Recycling Collection Service available for Commercial entities that are unable to obtain recycling services in the Commercial recycling open market in a cost effective manner.

Container Distribution and Replacement

SFD carts and MFD carts and bins will be replaced as the contract requires. An adequate proportional number that are being ordered and stored locally will be labeled with City approved decals and/or signage. B In compliance with a City directive, CWS will re-label all recycling carts in Oakland. CWS and WM jointly developed a program to apply co-branded decals to containers and distribute an Oakland Recycles Program Brochure to residential customers prior to the July 1, 2015 new program start date.

To both prevent and reduce any service disruption, CWS can help property managers and residents determine appropriate container quantity, type, size, and location. Through outreach efforts during site visits, CWS will analyze volumes and activity levels to ensure right sized containers and services.

Facility Operations

CWS will employ its successful Scrapware brand scale system software to track inbound recyclables and routing into the MRF and is upgrading to PCScales/Tower software so that route statistics are reported and recoded, including:

- Inbound and outbound weight tickets
- Materials and grade types
- Truck route and/or destination information

As part of the transition plan, CWS will add to its data bases new collection areas. These software systems will capture and process data to provide monthly, quarterly and annual reports.

Equipment

Vehicle Maintenance

To prepare for this transition four CWS mechanics have received factory Cummins and McNeilus training for CNG fueled truck maintenance, and two have been certified. CWS shop facilities are being readied with the appropriate employee and environmental protections equipment to service our CNG fleet. Maintenance support continues to be available locally by our core truck vendors: Coast Counties Peterbilt, McNeilus, Cummins, and Ford.

Containers

CWS will provide all customers with the appropriate size and type of collection container for recyclable materials. CWS and WM have agreed that at new program start-up, CWS will use existing and in-place WM SFD carts and MFD bins that are in acceptable working condition. CWS will use the WMAC containers as long it desires and then return the WMAC containers to WMAC when CWS is finished use and has exchanged WMAC containers for replacement CWS containers. As described in the CWS Public Education Transition Plan, CWS will provide appropriate, coordinated, and approved decaling, along with WM, on all SFD carts. These decals and labeling will clearly communicate:

- Service provider
- Contact information
- Proper content to be placed into the container
- Container identification number

Container Selection and Delivery

Customers are offered a variety of recycling cart sizes in addition to the default size recycling cart of 64 gallons. The variety of sizes of carts and bins are promoted on the CWS website and described by CWS customer service representatives (CSR's). Cart and bin delivery is done daily and includes new containers, additional containers, exchange of size and type of container, and removal of container. The mobility of containers is achieved primarily by our cart and bin route and secondarily by supervisors and/or collection trucks.

Carts

As part of CWS' transition plan WM will lend CWS its existing carts and bins in the new East Oakland service area. During the first operational year of the contract CWS is required to replace 20% of carts citywide and thereafter up to 3% annually. Beyond these numbers, carts and bins will be replaced as necessary to ensure structural integrity and serviceability.

As new CWS carts are distributed, single-family and multi-family residences will receive 64-gallon roll-out recycling carts with 20-, 32-, and 96-gallon cart options. These new carts carry a ten-year warrantee.

These carts will have gray bodies and lids and are designed for maximum strength and durability. Signage on each will identify it as part of the City of Oakland's recycling program, with Oakland program logos and identification in-mold stamped for durability on the container lid.

The cart manufacturer ensures production and delivery timelines and personnel training. CWS will work with the manufacturer to engage an Oakland-based subcontractor for cart delivery. The initial order will be adequate to distribute containers throughout Oakland as needed, and create a three-month replacement inventory.

CWS will continue providing ongoing cart maintenance services to repair and replace carts as required. Drivers are trained to identify containers that require repair and/or need to be replaced. Residents may request replacement carts once per year for single-family residences and twice per year for multi-family.

Dumpsters, Boxes, and Bins

Multi-family customers at buildings with a high level of demand, businesses, government buildings, commercial customers, and others requiring larger-sized recycling disposal containers will use existing plastic and metal containers, roll-off boxes, and compactors that are labeled and identified as appropriate for their needs.

Container Maintenance

CWS will work closely with the cart manufacturer to sufficiently train CWS personnel on cart repair, cart inventory and asset control best practices, and work-order protocol.

Diversion Plan Elements for the Transition

1. Strong Outreach and Education – In November 2014 CWS began a collaborative education and outreach program, uniform container decal, brochure and web design project with Waste Management and the City. In February 2015 this ongoing program expanded to include the City of Oakland Zero Waste Outreach Program Manager.

CWS has been collaborating and continues to collaborate with Waste Management in the creation of programs and materials for SFD and MFD customers. That effort has included the following:

- Developing recycling container decals for recycling carts and bins along with planning, implementation and scheduling
- Recycling brochure for distribution to SFD and MFD customers, along with planning, implementation and scheduling

- On-route surveys of recycling program participation and cart contents to support program communication, community outreach and enforcement
 - MRF survey of recyclable materials arriving at CWS facilities to support program community outreach and enforcement
2. Effective communication with SFD and MFD customers – March 2015 CWS began working with Acorn Housing MFD properties, and will continue and extend reach to other MFD and SFD customers. In April 2015 CWS expanded work with Lapham Properties which represents approximately 40 MFD properties in Oakland. CWS plans to collaborate with WM on a program that may use Cascadia Consulting to provide outreach materials to MFD properties.
 3. Enforcement of program quality standards as necessary – In November 2014 CWS co-led and advocated for meaningful and direct material quality messaging on program container decals and promotional brochures and assisted in the City’s media campaign. That messaging encourages proper recycling practices and discourages contaminating recycling carts, and provides a framework for program guideline enforcement. In April 2015, container decals and brochures were approved; printing began and application and distribution will begin soon.
 4. Strategic routing and collection services – In January 2015 CWS began development and implementation of a re-route of SFD and MFD collection trucks to more safely and efficiently service City customers. Changes began in February 2015. Earlier, in November 2014, CWS and WM began collaborating on western Oakland changes; in February 2015 we began preparation our collaboration on changes for eastern Oakland. CWS contracted and began working with ContainerPros to audit the routes and suggest changes. ContainerPros has successfully worked locally with CWS, WM, Republic Services, and StopWaste.Org on similar programs.
 5. Expansion of customer service staffing and protocols – In January and March 2015 CWS added one customer service representative (CSR) to its Oakland staff. In April CWS began recruiting a customer service manager (CSM) and an additional CSR to be on board well before the collection program start date. CWS made changes to its CSR protocols to match the new collection program and is updating its CSR training guidelines to ensure uniformity in training on substance and etiquette. CWS anticipates beginning the transition with one customer service manager and three customer service representatives.
 6. Expansion of CWS customer service environment and resources – In March 2015 CWS made substantial improvements to its customer service work environment at 1819 10th St, adding and upgrading workstations, cabling, switching and lighting. A new phone system will be installed before May 1 and CWS will upgrade its customer service software architecture to use PC Scales Technologies and Tower 7.0 by the AMCS Group. PC Scales/Tower platforms are well established in the solid waste and recycling industries and their deployment will facilitate improvements in coordination reporting between customer service, collection and processing operations.

7. Expansion and new operations training for current and new CWS personnel – In March 2015 factory (Cummins and McNeilus) training began for compressed natural gas (CNG) truck repair that will improve the collection operations efficiency and reduce CO₂ and particulate emissions.

In April 2015 drivers began training on the new and more efficient CNG collection vehicles. Training will continue and expand monthly. In May 2015 the CSM and CSRs will begin receiving training on the new software and procedures. On April 1 CWS proposed to WM a collaborative orientation for CWS and WM CSRs who will be working together and separately to serve Oakland residents. CWS believes that expansion and continuous improvement of the customer service department will increase diversion, help customers “right-size” containers, and prevent contamination.

8. Investment in and operation of a state-of-the-art processing facility – In 2015 CWS decided on a complement of equipment it will appropriately install and operate at the 10th St MRF. The delivery and operation of that equipment will begin in early 2016, and any delay in that equipment installation will be related to CWS’s anticipated move to the North Gateway facility. CWS began design and evaluation of new processing components and systems to best handle increasing SFD, MFD, and Commercial recyclable materials in 2012. In 2014 CWS refined those designs to add processing equipment to increase productivity, efficiency and safety.

During the first quarter of 2016, CWS will train its MRF personnel in the operation of the company’s new, state-of-the-art processing equipment (mechanical screens and optical sorters.) Training will include the entire array of safety, operation, and program guidelines ensuring the most productive, effective, and environmentally conscious processing possible.

9. Continuous product and market development – CWS is a global recyclable product marketing leader, and continues aiding other prominent peer solid waste firms during periods of market access interruption, such as was experienced recently during the West Coast port strikes. Recyclable material quantity, character and quality as well as market conditions and political and economic environmental factors require flexibility by the company, the customer and City in ensuring continuity, growth, profitability, and success of waste diversion programs.

10. Operational Connectivity Features – The integration of aforementioned activities and resources is part of CWS’s Operational Connectivity (OC), which will increase efficiency and solid waste diversion throughout the transition period. CWS’s OC program is a continuous process that includes an integrated approach to operations and communication with customers, vendors, the City, regulators, and other stakeholders. OC also includes: