

RESOLUTION OF THE BOARD OF SUPERVISORS OF THE COUNTY OF IMPERIAL APPROVING A REVENUE BOND FINANCING TO BE ISSUED BY THE CALIFORNIA MUNICIPAL FINANCE AUTHORITY TO BENEFIT ALLIED WASTE NORTH AMERICA, INC.

RESOLUTION NO. 2007-004

WHEREAS, Allied Waste North America, Inc., or an affiliate thereof, (the "Company") has requested that the California Municipal Finance Authority (the "Authority") adopt a plan of finance to issue bonds in one or more series in an aggregate principal amount not to exceed \$250,000,000 (the "Bonds") for the purpose of, among other things, financing, in an amount not expected to exceed \$12,400,000, the following projects (collectively, the "Projects") to be owned and/or operated by the Company in the County of Imperial (the "County"): (a) improvements to existing collection (hauling) and transfer station facilities, including (i) acquisition of solid waste disposal trucks and support vehicles, (ii) acquisition of solid waste disposal containers and related equipment, (iii) acquisition of solid waste sorting and processing equipment, (iv) site improvements, and (v) acquisition of other equipment and assets necessary to support the foregoing improvements and place them into service; and (b) improvements to existing landfill facilities, including (i) construction of new disposal cells and liners within currently permitted acreage, (ii) additions and improvements to the leachate collection and treatment system, including leachate trenching, (iii) additions and improvements to the methane gas systems, (iv) installation of new liners for intermittent and final closure of completed sections of the landfill facilities, (v) site improvements, (vi) acquisition of equipment to be used at the landfill facilities, and (vii) acquisition of other equipment and assets necessary to support the foregoing improvements and to place them in to service;

WHEREAS, the Projects are to be located at the following County locations: (a) Allied Waste Services of Imperial, 3354 Dogwood Road, Imperial, California, 92251; and (b) Allied Imperial Landfill, 104 East Robinson Road, Imperial, California, 92251;

WHEREAS, pursuant to Section 147(f) of the Internal Revenue Code of 1986 (the "Code"), and Section 4 of the Joint Exercise of Powers Agreement Relating to the California Municipal Finance Authority dated as of January 1, 2004 (the "Agreement"), the issuance of the Bonds by the Authority must be approved by the County;

WHEREAS, the Authority has requested that the Board of Supervisors of the County (the "Board") approve the plan of finance for the issuance of the Bonds by the Authority in order to satisfy such legal requirements; and

WHEREAS, pursuant to Section 147(f) of the Code, the Board has, following notice duly given, held a public hearing regarding the plan of finance for the issuance of the Bonds, and now desires to approve the plan of finance for the issuance of the Bonds by the Authority;

NOW, THEREFORE, BE IT RESOLVED by the Imperial County Board of Supervisors as follows:

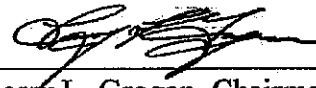
Section 1. The Board hereby approves the Projects and the plan of finance for the issuance of the Bonds by the Authority. It is the purpose and intent of the Board that this Resolution constitute approval of the Project and the plan of finance for the issuance of the Bonds for the purposes of (a) Section 147(f) of the Code by the applicable elected

representative of the governmental unit having jurisdiction over the area in which the Project is to be located, in accordance with said Section 147(f), and (b) Section 4 of the Agreement.

Section 2. The officers of the County are hereby authorized and directed, jointly and severally, to do any and all things and to execute and deliver any and all documents which they deem necessary or advisable in order to carry out, give effect to and comply with the terms and intent of this Resolution and the financing transaction approved hereby.

Section 3. This Resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Imperial County Board of Supervisors during a regular scheduled meeting on this 30th day of January, 2007, by the following vote: Carrillo, Grogan, Maruca, Wyatt, Leimgruber



Larry L. Grogan, Chairman
Imperial County Board of Supervisors



Sylvia Bermudez, Clerk of the Board
County of Imperial