

**AMENDMENT TO SANITATION DISTRICTS
SOLID WASTE MANAGEMENT SYSTEM AGREEMENT**

This Amendment to Agreement is entered into effective May 23, 2007 by and between County Sanitation Districts Nos. 1, 2, 3, 5, 8, 15, 16, 17, 18, 19, 21, 22, 23, 29, and South Bay Cities Sanitation District of Los Angeles County, sometimes hereinafter referred to collectively as Districts and individually by District number.

WHEREAS effective February 21, 1996 the Districts entered into the Sanitation Districts Solid Waste Management System Agreement (hereinafter System Agreement).

WHEREAS, a Fifth Amendment Joint Powers Agreement – Calabasas Landfill (hereinafter Fifth Amendment) has been successfully negotiated between the staffs of the County of Los Angeles (hereinafter County) and District No. 2, has been approved and executed by District No. 2, and the Districts anticipate that soon it will be approved and executed by the County.

WHEREAS, District No. 2 will be authorized by said Fifth Amendment to develop a gas-to-energy project (hereinafter "Project") to produce renewable electricity from the landfill gas generated by the refuse disposed of at the Calabasas Landfill. In consideration of a payment from District No. 2 to the County, as therein described, the County will grant, transfer, convey, sell, and lease to District No. 2, to the extent needed for the Project, the County's right, title and interest in the landfill gas generated, produced, or created at the Calabasas Landfill together with all rights to use or develop the landfill gas into electrical energy.

WHEREAS, the Districts desire that the rights above-described be transferred by District No. 2 to the Sanitation Districts Solid Waste Management System (hereinafter System).

NOW, THEREFORE, the Parties agree as follows:

(a) Calabasas Landfill Gas-to-Energy Facility

(1) Subject to full execution of Fifth Amendment, District No. 2 exercising the rights conferred upon it pursuant to the Fifth Amendment, hereby transfers to the System without the need for further instrument of conveyance and the System hereby accepts from District No. 2 the District's right to develop a gas-to-energy project, the Calabasas Landfill Gas-to-Energy Facility, to produce renewable electricity from the landfill gas generated by the refuse disposed of at the Calabasas Landfill and all other rights conferred upon District No. 2 pursuant to said Fifth Amendment.

(2) Subject to full execution of the Fifth Amendment, Exhibit A to the System Agreement is hereby modified to include the Calabasas Landfill Gas-to-Energy Facility.

(b) Allocation of Proceeds from Clean Renewal Energy Bonds (hereinafter CREBs).

(1) The Los Angeles County Sanitation District Financing Authority plans to issue CREBs under Section 54 of the Internal Revenue Code in the approximate amount of \$17,161,583. The bonds will be issued pursuant to the allocation provided by the Internal Revenue Service as set forth on Exhibit B to this Agreement.

(2) Each signatory District hereby sells, assigns and transfers its share of said CREB bonds, in the approximate amount of the allocation set forth in Exhibit B, to the System to be deposited in and held in the System funds for the development and construction of the Calabasas Landfill Gas-to-Energy Facility.

(3) The total bond proceeds thus transferred to the System in accordance with Section 3 of the System Agreement, together with all other assets of the System shall continue to be owned by the Districts in proportion to the amount of tax revenues collected by each District and transferred either to certain facilities or to the System or both.

IN WITNESS WHEREOF, each of the Parties has executed this Amendment to the System Agreement on the dates set forth below.

ATTEST:

COUNTY SANITATION DISTRICT NO. 1
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: Leonis C. Matting
Chairperson, Board of Directors MAY 9 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 2
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: Leonis C. Matting
Chairperson, Board of Directors MAY 9 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 3
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 9 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 5
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 16 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 8
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: Burlin Collier
Chairperson, Board of Directors MAY 9 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 15
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 23 2007

PRO TEM

ATTEST:

COUNTY SANITATION DISTRICT NO. 16
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 23 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 17
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

PRO TEM

By: Mike Antonovich
Chairperson, Board of Directors MAY 23 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 18
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 23 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 19
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 9 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 21
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 23 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 22
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

PRO TEM

By: Michael Tourey
Chairperson, Board of Directors MAY 23 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 23
OF LOS ANGELES COUNTY

By: M. Alma Horwath
Secretary

By: [Signature]
Chairperson, Board of Directors MAY 9 2007

ATTEST:

COUNTY SANITATION DISTRICT NO. 29
OF LOS ANGELES COUNTY

By: M. Alma Horvath
Secretary

By: Irma Z. Hansen
Chairperson, Board of Director
MAY 9 2007

ATTEST:

SOUTH BAY CITIES SANITATION
DISTRICT OF LOS ANGELES COUNTY

By: M. Alma Horvath
Secretary

By: [Signature]
Chairperson, Board of Directors
MAY 16 2007

APPROVED AS TO FORM:
LEWIS, BRISBOIS, BISGARD
AND SMITH

By: B. Richard Myers
District Counsel

Exhibit A

List of Existing and Proposed Sites, Facilities, and Equipment in the System

1. Palos Verdes Landfill
25706 Hawthorne Boulevard
Rolling Hills Estates, California
2. Spadra Landfill
4125 West Valley Boulevard
Pomona, California
3. South Gate Transfer Station
9530 South Garfield Avenue
South Gate, California
4. Puente Hills Landfill
2800 South Workman Mill Road
Whittier, California
5. Southeast Resource Recovery Facility
Terminal Island
Long Beach, California
6. Puente Hills Refuse-to-Energy Facility
2800 South Workman Mill Road
Whittier, California
7. Commerce Refuse-to-Energy Facility
5900 South Sheila Street
Commerce, California
8. South Gate Refuse-to-Energy Facility
8530 South Garfield Avenue
South Gate, California
9. Southwest Transfer Station and/or
Resource Recovery Facility
Redondo Beach, California
10. Districts Solid Waste System Equipment Pool
11. Calabasas Landfill Gas-to-Energy Facility
5300 Lost Hills Road
Agoura, California

12. Such sites, facilities and equipment as District No. 2 in its sole discretion determines to be necessary or desirable for the development and implementation of a system for the transfer and disposal of refuse by rail or the recovery of material from waste or to be consistent with the policies or recommendations contained in the Action Plan.

Exhibit B

District No.	Amount Allocated
1	\$1,555,783
2	2,715,321
3	1,962,456
5	1,858,181
8	558,914
16	3,044,830
17	237,747
18	2,467,147
19	114,703
21	681,959
22	1,003,126
23	362,877
29	154,327
South Bay Cities	444,212

**RESOLUTION OF THE BOARD OF DIRECTORS OF
SOUTH BAY CITIES SANITATION DISTRICT OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, South Bay Cities Sanitation District of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of South Bay Cities Sanitation District of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of South Bay Cities Sanitation District of Los Angeles County.



Chairperson, Board of Directors
MAY 16 2007

ATTEST:



Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 1 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 1 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 1 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 1 on May 9, 2007.


Chairperson, Board of Directors

ATTEST:

MAY 9 2007


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 2 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 2 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 2 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 2 on May 9, 2007.


Chairperson, Board of Directors
MAY 9 2007

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 3 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 3 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 3 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 3 on May 9, 2007.



Chairperson, Board of Directors
MAY 9 2007

ATTEST:



Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 5 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 5 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 5 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 5 of Los Angeles County.



Chairperson, Board of Directors
MAY 16 2007

ATTEST:



Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 8 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 8 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 8 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 8 on May 9, 2007.


Chairperson, Board of Directors
MAY 9 2007

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 15 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 15 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and .

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 15 of Los Angeles County, as follows:

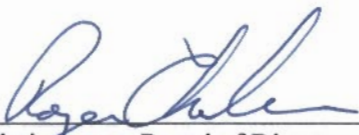
Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 15 on May 23, 2007.


PRO TEM Chairperson, Board of Directors

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 16 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 16 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and .

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 16 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 16 on May 23, 2007.


Chairperson, Board of Directors

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 17 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 17 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and .

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 17 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.


Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 17 on May 23, 2007.


PRO TEM Chairperson, Board of Directors

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 18 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 18 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and .

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 18 of Los Angeles County, as follows:

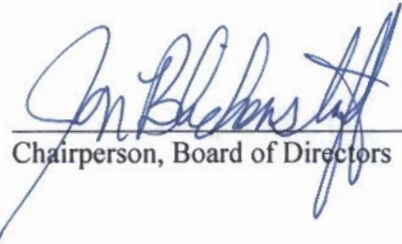
Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 21 on May 23, 2007.



Chairperson, Board of Directors

ATTEST:



Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 22 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 22 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and .

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 22 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 22 on May 23, 2007.


PRO TEM Chairperson, Board of Directors

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 23 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 23 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 23 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 23 on May 9, 2007.


Chairperson, Board of Directors

MAY 9 2007

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 29 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 29 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 29 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 29 on May 9, 2007.


Chairperson, Board of Directors
MAY 9 2007

ATTEST:


Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 19 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 19 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 19 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 18 on May 23, 2007.



Chairperson, Board of Directors

ATTEST:



Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
COUNTY SANITATION DISTRICT NO. 21 OF LOS
ANGELES COUNTY DECLARING THE DISTRICT'S
INTENTION TO REIMBURSE CERTAIN
EXPENDITURES FROM PROCEEDS OF
INDEBTEDNESS**

WHEREAS, County Sanitation District No. 21 of Los Angeles County (the "District") is one of 15 districts signatory to the Sanitation Districts Solid Waste Management System Agreement (System Agreement) effective February 1, 1996; and

WHEREAS, County Sanitation District No. 2 Los Angeles County (District No. 2) has been delegated full authority for acquiring, implementing, operating and maintaining the various sites, facilities and equipment that comprise the system together with other authority as set forth in the System Agreement; and .

WHEREAS, District No. 2 acting pursuant to the System Agreement intends to develop and construct the Calabasas Landfill Gas-to-Energy Facility, including fixtures associated with such facility and land, rights-of-way and easements necessary for any such facility (the "Project"); and

WHEREAS, all 15 districts signatory to the System Agreement are also members of the Los Angeles County Sanitation Districts Financing Authority (Financing Authority); and

WHEREAS, the Financing Authority was created for the purpose of, among other things, assisting member districts in the planning, financing, development, acquisition, construction, operation and maintenance of projects relating to the member districts, and

WHEREAS, all 15 districts signatory to the System Agreement through the Financing Authority collectively applied for an authorization to issue Clean Renewable Energy Bonds (CREBs) for the Project pursuant to Section 54 of the Internal Revenue Code; and,

WHEREAS, the Internal Revenue Service approved an allocation and authorized the issuance of \$17,161,583 of CREBs by the Financing Authority for the Project; and

WHEREAS, the District expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project prior to the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis;

WHEREAS, District No. 2 reasonably expects that the collective debt obligations in an amount not expected to exceed \$17,161,583 will be issued by the Financing Authority and a portion of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the United States Treasury Regulations (the "Treasury Regulations") requires the District to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of County Sanitation District No. 21 of Los Angeles County, as follows:

Section 1. The District finds and determines that the foregoing recitals are true and correct.

Section 2. The District hereby declares its official intent to use proceeds of indebtedness to reimburse itself for the Reimbursement Expenditures.

Section 3. The declaration contained herein is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. Such declaration does not bind the District to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 4. This Resolution shall take effect from and after its date of adoption.

PASSED AND ADOPTED by the Board of Directors of County Sanitation District No. 19 on May 9, 2007.



Chairperson, Board of Directors

MAY 9 2007

ATTEST:



Secretary