

From: [Lederer, Steven](#)
To: [Ramirez, Alice](#)
Subject: FW: Additional Public Comment - UVWMA - Feb. 9 2026
Date: Monday, February 9, 2026 2:51:52 PM
Attachments: [4a1 \(1\).pdf](#)

Additional public comment.

From: Geoff Ellsworth <Geoff@calulac.org>
Sent: Monday, February 9, 2026 1:15 PM
To: Alsop, Ryan <ryan.alsop@countyofnapa.org>; Lederer, Steven <Steven.Lederer@countyofnapa.org>; Cottrell, Anne <anne.cottrell@countyofnapa.org>
Subject: Additional Public Comment - UVWMA - Feb. 9 2026

[External Email - Use Caution]

I am submitting these additional notes of concern for the record and UVWMA Board regarding the Upper Valley Waste Management Agency

Potential conflict of interest with UVWMA attorney Gary Bell as attorney for both the UVWMA JPA and the City of Yountville

This was brought to public attention by one of your own UVWMA Board Members who since has gone silent on the matter.

It is ethically questionable to have the legal counsel for the UVWMA JPA also serving as the legal counsel for the town of Yountville. As both a writer of the contracts for the UVWMA and a reviewer of those same contacts for the Town of Yountville.

UVWMA - JPA Board Members

After the last UVWMA meeting (Dec. 15, 2025) we witnessed one of the UVWMA JPA Board Members chasing after the Waste Connections management and appearing to pander to them in a private conversation. These conversations between elected officials and entities operating under public contracts awarded to them need to be held before the public in an open, transparent and recorded manner, rather than as side room deals and discussions.

One UVWMA - JPA Board Member has repeatedly requested me to call her - she has provided me her business card, has cornered me asking me to call her, and following the last meeting urged me to please call her, as well as leaving a phone message - even as I submitted previous public comment asking that I not be invited to lobby these public officials but to have these discussions agendized in official public forums.

Again, all discussion of these matters relating to holders of public/government contracts like these waste companies needs to be done in public meetings and on camera, not in side room negotiations, particularly regarding environmental impacts, public health, and workers protections.

"SISTER" COMPANY CONCERNS - NORTHERN RECYCLING YOLO COUNTY/NAPA RECYCLING AND WASTE

For many years on their websites Upper Valley Disposal Service/Clover Flat Landfill, Northern Recycling in Yolo County (site of a recent Dec. 10 2025 fatality of a Latino Waste Worker) and Napa Recycling and Waste claimed "Sister" or "Partner" company arrangements.

While Waste Connections stated at the Dec. 10 2025 UVWMA meeting that they are no longer in partnership or "sister company" status with Pestoni Family operations and Northern Recycling, there is previous documentation from 2020 ([see attachment](#)) demonstrating co-mingled tax free grant monies of tens of millions of dollars from the California Pollution Control Financing Authority between Northern Recycling, Napa Recycling and Waste and Pestoni Family operations. (see attached).

If it is the case they are no longer connected then Waste Connections should produce documentation these public grant monies are no longer intermingled.

Additionally, Waste Connections should supply documentation for transportation of unregulated radioactive waste at UVDS/Clover Flat Landfill prior to the 2020, if that transportation actually occurred.

Documentation has never been provided to ascertain the radioactive fracking tanks were not still on premises when the Glass Fire wildfire burned Clover Flat Landfill in 2020.

CONCERNS WITH UVWMA DIRECTOR STEVEN LEDERER

Long time Upper Valley Waste Management Agency Director Steve Lederer (since 2012) has also been the Napa County Public Works Director since 2012 with Napa County roads consistently rated among the worst in the San Francisco Bay Area, often ranking at or near the bottom of the nine-county region in annual

[Metropolitan Transportation Commission \(MTC\) reports](#). With a combined average Pavement Condition Index (PCI) score of 54 (out of 100) in late 2024, the county falls into the "at-risk" category.

In his extensive time as the Director of the UVWMA JPA Mr. Lederer has

led the way to deregulating this Joint Powers Agency - removing oversight teeth that had protected public health and safety and the environment for decades by orchestrating new no-bid contracts with the UVWMA and UVDS/Clover Flat Landfill (Now owned by Waste Connections) without public transparency or a public bidding process.

He has allowed the long term storage of unregulated radioactive waste, dozens of fires and numerous large scale contamination incidents to occur on his watch

Director Lederer mislead the public and the UVWMA by downplaying the severity of the radiation exposure incident at Clover Flat Landfill in 2018/2019, and by omission buried evidence of the Glass Fire burning of Clover Flat Landfill in 2020, failing to notify the public of an active wildfire burning through Clover Flat Landfill with incineration of the toxic leachate and methane systems, and with no accountability to the Waste Workers questionably deployed by the company to fight the wildfire without training or equipment.

Director Lederer was exclusively named in the Department of Justice/FBI investigation of the Upper Valley Waste Management Agency and called before the Grand Jury in San Francisco.

As Director of the UVWMA he repeatedly failed to inform the Agency and the public of the Fish & Wildlife Investigation that lead to the 2025 Napa County District Attorney settlement for over \$6 million dollars, as well as signed off on a Transfer Station permit for Upper Valley Disposal Service with no mention in any public meeting or notice to neighbors and the community.

Director Lederer has been Napa County Public Works Director since 2012, and has been with Napa County since 2001 starting in the Planning Department. The UVWMA started in 1992 and it appears Mr. Lederer has been Director of the UVWMA with a history of fires, large scale contamination incidents and lack of accountability to both the community and UVDS/Clover Flat Landfill workforce.

With roads in Napa County consistently ranked among the worst roads in the Bay Area and a reckless history towards public health and safety as Director of the UVWMA it should occur to you that he is at minimum clearly overtaxed in assuming both roles and this should be examined.

Is it not time for a fresh face and some new leadership in this troubled Joint Powers Agency with a provably problematic past?

If you are basing your decisions of the leadership of Director Lederer with the troubled history of UVDS/Clover Flat Landfill and the ongoing issues with a company like Waste Connections garnering thousands of complaints from entire communities in Southern California, this past history should give you pause.

Geoff Ellsworth
Co-Chair
CA LULAC Waste Workers Advocacy Committee
323-691-9621
CALulac.org



**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: June 15, 2021**

Request to Approve a Final Resolution Authorizing the Issuance of Tax-Exempt Revenue Notes for New Money and Refunding Purposes

Prepared by: Andrea Gonzalez

Applicant:	Napa Recycling & Waste Services, LLC, and/or its affiliates	Final Resolution Amount Requested:	\$59,020,000
		New Money Requested:	\$28,100,000
		Refunding Amount Requested:	\$30,920,000
		Application No.:	944 (SB)
Project Location:	City of Woodland (Yolo County)	Final Resolution No.:	21-01-611
		Prior Action:	IR 21-01 approved on 4/12/21

Summary. Napa Recycling & Waste Services, LLC, and/or its affiliates (the “Borrower”) requests the approval of a Final Resolution for a total amount not to exceed \$59,020,000 in tax-exempt notes of which \$30,920,000 will be used to refund the Series 2017 Notes (the “Prior Notes”) previously issued by the California Pollution Control Financing Authority (the “Authority”). The new money amount of \$28,100,000 will be used to finance the construction and/or equipping of an organics and construction demolition waste processing facility and the purchase of solid waste equipment (the “Project”).

Borrower. The Borrower was organized in California on August 18, 2004, for the purpose of collecting and processing solid waste, recyclables and organic materials. The Borrower is a limited liability company and is a small business that employs approximately 175 employees in total.

The principal stockholders of the Borrower are as follows:

B & K Napa Waste, LLC	25%
Garaventa Enterprises, Inc.	25%
Garbarino Waste Industries, LLC	25%
Pestoni Napa City, LLC	25%
Total:	<u>100%</u>

Legal Status Questionnaire. The Authority staff has reviewed the Borrower’s responses to the questions contained in the Legal Status Questionnaire portion of the Application. The information disclosed in the Legal Status Questionnaire portion of the

**Agenda Item 4.A.1.
Resolution No. 21-01-611**

Application does not raise concerns regarding the financial viability or legal integrity of this applicant.

Tax Equity and Fiscal Responsibility Act (TEFRA). The TEFRA hearing was held on May 14, 2021. There were no comments received in support of or in opposition to this Project.

Fees. The Borrower has paid an application fee of \$5,000 and will pay an administrative fee of up to \$51,200 at closing. Additionally, the Borrower will pay the Authority's actual costs, including, but not limited to, applicable Issuer's Counsel fees, Agent for Sale fees and staff costs for the refunding portion of the transaction, in lieu of the Authority's usual refunding fee.

Small Business Assistance Fund (SBAF) Eligibility. The SBAF, established in Section 8041 of Division 11 of Title 4 of the California Code Regulations, is funded by fees collected from large-business borrowers with more than 500 employees to help offset the costs of issuance for small businesses that participate in the program. The SBAF assistance is available on a sliding scale to small-business borrowers, defined in Section 8020(l) of Division 11 of Title 4 of the California Code of Regulations as those who employ no more than 500 employees, unless the par amount of the note issue is above \$13,750,000. The Borrower is a small business, but it is not eligible for assistance from the Small Business Assistance Fund due to the par amount of the note issue.

Prior Financings. Prior financings are listed below.

Description	Date of Issue	Original Amount	Amount Outstanding as of 6/1/2021
Napa Recycling & Waste Services, LLC, Series 2005A	4/1/2015	\$21,030,000	\$0
Napa Recycling & Waste Services, LLC, Series 2017	12/19/2017	35,200,000	30,920,000
TOTALS:		\$56,230,000	\$30,920,000

Project Description. The note proceeds will be used to construct an organics and demolition waste processing facility at the Yolo County Central Landfill as part of a program to comply with the California Global Warming Solutions Act of 2006 (Division 25.5 (commencing with section 35800) of the Health and Safety Code) and Chapter 13.1 (commencing with section 42652) of the Public Resources Code. It is anticipated that the facility will annually process approximately 150,000 tons of organic material, including green and food waste, and 10,000 tons of construction-related debris.

The Borrower also intends to use the note proceeds to purchase equipment for the collection, processing, transfer and recycling of solid waste, including California Air

**Agenda Item 4.A.1.
Resolution No. 21-01-611**

Resources Board compliant solid waste collection vehicles, an excavator, wheel loaders, a grinder, a shredder, screens and sorting equipment.

The anticipated Project costs are listed below:

Project and Issuance Costs	To Be Paid from Note Proceeds
Acquisition and Installation of New Solid Waste Equipment and Construction and/or Equipping of Organics and Demolition Waste Processing Facility	\$27,744,675
Refinancing of Series 2017 Notes	30,920,000
Note Issuance Expenses	<u>355,325</u>
Total	<u>\$59,020,000</u>

Note: The Project costs reported in the Borrower's application and shown here in the Authority staff's report are estimated costs. At the time this financing closes, the estimated Project costs will be finalized and stated in the Tax Certificate. Variations from the costs shown in the application and in this report may occur prior to the closing due to the increased costs of certain components of the Project from original estimates, and other reasons. In addition, those costs may vary after closing due also to increased costs, as well as design and equipment modifications during construction, differences in equipment due to future changes in statutes or regulation or for other reasons. However, the Borrower confirms, through the submission of a signed application and will confirm through covenants and representations in various note documents, that all assets purchased with note proceeds will qualify for tax-exempt financing, they will be used to complete the Project as described, and the average life tests required by federal law and described in the Tax Certificate will continue to be met. Tax-exempt financing may be only one source out of multiple sources of financing for a given project.

Anticipated Project Timeline. The Project is presently under construction and is expected to be completed by December 31, 2023.

California Debt Limit Allocation Committee (CDLAC) Volume Cap Allocation. The Authority has applied on the Borrower's behalf to CDLAC for an exempt facility allocation in an amount not to exceed \$28,100,000 to be considered at its June 16, 2021, meeting

Local Government. The Borrower received a letter of support from Ramin Yazdani, Director of the Division of Integrated Waste Management for Yolo County (see Attachment A).

Pollution Control and/or Environmental Benefits. The Borrower represents the Project will generate the pollution control and environmental benefits described below.

**Agenda Item 4.A.1.
Resolution No. 21-01-611**

Air Quality. The Borrower states, “Air quality should be enhanced with the full implementation of the proposed project by virtue of the fact that composting significantly reduces GHG gases compared to a landfill. In addition, the application of compost results in a reduced need for GHG producing petroleum-based chemical fertilizer, pesticides and herbicides.”

Water Quality. The Borrower states, “Composting improves downstream water quality by retaining pollutants such as heavy metals, nitrogen, phosphorus, herbicides and pesticides. Compost retains a large volume of water, thus helping to reduce erosion, reduce runoff and establish vegetation.”

Recycling of Commodities. The Borrower states, “The proposed Project is expected to divert a substantial amount of organic material including green waste and food waste recyclables and construction related debris from local landfills.”

Safety and Compliance. The Borrower states, “The Project will be compliant with all State and local mandates. It is in direct response to the State’s regulatory mandates of California Public Resources Code as required by AB 939, AB 32 and SB 1383.”

Consumer Cost Savings and Efficiencies. The Borrower states, “The resulting compost from the facility will be available for direct use by local farmer and residences. When applied properly compost reduces the need to water as frequently and significantly reduces water evaporation from deeper levels.”

Permitting and Environmental Approvals. The Borrower has provided a signed letter from Greg Kelley, Operations Manager of Napa Recycling & Waste Services, LLC, articulating that the Project is consistent with its existing zoning and permit requirements. The Borrower represents that the Project does not require a new review under the California Environmental Quality Act (Division 13 (commencing with Section 21000) of the Public Resources Code) process and does not require any additional discretionary permits.

Financing Details. The Borrower anticipates a direct bank purchase of negotiated tax-exempt notes with MUFG Union Bank, N.A., which is a Qualified Institutional Buyer (QIB) as defined in SEC Rule 144A under the Securities Act of 1933, in minimum denominations of \$250,000 or any integral multiple of \$5,000 in excess thereof. Subsequent transfer is restricted to the transfer of the note in whole or, with the consent of the Authority, in part. The target date for financing is July 1, 2021.

For state law purposes, the notes will be delivered (“drawn down”) incrementally. For federal tax law purposes, since at least \$50,000 of the notes will be delivered on the initial closing date, the entire \$59,020,000 will be deemed issued at closing and will receive the full amount of volume cap allocation dedicated to the notes. The Borrower has advised the Authority that this structure will provide significant cost savings to the Borrower.

Financing Team.

Municipal Advisor to Borrower:	Westhoff, Cone & Holmstedt
Note Counsel:	Law Offices of Leslie M. Lava
Issuer's Counsel:	Office of the Attorney General
Direct Bank Purchaser:	MUFG Union Bank, N.A.
Trustee:	The Bank of New York Mellon Trust Company, N.A.

Staff Recommendation. Staff recommends the approval of Final Resolution No. 21-01-611 for an amount not to exceed \$59,020,000 for Napa Recycling & Waste Services, LLC, and/or its affiliates.

Attachment A



County of Yolo
DEPARTMENT OF COMMUNITY SERVICES
DIVISION OF INTEGRATED WASTE MANAGEMENT

Taro Echiburú,
DIRECTOR

44090 County Road 28H, Woodland, CA 95776
(530) 666-8852 Fax (530) 666-8853 www.yolocounty.org

March 26, 2021

Ms. Nancee Robles
Interim Executive Director
California Debt Limit Allocation Committee
915 Capitol Mall, Room 311
Sacramento, CA 95814

RE: California Debt Limit Allocation Committee, Exempt Facility Approvals
Northern Recycling, LLC Project

Dear Ms. Robles:

I write to you today on behalf of Northern Recycling, LLC relating to their funding of equipment and infrastructure for a Composting and Construction & Demolition Debris Processing Facility located at the Yolo County Central Landfill. Our understanding is that project approval will be requested at the next California Debt Limit Allocation Committee ("CDLAC") meeting.

Northern Recycling will be constructing the facility as part of a program to comply with AB 32 and SB 1383 at the Yolo County Central Landfill to remove organics from landfill disposal and create a compost product for agriculture. They will purchase processing equipment and provide funding for the construction of the facility. I understand that in order to receive approval for the issuance of tax exempt bonds that will fund these costs and, on whose lower interest rates the "project" economics have been based, CDLAC must grant part of the State's allocation for "private activity" bonds as defined by the federal government to the Project.

We and Northern Recycling agree that the implementation of this project is a cost-effective addition to our overall program, taking into account cost, technology and expected additional waste diversion through enhanced and improved recycling and composting systems and equipment.

On behalf of the County of Yolo, I would appreciate it if you would approve the Northern Recycling project application.

Sincerely,

Ramin Yazdani

Ramin Yazdani, Director
Division of Integrated Waste Management

**FINAL RESOLUTION OF THE
CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
AUTHORIZING THE ISSUANCE OF REVENUE NOTES FOR
NEW MONEY AND REFUNDING PURPOSES FOR THE
SOLID WASTE DISPOSAL AND RECYCLING FACILITIES AND EQUIPMENT
OF NAPA RECYCLING & WASTE SERVICES, LLC, AND/OR ITS AFFILIATES**

June 15, 2021

WHEREAS, the California Pollution Control Financing Authority (the “Authority”) has received the application of Napa Recycling & Waste Services, LLC, a California limited liability company, and/or its affiliates (the “Borrower”) for financial assistance to finance or refinance (i) the acquisition and installation, if any, of solid waste equipment to be located at 44090 County Road 28H, Woodland, CA 95776 (the “Site”); and (ii) the construction and/or equipping of an organics and demolition processing facility to be located at the Site; all as more particularly described in the Term Sheet attached hereto as Exhibit A and incorporated herein (the “Term Sheet”) (collectively, the “2021 Project”); and

WHEREAS, the Authority has previously issued its California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (Napa Recycling & Waste Services, LLC Project) Series 2017 (the “Prior Notes”); and

WHEREAS, the Borrower now wishes to refund the Prior Notes, which financed or refinanced (i) the construction of improvements to solid waste facilities, including a roof structure, storm water management system and site improvements thereto, and the acquisition and installation, if any, of equipment for the collection, processing, transfer and recycling of solid waste and other equipment functionally related thereto, including, without limitation, rolling stock, collection and other vehicles and/or green and food waste processing, materials recovery, composting and/or office equipment located at 820 Levitin Way, American Canyon, CA 94503, 600 Tower Road, American Canyon, CA 94503, 889 Devlin Road, American Canyon, CA 94503, 11220 County Road 94, Zamora, CA 95698, 920 American Way, Paradise, CA 95969 (the “2017 Sites”); and/or (ii) the acquisition of drop boxes, bins, carts and containers located at one or more of the 2017 Sites and/or with customers located in incorporated or unincorporated portions of Napa, Butte and/or Yolo Counties, CA; all as more particularly described in the Term Sheet (the “Prior Project” and, together with the 2021 Project, the “Project”); and

WHEREAS, the Borrower has requested the Authority to issue its revenue notes from time to time in an amount not to exceed \$59,020,000 to assist in the financing or refinancing of the 2021 Project and the refunding of the Prior Notes; and

WHEREAS, the Borrower has applied for an allocation to finance the 2021 Project and certain costs of the issuance of the Notes (as hereinafter defined) in the aggregate amount of \$28,100,000, from the California Debt Limit Allocation Committee (“CDLAC”) (the “Allocation”); and

WHEREAS, the Borrower has requested that such revenue notes be delivered in installments as described in the hereinafter referred indenture; and

WHEREAS, the proceeds of such revenue notes will be loaned to the Borrower under the hereinafter referred loan agreement with the Authority; and

WHEREAS, final approval of the terms of such revenue notes and certain documents relating to such revenue notes is now sought; and

WHEREAS, the Borrower has provided documentation to the Authority demonstrating that the Project has complied with the California Environmental Quality Act (Division 13 (commencing with Section 21000) of the Public Resources Code) or is not a project under that division;

NOW, THEREFORE, BE IT RESOLVED by the California Pollution Control Financing Authority, as follows:

Section 1. The Project constitutes a “project” and the Borrower is a “participating party” within the meaning of the California Pollution Control Financing Authority Act (Division 27 (commencing with Section 44500) of the Health and Safety Code) (the “Act”).

Section 2. Pursuant to the Act, revenue obligations of the Authority, designated as the “California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (Napa Recycling & Waste Services, LLC Project) Series 2021” (the “Notes”), or such alternate designation as may be approved by the Executive Director or the Deputy Executive Director of the Authority, in an aggregate principal amount not to exceed \$59,020,000, are hereby authorized to be issued. The Notes may be issued at one time, or from time to time, in one or more series or sub-series separately or differently identified, and may be issued in a tax-exempt mode, all in accordance with the Indenture (as hereinafter defined) as finally executed. The proceeds of the Notes shall be used to make a loan to the Borrower to finance or refinance the 2021 Project (including without limitation, reimbursing the Borrower for qualifying costs incurred for the 2021 Project prior to the issuance of the Notes), to refund the Prior Notes and to pay certain costs of issuance of the Notes. The Notes may be issued as a single issue for federal tax purposes with delivery of the Notes against proceeds done in periodic installments under a draw down mechanism.

Section 3. The Treasurer of the State of California (the “Treasurer”) is hereby authorized to sell the Notes, at one time or from time to time on or before December 31, 2021, by negotiated sale, at such price and at such interest rate or rates as the Treasurer may determine, such determination to be as set forth in the hereinafter referred to Purchase Contract. Delivery of the Notes at such times to be determined by the Authority pursuant to documents approved in Section 4 hereof, is hereby approved.

Section 4. The following documents:

- (i) a loan agreement relating to the Notes (the “Loan Agreement”) between the Authority and the Borrower;
- (ii) an indenture relating to the Notes (the “Indenture”) between the Authority and the trustee named in the Term Sheet (the “Trustee”); and
- (iii) a note purchase contract relating to the Notes (the “Purchase Contract”) among the Authority, the Treasurer, as agent for sale, and the bank named in the Term Sheet, as purchaser (the “Purchaser”), and as approved by the Borrower;

are hereby approved in substantially the forms on file with the Authority prior to this meeting, with such insertions, deletions or changes therein in substantial conformance with the Term Sheet as the officer(s) executing and/or delivering the same may require or approve, such approval to be conclusively evidenced by execution and delivery thereof.

Section 5. Any modification to the Project made prior to the issuance of the Notes shall be reported to the Executive Director of the Authority, and such modification shall be subject to further approval by the Authority.

Section 6. Any material changes to the note sale structure prior to the issuance of the Notes are subject to further approval by the Authority.

Section 7. The Authority understands and agrees that pursuant to the terms of the Loan Agreement, the obligations of the Borrower may, under some circumstances, be carried out or assumed by a successor or assignee entity, or by an Affiliate of the Borrower. For purposes of this Resolution, an “Affiliate” of the Borrower means any person or entity that meets the definition of “participating party” in the Act and controls, is controlled by or is under common control with the Borrower, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise.

Section 8. The dates, maturity dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of the Notes shall be as provided in the Indenture, as finally executed.

Section 9. The Notes shall be executed by the manual or facsimile signature of the Chair or any Deputy to the Chair and the seal of the Authority shall be affixed thereon (or a facsimile reproduced thereon) in the form set forth in and otherwise in accordance with the Indenture. The Notes, when executed, shall be delivered to the Trustee under the Indenture for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Notes by executing the Trustee’s certificate

**Agenda Item 4.A.1.
Resolution No. 21-01-611**

of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Notes, when duly executed and authenticated, to the Purchaser in accordance with written instructions executed on behalf of the Authority, which instructions are hereby approved. Such instructions shall provide for the delivery of the Notes to the Purchaser upon payment of the purchase price thereof.

Section 10. The Authority hereby dedicates and confirms the Allocation to the Notes of \$28,100,000 to be received from CDLAC, if approved, to finance or refinance certain costs of the 2021 Project and to pay certain costs of the issuance of the Notes, so as to satisfy the requirements of Section 146(e) of the Internal Revenue Code of 1986, with respect to the Notes. The Allocation shall automatically revert to CDLAC unless the Authority has executed the Notes on behalf of the Borrower by the close of business one hundred eighty (180) days from the date of the approval of the Allocation. The Executive Director of CDLAC may approve an extension of up to ninety (90) days, which approval shall not be unreasonably withheld. This extension will result in a forfeiture of the 2021 Project's performance deposit to the extent that the performance deposit has not previously been forfeited. The Authority shall return any unused Allocation to CDLAC.

Section 11. Each officer of the Authority, acting alone, is hereby authorized and directed, to do any and all ministerial acts that the officer may deem necessary or advisable in order to consummate the issuance, sale or delivery of the Notes, and otherwise to effectuate the purposes of this Resolution and the Indenture, the Loan Agreement and the Purchase Contract. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including without limitation, any certifications, including, a tax certificate.

Section 12. The provisions of the resolution of the Authority entitled "Resolution of the California Pollution Control Financing Authority Delegating Certain Powers and Authorizing Certain Actions Related to Bond Financings," Resolution No. 21-01-001, adopted by the Authority on January 19, 2021 (the "Delegation Resolution"), apply to the documents and actions approved in this Resolution, and the provisions of Resolution No. 21-01-001 are incorporated herein by reference. This Section 12 shall be deemed to refer to and incorporate any resolution of a similar nature adopted hereafter by the Authority that replaces or supersedes the Delegation Resolution.

Section 13. The provisions of the Initial Resolution No. 21-01, approved by the Interim Executive Director of the Authority, on behalf of the Authority, on April 12, 2021, pursuant to their delegation authority, apply to the documents and actions approved in this Resolution, and the provisions of such resolution are incorporated herein by reference.

Section 14. The Certification of Compliance II or equivalent form must be submitted by the Borrower to the Authority by February 1 annually, until the Certificate of Completion has been submitted to the Authority, as provided in the Loan Agreement. These forms may be found at this website location: <http://www.treasurer.ca.gov/cdlac>. A

**Agenda Item 4.A.1.
Resolution No. 21-01-611**

failure to demonstrate compliance may result in the disqualification from future allocations of the State Ceiling on Qualified Private Activity Bonds.

Section 15. The Loan Agreement, Indenture and Purchase Contract expressly provide that CDLAC is a third-party beneficiary of the terms and conditions set forth in CDLAC's Resolution. Once the Notes are executed and delivered, the terms and conditions set forth in CDLAC's Resolution shall be enforceable by CDLAC through an action for specific performance or any other available remedy.

Section 16. The Authority hereby approves and ratifies each and every action taken by its officers, agents, members and employees prior to the date hereof in furtherance of the purposes of this Resolution.

Section 17. This Resolution shall take effect immediately upon its passage. The adoption by the Authority of this final resolution for the Borrower shall not be referred to in any application before any government agency as evidence of the feasibility, practicality or suitability of the Project or in any application for any required permission or authority to construct or operate the Project.

EXHIBIT A

TERM SHEET

Name of Issue:	California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (Napa Recycling & Waste Services, LLC Project) Series 2021 (the "Notes")
Maximum Amount of Issue:	\$59,020,000 (tax-exempt)
Issuer:	California Pollution Control Financing Authority (the "Authority") Sacramento, CA
Borrower:	Napa Recycling & Waste Services, LLC Napa, CA
Purchaser:	MUFG Union Bank, N.A. Ontario, CA
Note Counsel:	Leslie M. Lava, Esq. Tiburon, CA
Trustee:	The Bank of New York Mellon Trust Company, N.A. Los Angeles, CA
Underwriter:	Not applicable
Remarketing Agent:	Not applicable
Project:	(1) Finance or refinance (i) the acquisition and installation, if any, of

**Agenda Item 4.A.1.
Resolution No. 21-01-611**

solid waste equipment to be located at 44090 County Road 28H, Woodland, CA 95776 (the "Site"); and (ii) the construction and/or equipping of an organics and demolition processing facility to be located at the Site; and (2) refund one outstanding Authority revenue note issue which financed or refinanced (i) the construction of improvements to solid waste facilities, including a roof structure, storm water management system and site improvements thereto, and the acquisition and installation, if any, of equipment for the collection, processing, transfer and recycling of solid waste and other equipment functionally related thereto, including, without limitation, rolling stock, collection and other vehicles and/or green and food waste processing, materials recovery, composting and/or office equipment located at 820 Levitin Way, American Canyon, CA 94503, 600 Tower Road, American Canyon, CA 94503, 889 Devlin Road, American Canyon, CA 94503, 11220 County Road 94, Zamora, CA 95698, 920 American Way, Paradise, CA 95969 (the "2017 Sites"); and/or (ii) the acquisition of drop boxes, bins, carts and containers located at one or more of the 2017 Sites and/or with customers located in incorporated or unincorporated portions of Napa, Butte and/or Yolo Counties, CA.

Maximum Note Term:

Not to exceed 31 years

Type of Sale:

Negotiated sale; direct purchase by Purchaser

**Agenda Item 4.A.1.
Resolution No. 21-01-611**

Description of Minimum Denominations:	\$250,000 or any integral multiple of \$5,000 in excess thereof during index interest rate period (initial period)
Financing Structure:	Index interest rate notes deliverable in installments using a draw down mechanism, convertible to term interest rate or weekly variable rate with tender option pursuant to the Indenture; transferrable by Purchaser to either an affiliate of the Purchaser or, upon delivery of a letter of representation, a "Qualified Institutional Buyer," as defined in Rule 144A of the Securities Act of 1933, as amended
Maximum Interest Rate:	Lesser of 12% or the maximum rate permitted by law
Letter of Credit:	Not applicable
Other Credit Enhancement:	Not applicable
Anticipated Note Rating:	Unrated
Type of Financing:	Solid waste disposal revenue notes
Prepared by:	Leslie M. Lava, Esq. Law Offices of Leslie M. Lava (415) 331-6464