



## Legislation Details (With Text)

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**File created:** 10/12/2022      **In control:** Upper Valley Waste Management Agency (UVWMA)

**On agenda:** 10/17/2022      **Final action:** 12/31/2023

**Title:** REQUESTED ACTION: Adoption of and authorization for the Chair to sign Resolution 22-06 consenting to the Assignment of the Franchise Agreement with Upper Valley Disposal Service to a company owned by Waste Connections US, Inc.

**Sponsors:**

**Indexes:**

**Code sections:**

**Attachments:** 1. Assignment\_Reso 22-06 UVDS Franchise Agreement, 2. Request for Assignment Letter., 3. Company Information, 4. Sustainability\_Report

Date	Ver.	Action By	Action	Result
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**TO:** Board of Directors

**FROM:** Steven Lederer - Manager Upper Valley Waste Management Agency

**REPORT BY:** Alice Ramirez, Secretary/Clerk

**SUBJECT:** Resolution Consenting to the Assignment of the Franchise Agreement with Upper Valley Disposal Service to a company owned by Waste Connections US, Inc.

### RECOMMENDATION

REQUESTED ACTION: Adoption of and authorization for the Chair to sign Resolution 22-06 consenting to the Assignment of the Franchise Agreement with Upper Valley Disposal Service to a company owned by Waste Connections US, Inc.

### EXECUTIVE SUMMARY

On October 19, 2020, the Agency and UVDS entered into the most recent version of the Franchise Agreement ("UVDS Franchise Agreement"). Section 12.6 "Assignment" of the UVDS Franchise Agreement prohibits the assignment of the Agreement without the prior written consent of the Agency. This section defines "Assignment" to include transfers or sales of 10% or more of stocks or ownership.

Upper Valley Disposal Holdings, Inc., a Delaware company owned by Waste Connections US, Inc. (WCI) is acquiring the stock of Whitehall Corporation which owns UVDS. UVDS has requested the agency consent to the assignment of the UVDS Franchise Agreement. If approved by the Board of Directors, the term of the UVDS Franchise Agreement would convert to a

fixed fifteen (15) year term and all provisions of the franchise agreement would remain unchanged. The attached resolution imposes, among others, the following conditions: (1) that the consent is valid for 90 days, (2) that the term of the UVDS Franchise Agreement shall be fifteen (15) years from the effective date of the assignment, (3) and that the companies must notify the Agency in writing of the effective date of the assignment.

Whether to adopt the resolution and thereby consent to the assignment is a business decision for the Board of Directors. The Agency Manager considers this proposal to be fair and balanced for both the companies and recommends adoption of this Resolution.

### **FISCAL & STRATEGIC PLAN IMPACT**

Is there a Fiscal Impact? No

### **ENVIRONMENTAL IMPACT**

ENVIRONMENTAL DETERMINATION: Exempt from the California Environmental Quality Act (CEQA) (CEQA) pursuant to CEQA Guidelines 15061(b)(3) (CEQA only applies to projects which have potential for causing a significant effect on the environment). This consent to assignment merely approves the legal assignment of the UVDS Franchise Agreement from one party to another and makes no changes whatsoever to the UVDS Franchise Agreement itself. To the extent this assignment is a project under CEQA, it is exempt under CEQA Guidelines 15301, 15306, 15307, 15308, 15273, and 15183.

### **BACKGROUND AND DISCUSSION**

Additional information about the purchasing company is attached.