

7. Appendices

Appendix 7-1 Proposal Alternatives and Exceptions

7. APPENDIX

RFP Section 3.3.3 Proposal Alternatives and Exceptions instructed proposers to submit alternatives or exceptions to the services listed in this RFP to the extent that such alternative or exception is an improvement in service or price. Form 11 instructions also stated to include both exceptions and alternatives there.

CWS has included exceptions to the Contract in completing Form 11 provided earlier in Section 6. Here, CWS presents proposal alternatives requested by the City in the RFP and Contract for (a) revenue sharing, Contract section 7.12.3, (b) material diversion standard Contract section 8.01, and (c) an alternative Multiple Service Discount Form 2C. Presented below are three (3) alternatives for the City to consider, as follows:

(a) 7.12.3 Revenue Sharing Payments. (Note this section will be amended to reflect the revenue sharing program proposed by CONTRACTOR)

CWS Response re: Section 7.12.3:

CONTRACTOR proposes Revenue Sharing Payments to the City \$115.00 per ton for each ton of Recycling Materials Tonnage in excess of 33,000 tons. The Revenue Sharing Program (RSP) is an option for the City (Proposer will enter into contract with the City with or without the RSP). The RSP is twofold. First, the CONTRACTOR will pay the City \$115.00 per ton (adjusted annually by the RRI) for each ton of Recyclable Materials collected by the CONTRACTOR during the Contract year over 33,000 tons (to be adjusted for any partial Contract Year). CONTRACTOR will be entitled to receive the greater of the actual Recycling Tonnage for the year or 33,000 times CONTRACTOR's Maximum Recycling Service Rates for Recyclable Materials collected per ton. The probable effect of CONTRACTOR's RSP is that the CITY will receive annual payments of \$115.00 times the number of Tons of CONTRACTOR's annual Recycling Tonnage in excess of 33,000 Tons. For example, the CITY would receive \$345,000 if CONTRACTOR's annual Recycling Tonnage was 36,000 (36,000 Tons - 33,000 Tons = 3,000 Tons x \$115.00 = \$345,000). The amount due the CITY under the RSP will increase both due to the application of the RRI to the \$115.00 per ton payment and with any increase in the amount of annual Recycling Tonnage. The CONTRACTOR will benefit because of the establishment of a floor on annual Recycling Materials Tonnage which assures CONTRACTOR that it will receive sufficient remuneration to cover its costs of collecting Recyclables even if the volume of Recycling Materials Tonnage drops materially over the course of the Contract. Regardless of the election of the City regarding the proposed RSP, CONTRACTOR proposes that the Tonnage Cap for the period 07/01/2015 through 12/31/2015 be 18,000 Tons and that the Tonnage Cap for 2016 be 36,000 Tons.

(b) 8.01 Material Diversion Standard. Beginning with calendar year 2016 and annually thereafter, CONTRACTOR shall Divert a minimum of (to be inserted) percent of all material Collected under the terms of this Contract. The standard shall represent the percentage of the actual amount of Tonnage Collected under the terms of this Contract that is Diverted in each calendar year. CONTRACTOR shall document compliance with this standard as follows. (methodology to be inserted based on that proposed by CONTRACTOR as amended and accepted by CITY.)

CWS Response re 8.01:

Page and line numbers:	<ol style="list-style-type: none"> 1. Page 28; line 1207 2. Page 28; lines 1206 - 1212
Suggested changes to the program:	None
Suggested changes in the Contract language:	<ol style="list-style-type: none"> 1. Insert "90" percent 2. Within 45 days following the end of a Contract Year, the Contractor will provide the City with documentation of Tonnages collected, processed and marketed, and residuals that were shipped to a disposal site for disposal from the tons collected during the previous Contract Year. This documentation will be the basis for determining whether the Material Diversion Standard has been met. Material Diversion will be calculated as

January 9, 2013

7. APPENDIX

	<p>the total Tons of Recyclable Materials collected over the prior Contract Year net of residuals disposed of during the Contract Year divided by the total Tons of Solid Waste collected during the prior Contract Year. An adjustment to the number of Tons of Recyclable Materials will be made for tipping floor inventory of collected but unprocessed Tons of Recyclable Material with a reasonable adjustment for residuals from such tipping floor inventory.</p>
<p>The manner in which the proposed change would benefit the City, the Customers or both:</p>	<p>Provides a suggested approach per the request of the City.</p>
<p>The specific dollar change in the Maximum Recycling Service Rates, as proposed by CWS which would take place if the exception was accepted by the City:</p>	<p>None.</p>

(c) Alternative Multiple Service Discount Form 2C:

In lieu of the multiple service discount rate presented in RR Collection Form 2C, CWS proposes in addition to the 1 % discount in Form 2C that a one-time payment of \$2,000,000 (two million dollars) would be made to the City at time that both the financing for the Oakland Gateway Facility has closed and the contracts for both services are awarded and fully executed.

January 9, 2013

Appendix 7-2 Additional Relevant Experience

Service Group 2 - January 9, 2013

CWS, in operation since 1992, is one of the largest recyclers in Northern California. CWS owns and operates three materials recovery facilities (MRFs) in Northern California – one in San José and two in Oakland – as well as a dispatch and repair facility for the fleet of collection and transfer trucks. The following relevant experience highlights CWS' history in the recycling and solid waste field as well as the team that CWS has brought to this proposal. The CWS Team intends to make the transition from the current contractor to CWS as seamless and trouble free as possible while at the same time increasing diversion, increasing set outs, and diminishing contamination.

Past 15 Years

California Waste Solutions (CWS) Solid Waste companies and facilities in Vietnam (see Appendix 7-2)

2000 to 2005

CWS collected and processed from an estimated 600,000 homes for an estimated 2,000,000 Northern California's urban population. CWS operates its own collection fleet to serve over 70,000 homes and businesses weekly in Oakland. CWS receives approximately 85,000 tons per year at its state-of-the-art MRF in San José from the residents in the City of San José. National waste companies, such as Waste Management and BFI, deliver thousands of tons monthly to CWS' two MRFs in Oakland, and regional companies such as Norcal Waste Systems deliver materials to the facilities in San José and Oakland. In total, CWS currently receives materials substantially or exclusively from the following jurisdictions:

- City of Oakland
- City of San José
- Thirteen cities in Contra Costa County
- County of Contra Costa
- Multiple cities in Alameda County

Year 1999

In 1999, CWS entered into a new six-year agreement with the City of Clayton for collection and processing of residential recyclables. CWS continued to provide ongoing collection and processing service for 70,000 residential units in the City of Oakland, for commercial front-loader and roll-off collection and processing, for processing recyclables from 165,000 residential units in the County of Sacramento and City of Citrus Heights, and for door trade at the Oakland facility.

Year 1998

In 1998, CWS:

- Entered into a seven-year agreement with the County of Sacramento for processing of commingled (single-stream) recyclables from 165,000 residential units in the Sacramento Unincorporated Area and in the City of Citrus Heights.
- Processed approximately 15,000 tons of comingled recyclables from the City of Alameda's new residential recycling program.

- Purchased a second recyclables processing facility in Oakland, adding 50,000 tons per year (TPY) capacity.
- Began a new, seven-year agreement with the City of Oakland for the collection and processing of recyclables from 70,000 residential units and approximately 1,000 small businesses in the City of Oakland.
- Continued its ongoing collection and processing business for 70,000 residential units in the City of Oakland, 4,500 units in the City of Clayton, 20,000 TPY from Contra Costa, commercial front-loader and roll-off collection, door trade.

Year 1997

In 1997, CWS:

- Purchased the assets of Pacific Rim Recycling in Oakland and Clayton, thus expanding its recyclables collection and processing operations by an additional 40,000 homes;
- Began processing 20,000 TPY of residential recyclables for Browning-Ferris Industries of Contra Costa;
- Continued its ongoing collection and processing business from 35,000 residential units in the City of Oakland, for commercial front-loader and roll-off collection and processing, and for door trade at the Oakland facility.

1993 to 1996

In the years 1993 through 1996, CWS continued its ongoing collection and processing business from 35,000 residential units in the City of Oakland, commercial front-loader and roll-off collection and processing, door trade.

Year 1992

In 1992, CWS incorporated and sited, developed, and began operation of a MRF in Oakland.

Pre-1991

CWS' President, David Duong, founded Cogido Recycling in 1982 to provide recyclables collection services in the East Bay area. He operated the company until 1990 when it was sold to Norcal.

Appendix 7-3 California Waste Solutions (CWS) Solid Waste companies and facilities in Vietnam

**Da Phuoc Integrated Waste Management Facility (DPI), operated by Vietnam Waste Solutions (VWS),
a wholly owned subsidiary of CWS**



California Waste Solutions (CWS) is whole owner of Vietnam Waste Solutions (VWS) and the successful Da Phuoc Integrated Waste Management Facility (DPI) that serves Ho Chi Minh City (HCMC), formerly named Saigon, in the Country of Vietnam. DPI was developed, engineered, constructed and is operated by CWS on approximately 322 acres; and total development costs exceed \$400M.

DPI, opened in 2007, is a state-of-the-art integrated solid waste facility that features a solid waste sanitary landfill, recycling and recycling facilities. As a wholly owned subsidiary of CWS (a California Company), VWS and DPI invested in the most modern assets, environmental control and operations for its development. The facility is operated by approximately 200 local employees and led by Vietnamese management and professional science staff with a strong complement of six American operations and engineering staff who provide leadership, direction, education and oversight.



CWS championed the great need to protect Vietnam's beautiful environment that could become compromised by the country's great economic development. In 2008, The Economist magazine described Vietnam as "Asia's other Miracle". David Duong believed that he could help preserve Vietnam's natural beauty and continue its economic growth by providing safe and state-of-the-art solid waste management – an industry that he knows well. CWS and its team delivered solid waste experience and innovation that was applied to developing and operating modern systems for:

- Solid waste handling and landfilling
- Environmental monitoring and protection
- Material recycling and recycling
- Soil and water improvement

- Energy production
- Operating safety



Sanitary Landfill

The DPI landfill is a state-of-the-art, world-class landfill designed to handle 6,000 tons per day. Since opening in November 2007, it has received an average of 3,000 tons per day. . DPI was designed and operates according to US EPA Sub title D environmental compliance standards. Basic facility specifications include the following features:

- 322 acre facility site
- 7 day per week operation
- 22 years at 3,000 tons per day
- 6,000 ton per day design capacity
- 28,000,000 cubic yard landfill capacity
- 131 vertical foot build-out landfill height



Construction and Engineering features include:

- Dewatering and consolidation aided by 140,00 vertical wick drains
- Landfill Liners of 1.5 mil thickness
- Geotextile of bi- and mono-axial grid

The environmental protection methods provided by CWS for VWS at DPI include:

- Lined landfill – The systematic design used 1.5 mil thickness liners, vertical wick drains, geotextile grid, gravel and sand; ensuring protection of the landfill from both water incursion from the naturally high water table into the landfill and prevention of leachate excursion into fresh water.
- Landfill leachate treatment – The DPI water treatment facility, the largest privately owned treatment facility in Vietnam, features an ultra and nano filtration system that discharges water that exceeds quality standards for Vietnam and the United States. The treatment system was manufactured by the globally renowned firm Wehrle Umwelt GmbH. This facility sits on greater than 2.5 acres and includes monitored piping system; five concrete biological treatment tanks; both ultra and nano filtration systems; process control room; and on-site laboratory. Currently, 265,000 gallons of leachate is being treated per day and the facility is capable of expanding to 690,000 gallons per day.
- Landfill gas to energy and generation system - A system that removes and transforms landfill methane and other gases into energy producing gas and electricity that meet Kyoto Protocol goals and standards by generating Clean Development Mechanism (CDM) for global use and trade as Certified Emission Reduction units (CER) commonly known as carbon credits. Such CDM and CER exceed standards practiced in the United States. Energy generation-set and production is provided by Caterpillar engines and generators by the John Zink Company. CDM certification is provided by KECO, and approved by the Vietnam government in line with standards developed by the United Nations. Inbound and outbound electricity is conveyed through a high and low-voltage on-site switch room. When fully operational the Landfill Gas to Energy generation system will power the facility and produce surplus electricity to market to the community.



General equipment used throughout the landfill and entire facility is manufactured by:

- Compactors, crawlers, loaders and scrapers – Caterpillar (CAT). USA
- Dump and transfer trucks -- Peterbilt. USA
- Utility and ATV transit – John Deere. USA
- Pumps for leachate and water systems – EPG Companies. USA

- Methane gas flares – John Zink Company. USA.
- Methane to electric power engines -- Caterpillar. USA

Much of the equipment and parts for all DPI operations are purchased in California and shipped through the Port of Oakland to Vietnam.

Recycling

The DPI recycling operation processes approximately 150 tons per day of organic matter into compost and soil amendments for agricultural, horticultural and landscape markets. DPI uses modern United States technology and in-vessel positive-air recycling equipment procured from Compost Technologies Inc. (CTI). DPI grinding, film extraction, finishing and screening equipment were selected from top US firms.



In-vessel recycling is completed when pathogen reduction and decomposition metrics are achieved. Recycling and material turning is continued and completed in-building, then bulked, screened, blended and readied for distribution to

and application by farms and landscape projects. The recycling building is a 100,000 square foot, 35 feet tall, clear-span structure. The specifications required by Vietnam for compost are strict and testing of DPI product is conducted in both Vietnam and the United States laboratories.



DPI fills an important need for farmers whose soil has lost integrity and nutrition, and for commercial and residential builders who develop new and renewed landscapes. DPI compost and soils products improve the structure, health and ion exchange of soil; supplies minerals, micro and macro nutrients to soil; and complements fertilizer application.

Recycling and soils production equipment includes:

- Organic material grinding and film removal – Komptech. German
- In-Vessel recycling – Recycling Technologies Incorporated. USA
- Forage bagging system – Versa Corporation. USA
- Compost windrow turning, blending and finishing – Komptech. Germany
- Organic material screening – Komptech. Germany

Recycling Processing



DPI operates a state of the art recycling facility that processes paper fiber, plastics and metals that are sourced from southern Vietnam and foreign markets, and supplies the growing mill and manufacturing industry demands in Vietnam, China and India. This supply of high quality materials from DPI combined with stable and growing demand from regional mills created a strong symbiosis of domestic supply-and-international demand for CWS, VWS and DPI products. CWS has always been a strong and reliable processor and marketer of paper and plastic products to Asia markets, with consistent capability to “move product” during times of weak demand for US recycled products or weak global demand for any recycled products. During times of weak demand, CWS has helped other US recycling firms to market materials.





DPI's modern recycling equipment includes state-of-the-art feeding, conveyor, screening and baler systems. The recycling equipment, installed in 2010, meets the United States Occupational Health Safety (US OSHA) standards for equipment installed in the United States. This modern equipment ensures that DPI and Vietnam are productive and competitive with China in the receipt and recovery of individual grades from recyclable material, and provides US recycling firms with markets for product sales.

The recycling equipment procured and installed at DPI is manufactured by global leaders Bollegraaf and Enterprise. Equipment and additional suppliers are:

- Recycling process infeed, conveyor and screens -- Bollegraaf Recycling Solutions & Van Dyk Baler Corp. Holland and USA
- Two-ram material baling equipment -- Enterprise Baler Company. USA
- Loaders – Caterpillar. USA
- Forklift – Toyota Material Handling, USA. USA

Long An Green Technologies Regional Waste Management Complex Project

In September 2009 CWS, VWS was awarded approval to begin development and construction on a new, larger integrated solid waste facility that will eventually compliment the Da Phuoc Integrated Waste Management Facility. The Long An campus exceeds 4,500 acres. It will provide expanded resources for the sanitary landfill, recycling and recycling needs of Ho Chi Minh City and Long An province specifically and southern Vietnam generally. The Long An project will expand solid waste management resources to complement the anticipated change in solid waste character and growth given the industrial development of the region. This development will also feature on-site re-use and recycled-content products manufacturing and have an area dedicated specifically for environmental technologies and research. The complex will also feature lodging and recreational facilities for colleagues and guests, and employee transportation services to accommodate Long An's rural location.

To ensure the preservation and protection of the contiguous environment, a 1,000 foot buffer zone was immediately created between the Long An campus and its natural surroundings; a buffer that will be consistently maintained.

Since 2009, CWS has made progress on continuous and scheduled development and engineering activity that includes the following:

- Soil, water, vegetative and environmental baseline measurements and studies

- Infrastructure design and construction for transportation - roads, bridges and port
- Utility and resource design – water, treatment, natural gas and electricity transmission
- Collaboration with national highway authority for roadway access improvements
- Forest development and management

The Long An complex is expected to eclipse the DPI project by year 2025. By that time, Long An will receive the majority of solid waste from Ho Chi Minh City and surrounding areas. At that point, DPI will focus attention on resource recovery technology, treatment, resource marketing and supply, manufacturing and solid waste transfer.

DPI, Long An and future CWS solid waste facilities in Vietnam will continue the mission to support Vietnam with essential scientifically engineered and operated solid waste handling assets that will continue to protect Vietnam's environment and support its economic growth. These important resources help strengthen the independence of Vietnam and the cultural and economic relationship between Vietnam and the United States of America.

Appendix 7-4 Bond Financings

In the opinion of Leslie M. Lava, Esq., Bond Counsel, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, compliance with certain covenants, interest on the 2002A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code") except that no opinion is expressed concerning the status of interest on any 2002A Bond during any period that such 2002A Bond is held by a "substantial user" of any facilities financed with proceeds of the 2002A Bonds or by a "related person" within the meaning of Section 147(a) of the Code. Bond Counsel observes, however, that interest on the 2002A Bonds is a specific preference item for purposes of calculating the federal individual or corporate alternative minimum taxable income. Bond Counsel is also of the opinion that interest on the 2002A Bonds is exempt from present State of California personal income taxes, except that no opinion is expressed as to interest on any 2002A Bond while it is held by the Borrower or any person or entity owned or controlled, directly or indirectly, by the Borrower, or any person or entity which owns or controls, directly or indirectly, the Borrower. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the 2002A Bonds. See "TAX MATTERS."

\$11,275,000
CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
VARIABLE RATE DEMAND SOLID WASTE DISPOSAL REVENUE BONDS
(California Waste Solutions, Inc. Project)
Series 2002A
CUSIP: 130536JR7

Dated: Delivery Date

Price: 100%

Due: May 1, 2032

The California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (California Waste Solutions, Inc. Project) Series 2002A (the "2002A Bonds") are being issued pursuant to an Indenture, dated as of May 1, 2002 (the "Indenture"), between the California Pollution Control Financing Authority (the "Authority") and BNY Western Trust Company, as trustee (the "Trustee"). Ownership interests in the 2002A Bonds may initially be purchased, in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof, in book-entry only form, without coupons, initially registered in the name of a nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the 2002A Bonds. Upon receipt of payments of principal of, interest on and premium, if any, and purchase price for the 2002A Bonds, DTC will in turn remit such principal, interest, premium, if any, or purchase price to the participants in DTC for subsequent disbursement to the beneficial owners of the 2002A Bonds. See APPENDIX C—"DTC AND THE BOOK-ENTRY ONLY SYSTEM."

The 2002A Bonds will bear interest at a Weekly Interest Rate, determined by Westhoff, Cone & Holmstedt who will serve as the Remarketing Agent for the 2002A Bonds. As long as the 2002A Bonds bear interest at a Weekly Interest Rate, interest on the 2002A Bonds will be payable on the first Wednesday of each month (or the next Business Day if such Wednesday is not a Business Day) commencing July 3, 2002. The 2002A Bonds are subject to optional and mandatory redemption prior to maturity as described herein. See "THE 2002A BONDS—Redemption Provisions."

The proceeds of the sale of the 2002A Bonds will be loaned by the Authority to California Waste Solutions, Inc., a California corporation (the "Borrower"), pursuant to a Loan Agreement, dated as of May 1, 2002 (the "Loan Agreement"), between the Authority and the Borrower. Such proceeds will be used to: (i) finance a portion of the costs of acquiring land and the construction costs of remodeling and expanding an existing building thereon into a materials recovery facility and acquiring and installing certain related equipment, including rolling stock, all of which will be used in the collection, transport and processing of municipal solid waste (collectively, the "Project"); and (ii) pay certain costs associated with the issuance of the 2002A Bonds. See "THE PROJECT."

The 2002A Bonds are limited obligations of the Authority payable solely from, and separately secured by a pledge and lien on, certain revenues, consisting of loan repayments made by the Borrower under the Loan Agreement and funds drawn under an irrevocable direct pay letter of credit (the "Letter of Credit") issued by:

EAST-WEST BANK

The Letter of Credit with respect to the 2002A Bonds will be in effect from the date of issuance of the 2002A Bonds until June 1, 2005, unless extended or terminated sooner as a result of full payment thereunder or of substitution therefor of a credit facility meeting the requirements described herein. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2002A BONDS—Letter of Credit," "Alternate Letter of Credit and Alternate Credit Facility" and "LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT."

The Letter of Credit is guaranteed by an irrevocable confirming letter of credit (the "Confirming Letter of Credit") issued by:

CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM

in favor of the Trustee. In the event of nonpayment by the Bank, the Trustee will be entitled to draw on the Confirming Letter of Credit in accordance with its terms up to the amount which would have been paid by the Bank in accordance with the Letter of Credit. The Confirming Letter of Credit will initially expire on the earliest of: (i) the termination of the Letter of Credit; (ii) the close of business on May 30, 2005, as such date may be extended at the sole discretion of the Confirming Bank; (iii) 90 days following receipt by the Bank of a certificate from the Confirming Bank, to the effect that an Event of Termination under the Confirmation Agreement (defined herein) has occurred; (iv) five days following the date of payment of a drawing for acceleration of 2002A Bonds; or (v) 90 days following receipt by the Confirming Bank that the Bank has delivered a notice of the termination of the Confirming Letter of Credit. See "CONFIRMING LETTER OF CREDIT AND CONFIRMATION AGREEMENT."

During any Weekly Interest Rate Period, Owners of the 2002A Bonds will have the option to demand purchase of their 2002A Bonds upon no less than seven days' notice to the Trustee, acting as the initial tender agent, at a price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of purchase.

NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION THEREOF IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE 2002A BONDS. THE AUTHORITY HAS NO TAXING POWER.

This cover page contains certain information for general reference only. It is *not* intended as a summary of this transaction. Investors are advised to read the entire Official Statement to obtain information essential to making an informed investment decision.

The 2002A Bonds are offered when, as and if issued by the Authority, subject to the approval of legality by Leslie M. Lava, Esq., San Francisco, California, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the Authority by the Honorable Bill Lockyer, Attorney General of the State of California; for the Borrower by the Law Firm of Wallace C. Doolittle, Hayward, California, and McCabe & Associates, P.C., Austin, Texas; for the Bank by its General Counsel, Douglas P. Krause, and by its Special Counsel, Nevers, Palazzo, Maddux & Packard, Westlake Village, California; for the Confirming Bank by Fulbright & Jaworski L.L.P., Los Angeles, California; and for the Underwriter by Lofton & Jennings, San Francisco, California. It is expected that the 2002A Bonds in book-entry only form will be available for delivery through the facilities of DTC in New York, New York on or about May 30, 2002.

Honorable Philip Angelides
Treasurer of the State of California

WESTHOFF, CONE & HOLMSTEDT

In the opinion of Leslie M. Lava, Esq., Bond Counsel to the Authority, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, compliance with certain covenants, interest on the 2007A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the "Code"), except that no opinion is expressed concerning the status of interest on any 2007A Bond during any period that such 2007A Bond is held by a "substantial user" of any facilities financed with proceeds of the 2007A Bonds or by a "related person" within the meaning of Section 147(a) of the Code. Bond Counsel observes, however, that interest on the 2007A Bonds is a specific preference item for purposes of calculating the federal individual or corporate alternative minimum taxable income. Bond Counsel is also of the opinion that interest on the 2007A Bonds is exempt from present State of California personal income taxes, except that no opinion is expressed as to interest on any 2007A Bond while it is held by the Borrower or any person or entity owned or controlled, directly or indirectly, by the Borrower, or any person or entity which owns or controls, directly or indirectly, the Borrower. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the 2007A Bonds. See "TAX MATTERS."

\$25,905,000

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
VARIABLE RATE DEMAND SOLID WASTE DISPOSAL REVENUE BONDS
(California Waste Solutions, Inc. Project)**

Series 2007A
CUSIP: 130536 NR2

Dated: Delivery Date

Price: 100%

Due: May 1, 2037

The California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (California Waste Solutions, Inc. Project) Series 2007A (the "2007A Bonds") are being issued pursuant to an Indenture, dated as of June 1, 2007 (the "Indenture"), between the California Pollution Control Financing Authority (the "Authority") and The Bank of New York Trust Company, N.A., as trustee (the "Trustee"). Ownership interests in the 2007A Bonds may initially be purchased, in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof, in book-entry only form, without coupons, initially registered in the name of a nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the 2007A Bonds. Upon receipt of payments of principal of, interest on and premium, if any, and purchase price for the 2007A Bonds, DTC will in turn remit such principal, interest, premium, if any, or purchase price to the participants in DTC for subsequent disbursement to the beneficial owners of the 2007A Bonds. See APPENDIX C—"DTC AND THE BOOK-ENTRY ONLY SYSTEM."

The 2007A Bonds will bear interest at a Weekly Interest Rate, determined by Westhoff, Cone & Holmstedt who will serve as the Remarketing Agent for the 2007A Bonds. As long as the 2007A Bonds bear interest at a Weekly Interest Rate, interest on the 2007A Bonds will be payable on the first Wednesday of each month (or the next Business Day if such Wednesday is not a Business Day) commencing August 1, 2007. **The 2007A Bonds are subject to optional and mandatory redemption and mandatory tender prior to maturity as described herein.** See "THE 2007A BONDS—Redemption Provisions" and "—Mandatory Tender for Purchase of 2007A Bonds."

The proceeds of the sale of the 2007A Bonds will be loaned by the Authority to California Waste Solutions, Inc., a California corporation (the "Borrower"), pursuant to a Loan Agreement, dated as of June 1, 2007 (the "Loan Agreement"), between the Authority and the Borrower. Such proceeds, together with other available funds, will be used (i) to acquire, construct, renovate and equip certain solid waste disposal facilities located in the Cities of Oakland and San Jose, California (the "Project") and (ii) to pay certain costs associated with the issuance of the 2007A Bonds. See "THE PROJECT."

The 2007A Bonds are limited obligations of the Authority payable solely from, and separately secured by a pledge and lien on, certain revenues, consisting of loan repayments made by the Borrower under the Loan Agreement and funds drawn under an irrevocable direct pay letter of credit (the "Letter of Credit") issued by:

EAST WEST BANK

The Letter of Credit with respect to the 2007A Bonds will be in effect from the date of issuance of the 2007A Bonds until June 27, 2010, unless extended or terminated sooner as a result of full payment thereunder or of substitution therefor of a credit facility meeting the requirements described herein. See "SECURITY AND SOURCES OF PAYMENT FOR THE 2007A BONDS—Letter of Credit and Confirming Letter of Credit," "—Alternate Letter of Credit and Alternate Credit Facility" and "LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT."

The Letter of Credit is confirmed by an irrevocable confirming letter of credit (the "Confirming Letter of Credit") issued by:

CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM

in favor of the Trustee. In the event of nonpayment by the Bank, the Trustee will be entitled to draw on the Confirming Letter of Credit in accordance with its terms up to the amount which would have been paid by East West Bank in accordance with the Letter of Credit. The Confirming Letter of Credit will initially expire on the earliest of: (i) the termination of the Letter of Credit; (ii) the close of business on June 27, 2010, as such date may be extended at the sole discretion of the Confirming Bank; (iii) 90 days following receipt by the Bank of a certificate from the Confirming Bank, to the effect that an Event of Termination under the Confirmation Agreement (defined herein) has occurred; (iv) five days following the date of payment of a drawing for acceleration of 2007A Bonds; or (v) 90 days following receipt by the Confirming Bank that the Bank has delivered a notice of the termination of the Confirming Letter of Credit. See "CONFIRMING LETTER OF CREDIT AND CONFIRMATION AGREEMENT."

During any Weekly Interest Rate Period, Holders of the 2007A Bonds will have the option to demand purchase of their 2007A Bonds upon no less than seven days' notice to the Trustee, acting as the initial tender agent, at a price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of purchase.

NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION THEREOF OR ANY LOCAL AGENCY IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE 2007A BONDS. THE AUTHORITY HAS NO TAXING POWER.

This cover page contains certain information for general reference only. It is not intended as a summary of this transaction. Investors are advised to read the entire Official Statement to obtain information essential to making an informed investment decision.

The 2007A Bonds are offered when, as and if issued by the Authority, subject to the approval of legality by Leslie M. Lava, Esq., Sausalito, California, Bond Counsel to the Authority, and certain other conditions. Certain legal matters will be passed upon for the Authority by Stradling Yocca Carlson & Rauth, Newport Beach, California; for the Borrower by the Law Firm of Wallace C. Doolittle, Hayward, California; for the Bank by its General Counsel, Nevers, Palazzo, Maddux & Packard, Westlake Village, California; for the Confirming Bank by Fulbright & Jaworski LLP, Los Angeles, California; and for the Underwriter by Archer Norris, Walnut Creek, California. It is expected that the 2007A Bonds in book-entry only form will be available for delivery through the facilities of DTC in New York, New York on or about June 27, 2007.

Honorable Bill Lockyer
Treasurer of the State of California

WESTHOFF, CONE & HOLMSTEDT

In the opinion of Leslie M. Lava, Esq., Bond Counsel, based upon an analysis of existing laws, regulations, rulings and court decisions, and assuming, among other matters, compliance with certain covenants, interest on the 2004A Bonds is excluded from gross income for federal income tax purposes under Section 103 of the Internal Revenue Code of 1986 (the “Code”) except that no opinion is expressed concerning the status of interest on any 2004A Bond during any period that such 2004A Bond is held by a “substantial user” of any facilities financed with proceeds of the 2004A Bonds or by a “related person” within the meaning of Section 147(a) of the Code. Bond Counsel observes, however, that interest on the 2004A Bonds is a specific preference item for purposes of calculating the federal individual or corporate alternative minimum taxable income. Bond Counsel is also of the opinion that interest on the 2004A Bonds is exempt from present State of California personal income taxes, except that no opinion is expressed as to interest on any 2004A Bond while it is held by the Borrower or any person or entity owned or controlled, directly or indirectly, by the Borrower, or any person or entity which owns or controls, directly or indirectly, the Borrower. Bond Counsel expresses no opinion regarding any other tax consequences related to the ownership or disposition of, or the accrual or receipt of interest on, the 2004A Bonds. See “TAX MATTERS.”

\$8,350,000

CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
VARIABLE RATE DEMAND SOLID WASTE DISPOSAL REVENUE BONDS
(California Waste Solutions, Inc. Project)
Series 2004A
CUSIP: 130536 MH5

Dated: Delivery Date**Price: 100%****Due: May 1, 2029**

The California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (California Waste Solutions, Inc. Project) Series 2004A (the “2004A Bonds”) are being issued pursuant to an Indenture, dated as of August 1, 2004 (the “Indenture”), between the California Pollution Control Financing Authority (the “Authority”) and BNY Western Trust Company, as trustee (the “Trustee”). Ownership interests in the 2004A Bonds may initially be purchased, in denominations of \$100,000 or any integral multiple of \$5,000 in excess thereof, in book-entry only form, without coupons, initially registered in the name of a nominee of The Depository Trust Company, New York, New York (“DTC”). DTC will act as securities depository for the 2004A Bonds. Upon receipt of payments of principal of, interest on and premium, if any, and purchase price for the 2004A Bonds, DTC will in turn remit such principal, interest, premium, if any, or purchase price to the participants in DTC for subsequent disbursement to the beneficial owners of the 2004A Bonds. See APPENDIX C—“DTC AND THE BOOK-ENTRY ONLY SYSTEM.”

The 2004A Bonds will bear interest at a Weekly Interest Rate, determined by Westhoff, Cone & Holmstedt who will serve as the Remarketing Agent for the 2004A Bonds. As long as the 2004A Bonds bear interest at a Weekly Interest Rate, interest on the 2004A Bonds will be payable on the first Wednesday of each month (or the next Business Day if such Wednesday is not a Business Day) commencing September 1, 2004. **The 2004A Bonds are subject to optional and mandatory redemption prior to maturity as described herein.** See “THE 2004A BONDS—Redemption Provisions.”

The proceeds of the sale of the 2004A Bonds will be loaned by the Authority to California Waste Solutions, Inc., a California corporation (the “Borrower”), pursuant to a Loan Agreement, dated as of August 1, 2004 (the “Loan Agreement”), between the Authority and the Borrower. Such proceeds, together with other available funds, will be used (i) to finance the costs of implementing a single-stream recycle program, including associated equipment, rolling stock, costs and improvements (the “Project”) and (ii) to pay certain costs associated with the issuance of the 2004A Bonds. See “THE PROJECT.”

The 2004A Bonds are limited obligations of the Authority payable solely from, and separately secured by a pledge and lien on, certain revenues, consisting of loan repayments made by the Borrower under the Loan Agreement and funds drawn under an irrevocable direct pay letter of credit (the “Letter of Credit”) issued by:

EAST-WEST BANK

The Letter of Credit with respect to the 2004A Bonds will be in effect from the date of issuance of the 2004A Bonds until May 30, 2007, unless extended or terminated sooner as a result of full payment thereunder or of substitution therefor of a credit facility meeting the requirements described herein. See “SECURITY AND SOURCES OF PAYMENT FOR THE 2004A BONDS—Letter of Credit,” “Alternate Letter of Credit and Alternate Credit Facility” and “LETTER OF CREDIT AND REIMBURSEMENT AGREEMENT.”

The Letter of Credit is confirmed by an irrevocable confirming letter of credit (the “Confirming Letter of Credit”) issued by:

CALIFORNIA STATE TEACHERS’ RETIREMENT SYSTEM

in favor of the Trustee. In the event of nonpayment by the Bank, the Trustee will be entitled to draw on the Confirming Letter of Credit in accordance with its terms up to the amount which would have been paid by the Bank in accordance with the Letter of Credit. The Confirming Letter of Credit will initially expire on the earliest of: (i) the termination of the Letter of Credit; (ii) the close of business on May 30, 2007, as such date may be extended at our sole discretion of the Confirming Bank (the “Scheduled Expiration Date”); (iii) 90 days following receipt by the Bank of a certificate from the Confirming Bank, to the effect that an Event of Termination under the Confirmation Agreement (defined herein) has occurred; (iv) five days following the date of payment of a drawing for acceleration of 2004A Bonds; or (v) 90 days following receipt by the Confirming Bank that the Bank has delivered a notice of the termination of the Confirming Letter of Credit (the earliest of such dates herein referred to as the “Expiration Date”). See “CONFIRMING LETTER OF CREDIT AND CONFIRMATION AGREEMENT.”

During any Weekly Interest Rate Period, Holders of the 2004A Bonds will have the option to demand purchase of their 2004A Bonds upon no less than seven days’ notice to the Trustee, acting as the initial tender agent, at a price equal to 100% of the principal amount thereof plus accrued interest thereon to the date of purchase.

NEITHER THE FAITH AND CREDIT NOR THE TAXING POWER OF THE STATE OF CALIFORNIA OR ANY POLITICAL SUBDIVISION THEREOF OR ANY LOCAL AGENCY IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF, PREMIUM, IF ANY, OR INTEREST ON THE 2004A BONDS. THE AUTHORITY HAS NO TAXING POWER.

This cover page contains certain information for general reference only. It is not intended as a summary of this transaction. Investors are advised to read the entire Official Statement to obtain information essential to making an informed investment decision.

The 2004A Bonds are offered when, as and if issued by the Authority, subject to the approval of legality by Leslie M. Lava, Esq., Sausalito, California, Bond Counsel, and certain other conditions. Certain legal matters will be passed upon for the Authority by Quateman & Zidell LLP, Los Angeles, California; for the Borrower by the Law Firm of Wallace C. Doolittle, Hayward, California; for the Bank by Nevers, Palazzo, Maddux & Packard, Westlake Village, California; for the Confirming Bank by Fulbright & Jaworski LLP, Los Angeles, California; and for the Underwriter by Archer Norris, Walnut Creek, California. It is expected that the 2004A Bonds in book-entry only form will be available for delivery through the facilities of DTC in New York, New York on or about August 5, 2004.

Honorable Philip Angelides
Treasurer of the State of California

WESTHOFF, CONE & HOLMSTEDT

Dated: August 4, 2004