

CALIFORNIA WASTE SOLUTIONS, Inc.
Mixed Materials and Organics Services

California Waste Solutions, Inc.

1820 10th Street
Oakland, CA 94607

Phone: 510.832.8111 / Fax: 510.832.8206
www.calwaste.com

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California Waste Solutions, Inc. (CWS) has marked certain private financial papers,
in Section 4 with "Confidential."
CWS fully understands and complies with the provisions of the RFP on confidential matters.
CWS appreciates the City of Oakland's efforts to uphold confidentiality.

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Service Group 1 - January 9, 2013

1. INTRODUCTION

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1.1. Cover Letter

January 9, 2013

Mr. Garrett Fitzgerald
Zero Waste Services RFP Process Coordinator
City of Oakland
Office of the Public Works Agency
250 Frank H. Ogawa Plaza, Suite 4313
Oakland, CA 94612



CALIFORNIA WASTE
SOLUTIONS

Recycling Specialists

Dear Mr. Fitzgerald,

Dear Mr. Fitzgerald,

California Waste Solutions, Inc. (CWS) is pleased to submit seven (7) sets and two (2) electronic copies of this Proposal for Mixed Materials and Organics Collection (MM&O) Collection Services (Service Group 1) to the City of Oakland in response to the Request for Proposals (RFP) issued on September 5, 2012. Please note that CWS is also submitting a Proposal for Residential Recycling Collection Services (Service Group 2) under separate cover.

CWS, a privately held, minority-owned, recycling and waste management California corporation and Oakland local business enterprise, has provided waste materials collection and processing services in the Bay Area since 1992. CWS excels at collecting, processing and marketing recyclable materials and currently collects from over 230,000 residences and businesses in Oakland and San José. One of the largest recyclers in Northern California, CWS owns and operates three MRFs - two in Oakland and one in San José - as well as dispatch and fleet and equipment repair facilities in both cities. For the past 20 years, CWS has been a clear leader in accessing Asian markets for a wide variety of recyclable material generated from single-stream collection programs, including hard-to-recycle grades of paper. *Waste Age Magazine* has consistently ranked CWS as one of the top recycling companies in America and the firm has received several awards from the California Integrated Waste Management Board.

CWS strongly believes in and is absolutely committed to innovation, providing customers with exceptional service, protecting the environment, caring for employees in the best ways possible, providing a positive impact on the communities we serve, and keeping current and planned facilities and equipment up to date and in peak operating condition.

Local Firm – Committed to Oakland

Oakland is our home and we are excited and enthusiastic about the possibility of continuing and expanding our relationship with the City, working hand-in-hand to provide citizens and businesses with services and programs that are second to none.

We consistently demonstrate our strong commitment to being a model corporate citizen by taking an active role in making Oakland a quality place to live and work. CWS has supported numerous bay area schools and local organizations such as the Rose Foundation, Creek to the Bay and many more, thus illustrating CWS' commitment to sustaining organizations that are working to enhance Oakland's quality of life. Because we are integrated into the fabric of this city, the women and men who work for, manage,

Service Group 1 - January 9, 2013

and own CWS look forward to continuing the delivery of efficient, effective and quality recycling collections and processing services to the City of Oakland through this contract.

In 1992, Oakland awarded CWS the company's first public-sector contract. This franchise agreement has doubled in size since its original award. CWS collects residential recyclables from approximately 75,000 single- and multi-family homes. In addition to residential collections, CWS has been successfully servicing commercial customers, City-owned facilities, and we collect recyclables, food scraps and organics at Oakland public events.

Approximately 82,800 tons of recyclables are collected per year and processed at CWS' two Oakland Materials Recovery Facilities (MRF) and those materials are effectively marketed to end users who convert them into new products.

CWS: Proven Experience and Entrepreneurship

CWS is a strong and well established, yet entrepreneurial and nimble, vertically integrated company that was founded over 20 years ago. We have the overall corporate and operational experience and resources, and specific expertise, to continue successfully and effectively managing the expanded responsibility of the City of Oakland's residential recycling collection contract - attributes that make us the ideal partner for the City.

In addition to our Oakland collection experience CWS has been collecting and processing recyclables for the City of San José since 2007. CWS has further expanded our activities internationally to include development and full operation in Vietnam of the first American standards compliant landfill that processes 3500 tons per day and includes a MRF, composting operation, water treatment plant and landfill gas-to-energy production. CWS also has long-standing partnerships with Vietnamese paper mills. In short, CWS is a recognized, award-winning international company with the capability of collecting, increasing diversion of, processing and marketing recyclable materials extracted from Oakland's municipal waste stream.

With our collection and processing approach, we are confident of our ability to achieve Oakland's Zero Waste diversion mandate. Our current, higher than industry standard material recovery rates clearly demonstrate that our focus on and approach to recycling works. Building on our successful materials marketing program, CWS will continue to positively impact Oakland's recycling dynamic.

Well designed and distributed public messages and education are fundamental to accomplishing Oakland's Zero Waste goals. Our past public outreach and education initiatives in Oakland and San José have helped to reduce contamination while increasing the overall volume of recyclable materials set out by residents. Moving forward, CWS proposes to implement an innovative, data-driven public education program that targets and refines messages for maximum effectiveness. Two of our public education partners are Oakland certified local businesses: Circlepoint Certification # 6550 and Kneal Resource System Certification #7364. The third, the Next Generation, while not officially certified, is headquartered in Oakland. All three have comprehensive knowledge of and lengthy experience with Oakland, its communities of interest, neighborhoods, residents and government.

CWS has an economic incentive to see that recycling tons increase and that recyclable materials in mixed material setouts are recovered. Therefore we will continue to work hard to see that the City's recyclables recovery percentages increase as much as possible. Our guiding principles lead us to efficiently, cleanly,

and consistently increase the volume of recyclable material collected, recover as much as possible through processing, and market the recovered material to responsible end users.

CWS is developing a new facility on the former Oakland Army Base on Engineer Road in the North Gateway area. Increased capacity at this state-of-the-art mixed waste and recycling processing and transfer facility will allow CWS to consolidate all of its Oakland operations on one site, recover a greater quantity of recyclable materials from single-family, multi-family, commercial, City facilities, construction and demolition sources, and process organic wastes. The West Oakland community has expressed support for this development as it will relocate our collection truck traffic and processing activities away from the surrounding residential community. We are particularly proud that this development will allow the City of Oakland to finally have waste transfer and processing capabilities located in an appropriate area within our Oakland borders.

Strong Team with Complementary Expertise

Our team includes seasoned and competent professionals to provide a level of service that Oakland residents can trust to do everything necessary to continue collecting recyclables on time and handling them in an environmentally responsible manner. David Duong and his family built CWS from the ground up. He understands the equipment, systems, and the financial and regulatory structures that support them. Kristina Duong works closely with the president/CEO on issues related to marketing, administration, profit and loss, financing, procurement, and environmental and contract compliance. Our transition team is led by these company owners and includes our capable internal staff and specialty consultants.

The official name of the entity that will sign the MM&O Collection Services contract, if awarded to CWS, and the key contact information is as follows:

California Waste Solutions, Inc.

David Duong, President and CEO

1820 10th Street, Oakland, CA 94607

510.832.8111 / Fax: 510.832.8206

davidduong@calwaste.com

CWS is a privately owned full-service recycling and waste management company that started in the Oakland and has been operating in Northern California since 1992. It is a California Corporation, and a local minority business enterprise with offices in the Cities of Oakland and San José.

We hereby state and certify that CWS has examined, understood, and agreed to all requirements set forth in the RR Collection Services Contract. The requirements of the contract as described in the RFP, its enclosures, attachments, and all addenda have been thoroughly reviewed, and necessary due diligence was conducted to confirm material facts upon which our Proposal is based. Addenda received, along with dates received, are listed in Table 1.1-1. The signed addenda sheets are located in Section 1.4.

Table 1.1-1 Addenda Received

Item	Received
Addendum 1	September 5, 2012
Addendum 2	September 28, 2012

Service Group 1 - January 9, 2013

1. INTRODUCTION

Addendum 5	October 15, 2012
Addendum 6	October 17, 2012
Addendum 7	October 23, 2012
Addendum 8	October 26, 2012
Addendum 9	October 30, 2012
Addendum 10	November 7, 2012
Addendum 11	November 16, 2012
Addendum 12	December 18, 2012
Addendum 13	January 3, 2013
Addendum 14	January 8, 2013

Should the City of Oakland award the MM&O Collection Services Contract to CWS, CWS will make a payment in the amount of Seven Hundred and Fifty Thousand Dollars (\$750,000), as set forth in Section 3.1.19.1 of the RFP (amended in Addendum #3), for reimbursement of the cost of this procurement within thirty (30) days of execution of the contract.

CWS also hereby acknowledges the validity of this proposal's contents, including the proposed Maximum Collection Service Rates, through June 30, 2015 or such earlier time as the proposed Maximum Collection Service Rates may be adjusted by the City.

Section 4 (Statement of Financial Qualifications) of this Proposal, clearly identified as "Confidential" as it contains sensitive, private financial information about CWS, a privately owned corporation, is provided as a separate attachment. CWS fully understands and complies with the provisions of the RFP on confidential matters and appreciates the City of Oakland's efforts to uphold confidentiality under the provisions of the California Public Records Act.

CWS is a growing local company that does not, and will not, take the City for granted as a client. We have dedicated considerable attention and resources to this proposal and apply the same level of commitment during the life of the contract.

We look forward to the opportunity to discuss our proposal with the City and its evaluation team. We are confident that our reliable, high quality and efficient service will meet and exceed the high level of excellence that the residents, business owners, and City have come to expect and deserve. If you have any questions or need additional information, please contact me anytime.

Sincerely,
California Waste Solutions, Inc.



David Duong
President and CEO

1.2. Proposal Surety

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中国工商银行 (美国)

INDUSTRIAL AND COMMERCIAL BANK OF CHINA (USA) NA

January 7, 2013

Mr. David Duong
President & CEO
California Waste Solutions, Inc.
1820 10th St.
Oakland, CA 94607

Re: City of Oakland Request for Proposals for Zero Waste Services issued 9/5/12 (The RFP)

Dear David:

The purpose of this letter is to state the strong interest of Industrial and Commercial Bank of China (USA) NA ["ICBC"] in providing financial backing to the proposals of California Waste Solutions, Inc. ["CWS"] to the City of Oakland, for a new Mixed Materials and Organics (MM&O) collection and services (Service Group 1) contract.

We understand that your capital requirements for the proposed contract will be approximately \$70 Million, to be used for such purposes as: funding the proposed transition activities, improvements at CWS's Materials Recycling Facilities in Oakland, purchasing the necessary rolling stock to provide the collection services, and other equipment and technology for office support, logistics, and maintenance.

The fact that you have engaged world class engineers, equipment suppliers, and consultants to assemble and execute your technical and business plans and proposal to the City of Oakland gives us confidence that the project would be viable. The undersigned also supervised the financing of CWS's prior projects while at East West Bank, CWS's primary bank since 2001; and was most impressed to see CWS grows to become an award winning environmental company, with consistently strong operating and financial performances.

ICBC has a strong presence in California (with a branch in the City of Oakland) and is interested in supporting good causes in California. We are part of an international banking group with approximately \$2.50 trillion in assets and have the means to support the financing of CWS's \$70 Million (approximate) capital investments associated with the subject MM&O contract proposal to the City of Oakland. ICBC's accommodation could include:

1. An irrevocable letter of credit in the amount of \$1,500,000 as security for liquidated damages per Article 22.06 of the MM&O contract, and
2. As a possible alternative to a performance bond required by Article 24 of the MM&O contract, an irrevocable letter of credit in the amount of \$7,000,000.

Please note that while we are strongly interested and are committed to make a strong effort to provide the credit enhancement for the project, this is NOT a binding commitment to lend. Such a commitment would come only after formal approval by ICBC's Credit Committee and after the terms of the contract are finalized and we have fully reviewed every aspect of the project. I am available to confirm ICBC's strong commitment to work with CWS on its performance under its proposal to the City of Oakland. I can be reached at 415-352-6918 (direct line) or laimw@hkbea-us.com.

Sincerely,

Michael W. Lai
Executive Vice President &
Head of California Region

1001 Grant Avenue, San Francisco, CA 94133
Telephone (415) 352-6900 Facsimile (415) 576-1260

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1.3. Performance Security Commitment Letter

January 9, 2013

Mr. Garrett Fitzgerald
Zero Waste Services RFP Process Coordinator
City of Oakland
Office of the Public Works Agency
250 Frank H. Ogawa Plaza, Suite 4313
Oakland, CA 94612



RE: Performance Security Commitment Letter for Service Group 1 MM&O Collection Services Contract

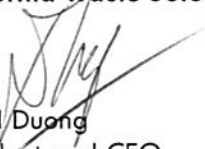
Dear Mr. Fitzgerald,

California Waste Solutions, Inc. (CWS) herein states that it will provide a Letter of Credit for the Service Group 1 MM&O Collection Services Contract in the amount of Seven Million Dollar (\$7,000,000) in accordance of the requirements of Section 24.03 of the MM&O Collection Services Contract.

Please contact me anytime if you have any questions or need additional information

Sincerely,

California Waste Solutions, Inc.



David Duong
President and CEO

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Luci Adams

January 7, 2013

City of Oakland
Office of the Public Works Agency
250 Frank H. Ogawa Plaza, Suite 4313
Oakland, CA 94612

RE: California Waste Solutions, Inc. Zero Waste Services Mixed Materials and
Organics Collection Services – Service Group 1

To Whom It May Concern:

Hartford Fire Insurance Company has considered projects up to \$5,000,000 aggregate limit for California Waste Solutions, Inc. We will consider providing performance and payment bonds for the above captioned \$7,000,000 project, provided it is awarded to and executed by California Waste Solutions, Inc.

Please understand that any arrangement for any bonds is a matter between the California Waste Solutions, Inc. and Hartford and we assume no liability to third parties or City of Oakland if, for any reason, we do not issue requested bonds.

Hartford expressly reserves the right to review the terms and conditions of the contract, contract amount and bond form, evaluate pertinent underwriting data at the time of the request, and verify the adequacy of project financing prior to the issuance of bonds for each project. This letter is not an assumption of liability, nor should it be considered a bid bond or performance bond.

Very Truly Yours,

L.C. Adams, Attorney-In-Fact
Hartford Fire Insurance Company

The Hartford Bond Department
595 Market Street
Suite 500
San Francisco, CA 94105

Phone 415-836-4862
Fax 866-780-9956
Luci.Adams@thehartford.com

POWER OF ATTORNEY

Direct Inquiries/Claims to:

THE HARTFORD

Bond T-4

One Hartford Plaza

Hartford, Connecticut 06155

call: 888-266-3488 or fax: 860-757-5835)

KNOW ALL PERSONS BY THESE PRESENTS THAT:

Agency Code: N/A

- ☒ **Hartford Fire Insurance Company**, a corporation duly organized under the laws of the State of Connecticut
☐ **Hartford Casualty Insurance Company**, a corporation duly organized under the laws of the State of Indiana
☐ **Hartford Accident and Indemnity Company**, a corporation duly organized under the laws of the State of Connecticut
☐ **Hartford Underwriters Insurance Company**, a corporation duly organized under the laws of the State of Connecticut
☐ **Twin City Fire Insurance Company**, a corporation duly organized under the laws of the State of Indiana
☐ **Hartford Insurance Company of Illinois**, a corporation duly organized under the laws of the State of Illinois
☐ **Hartford Insurance Company of the Midwest**, a corporation duly organized under the laws of the State of Indiana
☐ **Hartford Insurance Company of the Southeast**, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, **up to the amount of UNLIMITED** :

L C. ADAMS, PIERRE LE COMPTE, SHANON S. DOM OF SAN FRANCISCO, CALIFORNIA

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by ☒ , and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on August 1, 2009, the Companies have caused these presents to be signed by its Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



Wesley W. Cowling

Wesley W. Cowling, Assistant Secretary

M. Ross Fisher

M. Ross Fisher, Vice President

STATE OF CONNECTICUT }
COUNTY OF HARTFORD } ss. Hartford

On this 12th day of July, 2012, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say: that he resides in the County of Hartford, State of Connecticut; that he is the Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

Kathleen T. Maynard

Kathleen T. Maynard
Notary Public

My Commission Expires July 31, 2016

I, the undersigned, Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of January 7, 2013
Signed and sealed at the City of Hartford.



Gary W. Stumper

Gary W. Stumper, Vice President

1.4. Receipt of Signed Addenda

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CITY OF OAKLAND



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 1 September 5, 2012

Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

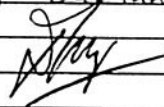
1. Clarification: Replace in its entirety the Collection Services (Service Groups 1 and 2) RFP Sections 1-4 with the attached revised RFP document (this version will be posted on the City's www.zerowasteoakland.com webpage)
2. Clarification: Replace the MMO Collection Services Forms on the flash drive provided in the RFP binder with the attached revised forms
3. Clarification: Replace the RR Collection Services Forms on the flash drive provided in the RFP binder with the attached revised forms

All proposers are required to note this Addendum No. 1, and sign this Addendum No. 1 and submit it with their proposal.

Sincerely,


Susan Kattchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 1	DATED: 9-5-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St, Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-09-2013



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Public Works Agency
Environmental Services Division

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ADDENDUM NO. 2 **September 28, 2012**

**Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2**
To: All Eligible Proposers

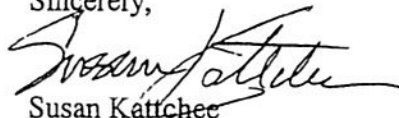
The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Addition: Add to the Collection Services RFP Forms on the flash drive provided in the RFP binder the attached new fill-in forms:
 - MM&O Collection Services RFP Form 13A (Bin Specifications) as referenced in the City response to Question #5 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
 - RR Collection Services RFP Form 13A (Bin Specifications) as referenced in the City response to Question #5 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
3. Clarification: Replace the Collection Services RFP Forms on the flash drive provided in the RFP binder with the attached revised fill-in forms, which incorporate the following changes:
 - Revised MM&O Collection Services RFP Form 14 (Vehicle Specifications) as referenced in the City response to Question #7 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
 - Revised RR Collection Services RFP Form 14 (Vehicle Specifications) as referenced in the City response to Question #7 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
4. Note: After the October 10, 2012 final date for proposers to submit questions, the City will issue a complete set of "redline" RFP and contract documents reflecting changes made by addenda, and a complete set of revised fill-in RFP forms and spreadsheets.




All proposers are required to note this Addendum No. 2, and sign this Addendum No. 2 and submit it with their proposal.

Sincerely,



Susan Kattchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 2	DATED: 9-28-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St., Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-09-2013



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 3

October 4, 2012

**Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2**
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

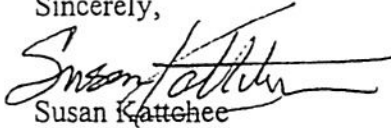
1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Addition: Add to the Collection Services RFP:
 - Attachment 3 (City Facilities with Service Levels), as referenced in the City response to Question #11 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
 - Attachment 4 (City Litter Containers) as referenced in the City response to Question #18 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
 - Attachment 1F (Monthly Report of Summary of Franchised Tonnage by Program Type 2010-2011, Table 2-1A) as referenced in the City response to Question #22 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
 - Attachment 1G (Calendar Year Report of City-Generated & Hauled Tonnage 2010-2011, Table 2-1B) as referenced in the City response to Question #12 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
3. Clarification: Replace the MM&O Maximum Customer Service Rates Forms on the flash drive provided in the RFP binder with the attached revised fill-in spreadsheet, which incorporates the following changes:
 - Revised MM&O Collection Services RFP Form 2F as referenced in the City response to Question #6 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers
 - Revised MM&O Collection Services RFP Forms 2B-Default, 2C-Default, 2D-Opt 1, 2F, and 2G containing various text corrections as illustrated in red strikethrough (to delete text) and underline (to add text) in the attached document showing Customer Service Rate Forms text corrections.



4. Clarification: Replace Collection Services RFP Attachment 1D (Roll Off Tons Adjusted) with the attached revised version, which corrects the label on the second column header of Table 2 to replace "tons" with "cubic yards".
5. Clarification: Replace MM&O Collection Services RFP Table 2-1 (Calendar Year Report of Summary of Franchised Tonnage by Program Type 2012-2011) with the attached revised version containing various numerical corrections as illustrated in red strikethrough (to delete) and underline (to add)

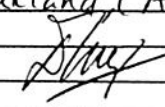
All proposers are required to note this Addendum No. 3, and sign this Addendum No. 3 and submit it with their proposal.

Sincerely,



Susan Ketteheer

Zero Waste Services RFP Project Manager

ADDENDUM NO. 3	DATED: 10-4-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St, Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-09-2013



CITY OF OAKLAND



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 4

October 10, 2012

Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Addition: Add to the Collection Services RFP:
 - Attachment 5 (Service Account Data for current SFD and MFD garbage, MFD recycling, and commercial garbage), as referenced in the City response to Question #9 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers provided via the attached spreadsheet
 - Attachment 6 (SFD day-of-service map), as referenced in the City response to Question #9 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers available at:
<http://www2.oaklandnet.com/n/OAK038032>

All proposers are required to note this Addendum No. 4, and sign this Addendum No. 4 and submit it with their proposal.

Sincerely,

Susan Katchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 4	DATED: 10-10-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10th St., Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	11-09-2013



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 5 October 15, 2012

Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Clarification: Mixed Materials and Organics Collection Services Contract Exhibit 8, Table B is replaced with the attached revised version, as referenced in the City response to Question #25 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers

All proposers are required to note this Addendum No. 5, and sign this Addendum No. 5 and submit it with their proposal.

Sincerely,

Susan Kattchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 5 DATED: 10-15-12
COMPANY / AGENCY NAME: California Waste Solutions
COMPANY ADDRESS: 1820-10th St, Oakland, CA 94607
REPRESENTATIVE'S NAME: [Signature]
SIGNATURE: [Signature]
DATE: 01-09-2013



CITY OF OAKLAND



DALZIEL BUILDING · 250 Frank H. Ogawa Plaza · Suite 5301 · OAKLAND, CALIFORNIA 94612-2034

Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 6 October 17, 2012

Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Clarification: Replace the following fill-in spreadsheet forms which correct readability problems, as referenced in the City response to Question #1 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers:
 - MM&O Maximum Customer Service Rates, revising Forms 2A, 2I, and 2K
 - RR Maximum Customer Service Rates, revising Form 2C
3. Addition: Add MM&O Collection Services RFP Form 2I-A (Maximum Special Event Collection Service Rates) to the "2I" tab of the attached revised MM&O Maximum Customer Service Rates fill-in spreadsheet

All proposers are required to note this Addendum No. 6, and sign this Addendum No. 6 and submit it with their proposal.

Sincerely,

Susan Kattene

Zero Waste Services RFP Project Manager

ADDENDUM NO. 6	DATED: 10-17-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St., Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Durney
SIGNATURE:	
DATE:	01-09-2013



CITY OF OAKLAND



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 7

October 23, 2012

Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.

All proposers are required to note this Addendum No. 7, and sign this Addendum No. 7 and submit it with their proposal.

Sincerely,

Susan Kattence

Zero Waste Services RFP Project Manager

ADDENDUM NO. 7	DATED: 10-23-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St., Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-04-2013



CITY OF OAKLAND



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 8 October 26, 2012

Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Addition: Add to the Collection Services RFP Attachment 7 Guidance on Commercial Non-Exclusive Recycling Franchise

All proposers are required to note this Addendum No. 8, and sign this Addendum No. 8 and submit it with their proposal.

Sincerely,

Susan Kattshee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 8	DATED: 10-26-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY-ADDRESS:	1820 10th St., Oakland, CA 94612
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-09-2013



CITY OF OAKLAND



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
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ADDENDUM NO. 9 **October 30, 2012**

**Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2**
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Addition: Add to the Collection Services RFP Attachment 8 (letter from Recology received by the City via email on October 9, 2012), as referenced in the City response to Question #29 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers.
3. Clarification: Replace Mixed Materials and Organics Collection Services Contract Exhibit 8, Table B with the attached revised version, which corrects the "Tons" Column on line 11 to read "Sum of lines 1-10".

All proposers are required to note this Addendum No. 9, and sign this Addendum No. 9 and submit it with their proposal.

Sincerely,

Susan Katchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 9	DATED: 10-30-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St., Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-09-2013



CITY OF OAKLAND



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Environmental Services Division

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TDD (510) 238-3254

ADDENDUM NO. 10

November 7, 2012

**Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2**
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Addition: The attached City Response to Questions Received from Collection Services RFP Eligible Proposers is added to the RFP.
2. Clarification: Replace Mixed Materials and Organics Collection Services RFP Forms 12A, 12B and 12C on the flash drive provided in the RFP binder with the attached revised fill-in forms as referenced in the City response to Question #2, #3, and #4 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers.
3. Clarification: Replace Mixed Materials and Organics Contract Exhibit 2 (Refuse Rate Index) with the attached revised version, as referenced in the City response to Question #4 in the attached City Response to Questions Received from Collection Services RFP Eligible Proposers.
4. Clarification: Replace the RR Maximum Customer Service Rates Forms on the flash drive provided in the RFP binder with the attached fill-in spreadsheet, which revises RR Collection Services RFP Form 2A, Section B (Ancillary Services) to:
 - Add "MFD Excess Frequency Collection" for carts and bins
 - Correct line numbering

All proposers are required to note this Addendum No. 10, and sign this Addendum No. 10 and submit it with their proposal.

Sincerely,

Susan Kattchee

Zero Waste Services RFP Project Manager



ADDENDUM NO. 10

COMPANY / AGENCY NAME:

COMPANY ADDRESS:

REPRESENTATIVE'S NAME:

SIGNATURE:

DATE:

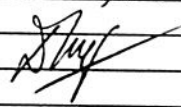
DATED: 11-7-12

California Waste Solutions

1820 - 10th St. Oakland, CA 94607

David Duong

01-09-2013



CITY OF OAKLAND



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Public Works Agency
Environmental Services Division

FAX (510) 238-7286
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ADDENDUM NO. 11

November 16, 2012

**Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2**
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. The RFP is revised as follows:

1. Amended: Proposal Due Date of December 12, 2012 changed to January 9, 2013.
2. Clarification: Attached are redline versions of RFP documents that show revisions made by RFP addendum, in response to questions and to correct errors (e.g., typos), as follows: Collection Services RFP (including RFP forms), MM&O Collection Services Contract, RR Collection Services Contract, MM&O Maximum Customer Service Rates Forms, and RR Maximum Customer Service Rates Forms.
3. Clarification: Replace the MM&O Collection Services RFP forms and the RR Collection Services RFP forms on the flash drive provided in the RFP binder on September 5, 2012, with the attached revised fill-in forms, which incorporate revisions made by RFP addendum, in response to questions and to correct errors (e.g., typos).
4. Clarification: Replace the MM&O Maximum Customer Service Rates Forms spreadsheets and the RR Maximum Customer Service Rates Forms spreadsheets on the flash drive provided in the RFP binder on September 5, 2012, with the attached revised fill-in spreadsheets, which incorporate revisions made by RFP addendum in response to questions and to correct errors (e.g., typos).
5. Addition: Add to the Collection Services RFP Attachment 9 Guidance on Per Dwelling Unit Recycling Rate and Residential Recycling Stability Funds.
6. Clarification: The redline version of the MM&O Collection Services Contract issued per this Addendum No.11 includes revision to Section 7.01.1.1 Changes in Government Fees, which was not included in any prior addendum, but was noted in Addendum No. 10, Question No. 29.



7. Clarification : The redline version of the MM&O Collection Services Contract issued per this Addendum No.11 includes revision to Section 7.21.1 Recycling Stability Funds, which was not included in any prior addendum.
8. Clarification : The redline version of the MM&O Collection Services Contract issued per this Addendum No. 11 includes revision to Section 7.21.2 Tonnage Cap Stability Funds, which was not included in any prior addendum.
9. Clarification : The redline version of the MM&O Collection Services Contract issued per this Addendum No. 11 includes revision to Section 10.03.2 Service Frequency, which was not included in any prior addendum.
10. Clarification : The redline versions of the MM&O and RR Collection Services Contract issued per this Addendum No. 11 include revisions to Section 22.04 Liquidated Damages, which were not included in any prior addendum.
11. Clarification : The redline version of the RR Collection Services Contract issued per this Addendum No. 11 includes revision to Section 30.01.1 Compensation Adjustments, which was not included in any prior addendum.
12. Clarification : The redline version of the MM&O Collection Services Contract issued per this Addendum No. 11 includes revision to Exhibit 16 Local Business Presence and Participation Reporting Form, which was not included in any prior addendum.
13. Clarification : The redline version of the Collection Services RFP issued per this Addendum No. 11 includes revision to Section 3.3.2.5.2.3 Route Operations, which was not included in any prior addendum.
14. The MM&O and RR Collection Service Contracts will be revised by a future addendum to add a "remedies" section that includes an alternative dispute resolution process, as noted in Addendum No. 10, Question No. 18.

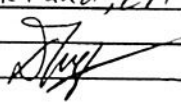
All proposers are required to note this Addendum No. 11, and sign this Addendum No. 11 and submit it with their proposal.

Sincerely,



Susan Katchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 11	DATED: 11-16-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820-10 th St, Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-09-2013



CITY OF OAKLAND



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Public Works Agency
Environmental Services Division

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ADDENDUM NO. 12

December 17, 2012

**Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2**
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Clarification: MM&O Contract Section 30.02 Dispute Resolution is modified as follows:

30.02 Dispute Resolution. ~~All disputes relating to service or compensation changes as specified in Section 30.01 of this Contract Except for a CONTRACTOR Default under Article 29, and except as provided below in section 30.02.3, should any dispute arise under this Contract, including but not limited to the performance and obligations of the parties, or service or compensation changes, such disputes shall be resolved by the following procedures,~~

30.02.1 The parties shall resolve their disputes informally to the maximum extent possible and shall attempt to resolve such disputes in a cooperative and mutually satisfactory manner. Either party shall give the other written notice of such dispute, and also provide written notice to the Contract Manager. The Contract Manager shall then schedule a meeting between CONTRACTOR and the CITY Administrator or the CITY Administrator's designee as soon as reasonably possible. In the event such dispute cannot be resolved by the parties themselves within thirty (30) days of meeting, either party may propose the appointment of a mediator.

30.02.2 Mediation. ~~The parties shall participate in non-binding mediation of any dispute arising under this Contract (whether contract, tort, or otherwise), as provided hereafter. If the disputing parties cannot informally resolve the dispute, they shall attempt to resolve such dispute through non-binding mediation for a period not to exceed ninety (90) days.~~

30.02.2.1 The party desiring mediation shall give written notice thereof to the other party to this Contract, specifying the dispute to be mediated.

30.02.2.2 The mediation shall be held at Oakland, California, or at such other location as may be mutually agreed among the parties. The mediation shall be conducted ~~according to~~ and a mediator chosen pursuant to the rules of the American Arbitration Association.

30.02.2.3 At least ten (10) Work-Days days before the date of the mediation, each side shall provide the mediator with a statement of its position and copies of all supporting documents. Each party shall send to the mediation a person who has authority to



bind the party. If a subsequent dispute will involve third parties, such as insurers or subcontractors, they shall also be asked to participate in the mediation.

30.02.2.4 Should mediation be unsuccessful, and if the dispute does not concern valuation items for which binding arbitration is required in Section 30.02.3, then a party may commence an adversarial proceeding before any court of competent jurisdiction in the County of Alameda. Disputes that concern valuation items in Articles 7 and 8, and sections 17.01.3, 18.01, 30.01, and 30.03, shall proceed with binding arbitration procedures as set forth below.

30.02.3 Binding Arbitration. For disputes relating to valuation items in Articles and 8, and sections 17.01.3, 18.01, 30.01, and 30.03, of the Contract, if mediation is unsuccessful, such disputes shall be referred to binding arbitration upon mutual written approval of the disputing parties. If the disputing parties do not mutually agree in writing to binding arbitration, a party may commence an adversarial proceeding before any court of competent jurisdiction in the County of Alameda.

30.02.3.1 For the purposes of binding arbitration, disputes over "valuation items" refers to disputes over a specific amount of money that is due or owed by either party, and the dispute arises under Articles 7 and 8, and sections 17.01.3, 18.01, 30.01, and 30.03. However, valuation items in section 7.12.2 and section 7.13 and its subsections are not subject to and are excluded from, mandatory binding arbitration requirements in this Contract.

30.02.3.2 Binding arbitration proceedings shall be in accordance with California Code of Civil Procedure Section 1280 et. seq., the then-current JAMS Streamlined Arbitration Rules, and the terms of section 30.02.3 and its subsections. In the event of any inconsistency, the terms of section 30.02.3 and its subsections shall control. The arbitration shall be administered by JAMS and conducted in the County of Alameda. If the parties are unable to select an arbitrator within twenty (20) days after delivering written notice requesting arbitration, JAMS shall select a qualified arbitrator from its panel. If JAMS is unwilling or unable to (i) serve as the provider of arbitration or (ii) enforce any provision of this arbitration clause, the parties may mutually designate another arbitration organization with similar procedures to serve as the provider of arbitration. If the parties cannot agree on the arbitration organization, the Presiding Judge of the Alameda County Superior Court shall designate such an organization upon the petition of either party.

30.02.3.3 The arbitrator shall be independent of, and unaffiliated with, each party and shall not ever have been an employee of either party, under contract with either party in the past five (5) years or acted as an arbitrator for such party within the past five (5) years.

30.02.3.4 Within twenty (20) days after initiation of the arbitration, if not previously done so under the terms of this Contract, the parties shall each submit to each other and the arbitrator their respective relevant value for the item subject to the valuation dispute, with such supporting information as is reasonably necessary to support such suggested value. If the two (2) valuations so submitted differ by less than or equal to ten percent (10%) of the higher of the two (2), the average of the two (2) shall become the agreed upon amount for purposes of this Contract and the arbitration shall not be continued. If the two (2) valuations differ by more than ten percent (10%) of the higher of the two (2), then the arbitrator shall make a determination of the relevant value and submit such determination to both the parties. This third valuation will then be averaged with the closer of the two (2) previous valuations and the result shall be the relevant value. In no event shall the resolution of



a valuation dispute result in a valuation higher than that which was set forth by CONTRACTOR (e.g., a impact of a "material" disclosure or a higher tip fee adjustment). The final arbitrated value shall be binding on the parties.

30.02.3.5 The arbitrator shall have the authority and power to award costs, including attorneys' fees and costs to the prevailing party. Unless otherwise awarded by the arbitrator, the parties shall evenly split the cost of any arbitration under this Article.

30.02.3.6 By agreeing to binding arbitration, the parties irrevocably and voluntarily waive any right they may have to a trial by jury to the extent permitted by law.

Acknowledgement of waiver of rights to trial by jury if proceeding with binding arbitration pursuant to Section 30.02.3 of this Contract.

CITY OF OAKLAND [CONTRACTOR COMPANY]

30.02.4 During the pendency of any dispute under this Article, all applicable time periods directly related to the dispute shall be tolled until its resolution; provided, however, that no tolling shall apply to any matters other than those directly related to the dispute and such tolling shall not entitle a party to breach, default, or fail to perform its obligations under this Contract.

2. Clarification: RR Contract Section 30.02 Dispute Resolution is modified as follows:

30.02 Dispute Resolution. All disputes relating to service or compensation changes as specified in Section 30.01 of this Contract Except for a CONTRACTOR Default under Article 29, and except as provided below in section 30.02.3, should any dispute arise under this Contract, including but not limited to the performance and obligations of the parties, or service or compensation changes, such disputes shall be resolved by the following procedures:

30.02.1 The parties shall resolve their disputes informally to the maximum extent possible and shall attempt to resolve such disputes in a cooperative and mutually satisfactory manner. Either party shall give the other written notice of such dispute, and also provide written notice to the Contract Manager. The Contract Manager shall then schedule a meeting between CONTRACTOR and the CITY Administrator or the CITY Administrator's designee as soon as reasonably possible. In the event such dispute cannot be resolved by the parties themselves within thirty (30) days of meeting, either party may propose the appointment of a mediator.

30.02.2 Mediation. The parties shall participate in non-binding mediation of any dispute arising under this Contract (whether contract, tort, or otherwise), as provided hereafter: If the disputing parties cannot informally resolve the dispute, they shall attempt to resolve such dispute through non-binding mediation for a period not to exceed ninety (90) days.

30.02.2.1 The party desiring mediation shall give written notice thereof to the other party to this Contract, specifying the dispute to be mediated.



30.02.2.2 The mediation shall be held at Oakland, California, or at such other location as may be mutually agreed among the parties. The mediation shall be conducted ~~according to~~ and a mediator chosen pursuant to the rules of the American Arbitration Association.

30.02.2.3 At least ten (10) ~~Work Days~~ days before the date of the mediation, each side shall provide the mediator with a statement of its position and copies of all supporting documents. Each party shall send to the mediation a person who has authority to bind the party. If a subsequent dispute will involve third parties, such as insurers or subcontractors, they shall also be asked to participate in the mediation.

30.02.2.4 Should mediation be unsuccessful, and if the dispute does not concern valuation items for which binding arbitration is required in Section 30.02.3, then a party may commence an adversarial proceeding before any court of competent jurisdiction in the County of Alameda. Disputes that concern valuation items in Articles 7 and 8, and sections 17.01.3, 18.01, 30.01, and 30.03, shall proceed with binding arbitration procedures as set forth below.

30.02.3 Binding Arbitration. For disputes relating to valuation items in Articles and 8, and sections 17.01.3, 18.01, 30.01, and 30.03, of the Contract, if mediation is unsuccessful, such disputes shall be referred to binding arbitration upon mutual written approval of the disputing parties. If the disputing parties do not mutually agree in writing to binding arbitration, a party may commence an adversarial proceeding before any court of competent jurisdiction in the County of Alameda.

30.02.3.1 For the purposes of binding arbitration, disputes over "valuation items" refers to disputes over a specific amount of money that is due or owed by either party, and the dispute arises under Articles 7 and 8, and sections 17.01.3, 18.01, 30.01, and 30.03. However, valuation items in section 7.12.2 are not subject to and are excluded from, mandatory binding arbitration requirements in this Contract.

30.02.3.2 Binding arbitration proceedings shall be in accordance with California Code of Civil Procedure Section 1280 et. seq., the then-current JAMS Streamlined Arbitration Rules, and the terms of section 30.02.3 and its subsections. In the event of any inconsistency, the terms of section 30.02.3 and its subsections shall control. The arbitration shall be administered by JAMS and conducted in the County of Alameda. If the parties are unable to select an arbitrator within twenty (20) days after delivering written notice requesting arbitration, JAMS shall select a qualified arbitrator from its panel. If JAMS is unwilling or unable to (i) serve as the provider of arbitration or (ii) enforce any provision of this arbitration clause, the parties may mutually designate another arbitration organization with similar procedures to serve as the provider of arbitration. If the parties cannot agree on the arbitration organization, the Presiding Judge of the Alameda County Superior Court shall designate such an organization upon the petition of either party.

30.02.3.3 The arbitrator shall be independent of, and unaffiliated with, each party and shall not ever have been an employee of either party, under contract with either party in the past five (5) years or acted as an arbitrator for such party within the past five (5) years.

30.02.3.4 Within twenty (20) days after initiation of the arbitration, if not previously done so under the terms of this Contract, the parties shall each submit to each other and the arbitrator their respective relevant value for the item subject to the valuation dispute, with such supporting information as is reasonably necessary to support such suggested value. If the two (2) valuations so submitted differ by less than or equal to ten



percent (10%) of the higher of the two (2), the average of the two (2) shall become the agreed upon amount for purposes of this Contract and the arbitration shall not be continued. If the two (2) valuations differ by more than ten percent (10%) of the higher of the two (2), then the arbitrator shall make a determination of the relevant value and submit such determination to both the parties. This third valuation will then be averaged with the closer of the two (2) previous valuations and the result shall be the relevant value. In no event shall the resolution of a valuation dispute result in a valuation higher than that which was set forth by CONTRACTOR (e.g., a impact of a "material" disclosure or a higher tip fee adjustment). The final arbitrated value shall be binding on the parties.

30.02.3.5 The arbitrator shall have the authority and power to award costs, including attorneys' fees and costs to the prevailing party. Unless otherwise awarded by the arbitrator, the parties shall evenly split the cost of any arbitration under this Article.

30.02.3.6 By agreeing to binding arbitration, the parties irrevocably and voluntarily waive any right they may have to a trial by jury to the extent permitted by law.

Acknowledgement of waiver of rights to trial by jury if proceeding with binding arbitration pursuant to Section 30.02.3 of this Contract.

CITY OF OAKLAND [CONTRACTOR COMPANY]

30.02.4 During the pendency of any dispute under this Article, all applicable time periods directly related to the dispute shall be tolled until its resolution; provided, however, that no tolling shall apply to any matters other than those directly related to the dispute and such tolling shall not entitle a party to breach, default, or fail to perform its obligations under this Contract.

Please note that the sole difference between the dispute resolution sections in the MM&O and RR Contracts is that MM&O Contract Section 30.02.3:1 specifies that valuation items in Section 7.13 and its subsections are not subject to and are excluded from, mandatory binding arbitration requirements in this Contract.



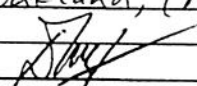
All proposers are required to note this Addendum No. 12, and sign this Addendum No. 12 and submit it with their proposal.

Sincerely,



Susan Kattchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 12	DATED: 12-17-12
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St, Oakland, CA 94607
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
DATE:	01-09-2013



CITY OF OAKLAND



DALZIEL BUILDING · 250 Frank H. Ogawa Plaza · Suite 5301 · OAKLAND, CALIFORNIA 94612-2034

Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 13

January 3, 2013

Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Clarification: Replace the MM&O Maximum Customer Service Rates Forms on the flash drive provided in the RFP binder with the attached fill-in spreadsheets, which have increased column widths for data entry.

All proposers are required to note this Addendum No. 13, and sign this Addendum No. 13 and submit it with their proposal.

Sincerely,

Susan Kattchee, for

Susan Kattchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 13

COMPANY / AGENCY NAME:

COMPANY ADDRESS:

REPRESENTATIVE'S NAME:

SIGNATURE:

DATE:

DATED: 1-3-13

California Waste Solutions
1820 - 10th St, Oakland, CA 94607
David Duong
[Signature]
01-09-2013



CITY OF OAKLAND



DALZIEL BUILDING · 250 Frank H. Ogawa Plaza · Suite 5301 · OAKLAND, CALIFORNIA 94612-2034

Public Works Agency
Environmental Services Division

FAX (510) 238-7286
TDD (510) 238-3254

ADDENDUM NO. 14 **January 8, 2013**

**Subject: Request for Proposals for Zero Waste Services
Collection Services – Service Groups 1 and 2**
To: All Eligible Proposers

The clarifications, additions and/or deletions contained in this **ADDENDUM** shall be made a part of the Request for Proposals (RFP) for the above-referenced project, and shall be subject to all applicable requirements there-under, as if originally shown and/or specified. RFP is revised as follows:

1. Clarification: The instructions for Form 2J (Emergency Service Rates) on page 3-38 of MM&O Collection Services Form 2 are modified as follows:

Emergency Service Rates (Form 2J). The proposers Maximum Collection Service Rates shall consist of a pull rate only. This includes costs of providing Temporary Roll Off Box Collection Services including, but not limited to, Collection and franchise fee costs. Proposers should base their Maximum Collection Service Rate calculations on the service requirements set forth in the MM&O Collection Services Contract provided in Section 5 of this RFP document. Disposal will be based on actual Disposal costs. The total Customer rate will be the pull rate and Disposal. The Maximum Collection Service Rates shall include the cost to provide Equipment and/or Employee Services as indicated on Form 2J in emergency situations.

All proposers are required to note this Addendum No. 14, and sign this Addendum No. 14 and submit it with their proposal.

Sincerely,

Susan Katchee

Zero Waste Services RFP Project Manager

ADDENDUM NO. 14	DATED: 1-8-13
COMPANY / AGENCY NAME:	California Waste Solutions
COMPANY ADDRESS:	1820 - 10 th St., Oakland, CA 94607.
REPRESENTATIVE'S NAME:	David Duong
SIGNATURE:	
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Zero Waste Services RFP: Collection Services – Service Groups 1 and 2

Addendum No. 14



An American Public Works Association Accredited Agency

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**CALIFORNIA WASTE
SOLUTIONS**
Recycling Specialists

2. Executive Summary

CWS seeks to provide services defined in Mixed Materials and Organics (MM&O) Collection Services (Service Group 1).

CWS – Strong Local Team; Highly Committed to Oakland

With deep roots in Oakland and the Bay Area, CWS strives to provide exemplary and innovative service, protect the environment, exceed customer expectations, maintain a positive and rewarding work environment, and constructively affect communities in which it works. CWS has enjoyed a productive relationship with the City of Oakland since 1993. This partnership will continue with this new franchise during transition and beyond as CWS provides excellent collection and diversion services, thorough tracking and reporting, and continuous communication with City staff and other program stakeholders.

CWS' team of managers and line employees has the extensive backgrounds, experience and expertise to ensure a successful partnership with Oakland. Key team members include: David Duong, President, lead executive and responsible party, with over 25 years' experience in collecting, processing, product development, marketing and brokering, Kristina Duong, Vice President and Executive Director involved in nearly every area of CWS activities including operations interface to ensure support, guidance, and resources for all CWS programs, and Joel Corona, Chief Operations Officer, who manages operation and expansion of collection and processing services and facilities, including development of a new, mixed materials processing facility.

Other team members include Westhoff, Cone & Holmstedt for public finance, D. Edwards, Inc. (DEI) for design, environmental and project management, J.R. Miller & Associates for facility design, site planning, and engineering, Oakland-based Circlepoint, Next Generation, and Kneal Resource System for public education, communications and local communities engagement, and Gershman, Brickner, & Bratton, Inc., (GBB) for solid waste management consulting.

Our Plan – Pathway to Success

New Facility at the Oakland Army Base North Gateway: There are currently no significant Oakland-located facilities or infrastructure for this program's services. Selecting CWS will deliver a sustainable, at-home solution in an appropriate geographic area that will directly benefit Oakland. The Oakland Gateway Facility utilizes industrial property at a perfect location, include state of the art processing technologies to assure that various waste streams are maximally diverted to meet the City's diversion objective, expand solid waste/recycling jobs in Oakland, grow an Oakland-headquartered minority-owned business with ownership that resides in Oakland, and allow for the re-purposing two industrial properties in West Oakland whose operations will be consolidated into the North Gateway site.

Collection, Transition and Continuity: CWS has been collecting and processing curbside recyclables in Oakland since 1993 thus has the knowledge of Oakland and its people, regulatory and physical environments, and labor community necessary to ensure success. We have an exemplary record of performance under our City of Oakland and commercial customer agreements and our skills transitioning into new service models have been proven here in Oakland, with implementation of single-stream cart-based collection, and in San Jose where in 2002 we developed a new, State-permitted materials recovery facility (MRF) and transfer station and in 2007 implemented a new collection service model for 160,000 residential units. CWS always buys the best and most environmentally friendly collection

equipment available and we are committed to making the switch to a 100 percent CNG-powered fleet consistent with emerging industry best practices in collection vehicle motors and fuels.

Materials Processing: CWS currently operates two MRFs in West Oakland, each processing single-stream and source-separated residential and commercial materials through modern equipment, the San Jose MRF, and a large, multi-faceted recycling campus in Ho Chi Minh City, Vietnam. Our current staff has all of the expertise to exceed the City's expectations for everything required of this franchise. Our team members have worked throughout the San Francisco Bay Area and the US. Our program will increase diversion through continuous modernization of processing equipment and processes, development and operation of a new state of the art facility, and implementation of bold, achievable, and consistent public education initiatives. Our diversion plan will meet Oakland's diversion goal of 40% by 2022.

Customer Service: CWS has an exemplary record of customer service that will continue under this agreement by increasing our customer service staff, enhancing customer service training and publicizing our **1-510-OAKLAND** phone number. Our Visual RAMS-Pro customer service software details and logs call center transactions. Combined with real-time satellite tracking of trucks and immediate recording of collection at every home through a geospatial tool and radio frequency identified carts, CWS will be well positioned to assist Oakland residents to optimize their use of the program. Our cutting edge technology will allow us to track and share with the City an impressive and highly useful array of data not normally available in municipal collection programs. This data will help direct CWS to more effectively improve program operations.

Public Education: Partnering with our experts, CWS will create compelling public communications and collateral materials to improve recycling and waste reduction practices among those we serve. We will propose City approval of data-driven, community-specific, innovative and visual campaigns that motivate Oaklanders to maximize recycling practices. Youth and community-based organizations' involvement will be a key to the outreach program's success.

Labor Relations: CWS' employees are represented by the Teamsters, the Longshore and Warehouse Union, and the Machinists. We have enjoyed a long history of excellent relations with labor that has resulted in no labor interruptions or periods of contention over contract status with our labor partners. We are committed to hiring the majority of new employees from the ranks of Oakland residents.

Synergistic Benefits: Award of both the RR and MMO franchises to CWS will result in a discounted price for these services as well as increased other benefits to the City. Because each will operate exclusively out of an Oakland facility, more well compensated jobs will be available to Oakland residents, public education strategies and implementation will be better coordinated, and the City will have an all- in-Oakland solution.

In Summary, CWS – Your Oakland Solution for Zero Waste!

3. Qualifications

Beginning in 1992 as a small company, California Waste Solutions, Inc. (CWS) has evolved and grown into one of the largest solid waste and recycling service companies in the Bay Area. CWS owns and operates a dispatch and repair facility for a fleet of collection and transfer trucks as well as four materials recovery facilities (MRF) – two in Oakland, one in San José, and one in Vietnam. The following relevant experience highlights CWS' history in the collection and materials processing industry as well as the highly experienced and motivated team that CWS has assembled for this proposal. The CWS team has built business that serves customers and sources materials throughout the western United States and beyond.

CWS proposes to transition to the City of Oakland's citywide franchised mixed materials and



1. CWS Vehicle Yard

organics collection system. CWS will provide the City a seamless transition that is well managed, trouble-free, and opportunity rich. CWS further proposes to provide non-exclusive commercial collection services. CWS citywide service will enable the City of Oakland to achieve and exceed its 75 percent diversion goal by reducing the amount of material sent to the landfill.

Over approximately 20 years, CWS has continually grown in our expanded success and ability to educate about, collect, process, and market waste and recyclable

materials.

CWS innovative and effective operations collect from approximately 250,000 customers in the Bay Area. CWS customers include residential, multi-family, commercial, and industrial customers. Commercial and industrial customers include:

- Large- and -small business buildings, including high-rise and multi-building campuses.
- Large- and small-multi-family and mixed-use properties.
- Institutional facilities, including school and college campuses.
- Governmental facilities including municipal offices.
- Manufacturing and distribution companies.
- Shopping and retail centers.
- Sports and entertainment facilities.

- Hospitals and laboratories.

Customers from our Oakland collection services include:

- 30,200 Multi-Family Dwelling units served
- 525 Oakland Small Businesses
- 41 Oakland Civic/City Facilities
- 20+ Commercial Industrial Centers

CWS' expertise in and success with serving these enterprises is linked to our high level of customer service, communication, and dedication. Features that enable CWS to continue earning business include provision of:

- Highly valued and effective services
- Effective and continual communication, public education, and feedback
- Customized collection services with continuous outreach and waste audit support

CWS developed and invests in innovative collection and processing technology that maximizes safety, efficiency, quality, and environmental stewardship. This investment phase earned CWS a leadership role in the collection and recycling industry, as the company accomplished a series of "firsts" for its customers and community.

- First single-stream processing facility in the City of Oakland – BHS and Machinex processing system.
- First use of diesel particulate emission filters in a solid waste collection fleet – Cummins ISM Engines.
- First use of expansive advanced technology, optical sorting systems in a MRF in the western United States – Machinex/Pellenc Systems.
- CWS will continue investing and operating the most modern state-of-art equipment to continuously improve proficiency, increase diversion, expand grades and raise quality to ensure successful competing in a global recycling marketplace.



2. CWS Automated Collection Vehicle

CWS possesses extensive experience in efficient collection, processing and marketing of recovered materials for the highest and best price possible. CWS has pioneered markets in Asia for hard-to-recycle grades of paper generated from emerging single-stream collection programs for greater than 15 years. Our materials are selectively sold to environmentally sound global markets, where they are converted into recycled-content products. In addition to selling our own materials, CWS provides full-service sourcing, processing and brokering of recyclable commodities that leverages years of operating

experience and success in negotiating direct supply contracts with domestic and overseas mills to ensure stable markets and the best prices for large volumes of recyclables.

Company History of Service

CWS has operated in the Bay Area since 1992. David Duong and his family entered the recycling and waste handling industry in 1985 with their first company, Cogido. Soon after arriving in the United States from Vietnam in 1983, the Duong family built Cogido from the ground up with limited working capital and investing a lot of hard labor and long hours. By recognizing a unique opportunity for business development and capitalizing on their family, community, language, and cultural ties to the Vietnamese and Chinese markets, the family successfully grew strong post consumer end-use markets for various grades of reclaimed materials that were not easily recycled in the United States. The Duong family sold Cogido to Norcal Waste Systems, Inc. (Recology) in 1989 and subsequently formed California Waste Solutions, Inc.

City of Oakland

CWS was awarded its first public-sector franchise contract by the City of Oakland in 1993, as one of the City's major recycling collection and processing companies. This franchise which continues today has doubled in size since the original contract award. Since 1993, the City of Oakland has exercised every option to extend service by CWS. CWS collects residential recyclables from approximately 75,000 single and multi-family/commercial buildings in Oakland and processes these recyclables at its two Oakland MRFs. These MRFs have single-stream and source-separated processing capability; and process residential and commercial materials. The company also collects and recycles materials from commercial businesses throughout Oakland in a non-regulated, competitive market. CWS services many large and iconic commercial customers including Kaiser Permanente Hospital, Kaiser Center, Swig Properties and Golden Gate Fields. Other metrics from our Oakland services include:

- 30,200 Multi-family dwelling units served
- 525 Oakland commercial buildings
- 41 Oakland City facilities
- 20+ Commercial accounts

CWS has expanded the Multi-Family Dwelling (MFD) program to increase the number of enrolled and participating MFDs through enhanced education, outreach, and service to the residents. CWS outreach to MFDs has significantly increased since 2005, resulting in enrollment of more than 2,400 newly constructed and serviced properties, for a total of 30,200 MFD units served. New MFD units represent a diverse group of residents at newly constructed larger and smaller properties. The residents and managers of these developments are actively involved and supportive of Oakland's Recycling Program, with weekly participation levels from 95-100 percent and appropriate utilization of containers. CWS local Oakland customer service representatives reach-out to MFD customers to ensure the best service and highest participation possible. CWS maintains profiles about properties that enhance service and communication about diversion and recycling.

All 30,200 MFD units have additional resources available to support easy recycling including proper waste room signage, adequate and ample containers, use of a residential Recycling Caddy to carry recyclable material to on-site recycling stations, customized equipment for on-site transporting, the Oakland Multi-Family Recycling Property Manager Kit, and responsive service from a dedicated CWS

Service Group 1 - January 9, 2013

Operations & Customer Service team. CWS further expanded services to provide 2 and 3-yard roll-off bins to directed MFD and business customers requiring greater capacity and/or to accommodate space constraints. This change was well received, has helped improve service to the customers and increased waste diversion from landfills.

CWS maintains open communication with MFD property managers and updates profiles to best identify and support their recycling service needs and opportunities, and develop creative and social ways to impart program information to increase awareness and maximize participation. For existing multi-family customers, CWS works with property managers and residents to reemphasize program standards and the role each resident plays in helping Oakland achieve Zero Waste by 2030. CWS provides recycling news/tips onsite at community/resident meetings and via online communication resources. For new MFD residents, CWS initiates contact with property managers to provide program details for inclusion in sales presentations and move-in packets, review the Property Manager Resource kit, and provide program signage and posters for use in the sales/leasing office. CWS also began placing new, long lasting vinyl signs at the recycling carts/roll-offs/chutes in MFDs to emphasize proper recycling habits at the point of disposal.

MFD outreach efforts continue in 2012 with the addition of more focused community events, new collection truck signage and social messaging related to the MFD recycling program, and on-site presentations at MFDs. CWS is also working with the City of Oakland to launch MFD programs at diverse developments that have recently transitioned into the City's program. CWS is focused on increased multi-lingual education to reduce contamination, increase participation, and achieve diversion goals.

In addition to the MFDs, CWS collects recycling from City of Oakland facilities and events, and 525 commercial buildings. CWS business customers receive personalized services that evaluate the opportunity for recycling and the potential for increasing diversion.

CWS has been focused on increased education in its Oakland program through multi-lingual resources and continued its expansion of a public campaign to increase program awareness, education and involvement with the residents and business community. In 2011, CWS worked with City Staff to authorize and put together a process to start the Food Scrap Program in 2012.

Below are some of CWS' other public education and participation efforts:

- CWS was a sponsor of the City of Oakland Earth Expo. CWS shared a booth with Recology and Waste Management to enhance awareness and support of Oakland's recycling program, instill better recycling habits, provide program literature, children's educational resources, distribute seed book marks, and answer questions.



3. Outreach at Public Events

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3. QUALIFICATIONS

- CWS hosted a booth at Oakland's Annual Indie Awards to educate the public on the recycling program and benefits of recycling and distributed give-aways to encourage participation. Additionally, CWS worked with the Oakland Public Works Agency to provide the recycling and waste service utilizing Clear Stream stations. CWS provided the following services:
 - ✓ Setup and took down the Clear Stream stations
 - ✓ Maintained stations throughout the event
 - ✓ Received/Returned the Clear Stream stations from the City of Oakland
 - ✓ Coordinated volunteers to distribute informational materials and provide recycling collection
 - ✓ Provided outreach and education stations, as well as distributing literature to single family residents, multi-family residents, and businesses, with the goal of expanding participation in recycling collection services
- CWS was a sponsor of the 8th Annual Temescal Festival. In addition to having a booth to educate the community on the benefits of recycling and the Zero Waste Goal in Oakland, CWS sponsored the Clear Stream stations throughout the festival and provided the following services:
 - ✓ Setup and took down the Clear Stream stations
 - ✓ Received/Returned the Clear Stream stations from the City of Oakland
 - ✓ Provided 20 yard recycling/recycling roll off service and weight information on the recycling from the festival
 - ✓ Coordinated volunteers to distribute informational materials and provide recycling collection
 - ✓ Provided outreach and education stations, as well as distributing literature to single family residents, multi-family residents, and businesses, with the goal of expanding participation in recycling collection services



- CWS was an in kind sponsor of the Oakland Art and Soul Festival. CWS did the following:
 - ✓ Provided 20 yard recycling/recycling roll off service and weight information on the recycling from the festival
 - ✓ Coordinated volunteers to distribute informational materials and provide recycling collection
 - ✓ Provided outreach and education stations, as well as distributing literature to single family residents, multi-family residents, and businesses, with the goal of expanding participation in recycling collection services
- CWS was a sponsor of the Oakland Pride Festival, had a booth to educate the community on the benefits of recycling and Zero Waste Goal in Oakland and sponsored the Clear Stream stations throughout the festival. CWS did the following:
 - ✓ Delivered Clear Stream Stations to event coordinators
 - ✓ Received/Returned Clear Stream stations from the City of Oakland
 - ✓ Provided 20 yard recycling/recycling roll off service and weight information on the recycling from the festival
 - ✓ Coordinated volunteers to distribute informational materials and provide recycling collection
 - ✓ Provided outreach and education stations, as well as distributing literature to single family

4. Outreach at Public Events

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residents, multi-family residents, and businesses, with the goal of expanding participation in recycling collection services

- CWS was a sponsor of the Rockridge Community “Out & About Festival”, hosting a booth to educate the community on the benefits of recycling and the Zero Waste Goal in Oakland, and providing and servicing Clear Stream stations throughout the festival. CWS did the following:
 - ✓ *Delivered the Clear Stream Stations to event coordinators*
 - ✓ *Received/Returned Clear Stream stations from/to the City of Oakland*
 - ✓ *Provided 20 yard recycling and food scraps roll off service and weight information on recycling at the festival*
 - ✓ *Coordinated volunteers to distribute informational materials and provide recycling collection*
 - ✓ *Provided outreach and education stations, as well as distributing literature to single family residents, multi-family residents, and businesses, with the goal of expanding participation in recycling collection services*
- CWS sponsors the California Resource Recovery Association’s August 2012 conference in Oakland. CRRA is California’s statewide recycling association. It is the oldest and one of the largest non-profit recycling organizations in the United States, and is dedicated to achieving environmental sustainability in and beyond California through Zero Waste strategies including product stewardship, waste prevention, reuse, recycling and composting. CRRA’s members represent all aspects of California’s reduce-reuse-recycle-compost economy. Our members work for cities, counties, municipal districts, and businesses as well as hauling companies, material processors, non-profit organizations, state agencies, and allied professionals.
- CWS sponsors a table at the East Bay Rental Housing Association Annual Trade Expo. We informed and notified property owners about the upcoming mandatory recycling requirements, provided contact information to the attendees, provided information on the types of services available and encouraged early participation. MFD flyer and hangers were provided to property owners to provide to residents in their complexes.
- CWS attended the Monthly Residential Meeting at the Acorn Apartments. We met with many enthusiastic community members about the re-energized push towards compulsory recycling for the community, different types of materials that could be recycled and where the large communal roll-offs are located. This meeting was preceded by distribution of MFD flyers at each residence. CWS gave out additional information material along with MFD recycling caddies.

City of San José

In 2002, CWS expanded its operations to serve the City of San José by constructing and operating a modern single-stream MRF transfer station at 1005 Timothy Drive, San José, shown in Figure 3-1, to process single-stream materials from 160,000 single-family



Figure 3-1 San José Facility

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residential customers in Districts A and C. CWS provided this service as a subcontractor to the City collection contractor Norcal Waste Systems (Recology). In designing the facility, the company worked closely with consulting engineers, MRF experts, and specialty equipment manufacturers. The result of the effort was a 40+ ton per hour single-stream facility – possibly the largest of its kind in the western United States.

In 2006, San José directly awarded CWS both the single-stream recyclables collection and processing portions of the City contract to serve 160,000 single-family homes in City Districts A and C. Included in the program are used motor oil, oil filters, textiles, and “large bulky item” collection and recycling. CWS successfully transitioned into the collection role in 2007.

To improve these services to San José, CWS made a number of significant capital investments and increased its resources in 2007 by adding the following San José site and facility asset and personnel improvements.

- Truck Corporation Yard at 1120 Berryessa Road, San José. This 6.5-acre corporation yard includes a truck shop, truck wash, large-item motor oil and oil filter processing areas.
- 50 state-of-the-art collection vehicles
- 58 experienced collection truck drivers
- 4 certified mechanics, technicians, welders and support staff at the Berryessa Road Yard
- 4 customer service representatives (CSRs)
- Established customer service redundancy at its Oakland headquarters
- New public education center

In 2007, CWS enhanced its San José MRF by adding the following:

- 4 state-of-the-art fiber and plastic optical sorting systems
- 2 new mechanical screens
- 2 new balers
- Pneumatic Film Plastic recovery system
- New glass recovery system



5. Manual Sorting at CWS MRF

As a result of these facility improvements, CWS has processed approximately 80,000 tons per year in this facility.

Since 2002, CWS has increased San José’s solid waste diversion and recycling to levels never achieved by preceding companies and reduced processing residue from greater than 21 percent to 14 percent. This reduction was due to three key factors:

- Closely integrated collection and processing operations
- Effective public- and employee-education programs combined with customer feedback
- Investment in and application of innovative and proven processing equipment
- Continual development of markets for established and new product offerings
- Dedicated communication and transparency with municipal contractor colleagues

The waste and recyclables collected, and resultant diversion rates achieved in Districts A and C in the City of San José for 2011 are shown in Table 3-1.

Table 3-1 City of San José Diversion

	District A	District C
Curbside Collection		
Garbage Tons Collected	72,934.83	46,269.19
Recycling Tons Collected	40,899.33	33,732.87
Recycling Tons Sold	33,718.65	27,796.82
Diversion	30%	35%
Large Item Collection		
Bulky Items Collected	222.95	177.12
Bulky Items Recycled	189.99	150.93
Diversion	85%	85%

In June 2010, the City of San José exercised its option to continue receiving service from CWS and extended CWS' contract to the year 2021 as an expression of its confidence in the company's performance. Thirty days after CWS began providing recyclables collection and processing services in San José, the San José City Council awarded CWS for its leadership in executing the smoothest transition for solid waste services that the City and its citizens had ever experienced during the 14-year history of its Recycle Plus Program.

Collection Fleet

CWS operates a combined collection fleet of approximately 80 vehicles. Approximately seventy-five (75) percent of the fleet is from the model year 2008. A specific combination of engine, body, and chassis provides the safest, quietest, least polluting and most reliable collection system available. CWS' innovative fleet is capable of operating on a 20 percent bio-diesel fuel blend (B20).

International Operations

In November 2007, CWS, through Vietnam Waste Solutions (VWS), completed construction of the first private Subtitle D compliant, state-of-the-art landfill in Vietnam. VWS, a wholly owned subsidiary of CWS, owns and operates the facility, known as the Da Phuoc Integrated Solid Waste Facility (DPI). This project was developed, engineered, constructed and is operated by VWS on approximately 322 acres with total development costs exceeding \$400M.



Figure 3-2 Da Phuoc Integrated Solid Waste Facility¹

The facility was designed by a United States team of experts including Dave Edwards, Inc., Bollegraaf Recycling Solutions and Van Dyk Baler Corp. (firms with which CWS will team to serve the Oakland contract. DPI operates according to United States standards including:

- Professional design, engineering and construction
- Full liner, leachate and methane gas recovery systems
- Professional operating, measuring, reporting and safety standards

DPI hosts the most modern leachate and water treatment system in Vietnam. It was designed and operates according to US EPA Subtitle D environmental and OSHA standards. DPI currently accepts 3,000 tons per day of municipal solid waste from Ho Chi Minh City (formerly Saigon), and possesses capacity to accept greater than 5,000 tons per day. This serves a population of over 8 million in the Ho Chi Minh City area.



Figure 3-3 DPI Facilities

The DPI landfill is large, even by world standards. The facility includes a modern composting operation (2008) and completed its material recovery facility and transfer station building in 2010. In addition to providing the citizens of Vietnam safe and healthy sanitary landfill and recycling facilities, DPI will receive and recycle materials from global markets. DPI will provide western markets an alternative to other Asian markets. In September 2009 VWS was awarded approval to begin development and

¹ An Phong Construction, <http://www.anphong.vn>

construction on a new, larger integrated solid waste facility, the Long An campus exceeding 4,500 acres that will eventually compliment DPI. Additional information on DPI is provided in Appendix 7-3.

Materials Recovery Success

CWS is a material processing company that prides itself on recovering the maximum amount of materials in the waste streams it receives. CWS has successfully diverted over 90 percent of the material collected from Oakland residential and commercial sources. This diversion percentage has been accomplished through diligent processing of the residential and multi-family/commercial customer waste stream at the company's two Oakland MRFs. This includes extensive pre-processing and presorting of materials such as bulky items, non-recyclables, and source-separated materials.

CWS studied waste characterization reports on the Oakland and Alameda County waste stream from the past five years, and has developed a collection strategy and single stream recycling facility to ensure continued recovery of greater 90 percent of the recyclable materials it collects. Features utilized in Oakland in the current CWS Recycling Collection Program have been successful and will be applied further throughout the entire City. These include:

- Waste stream assessment
- Recycling program development
- Public education implementation and incorporating feedback from customers
- Continual affirmation and modification of collection programs
- State of the art processing facility design and operation
- Innovative material marketing programs development

CWS has realized considerable success in reducing residue and its disposal in the City of San José Recycle Plus program. Norcal, now Recology, was the City of San José's original collector. While Norcal's common procedure was to collect mixed waste in half of the split packer waste-recycling collection vehicles and after years of recyclables being placed in the wrong side of the split packer, CWS' introduction of a dedicated fleet designed strictly for residential recycling significantly reduced residue from residential recyclables.

CWS will continue and expand the key factors that have contributed to the company's success to ensure minimal processing residue and disposal from City of Oakland collection and processing operations.

CWS will continue and expand these key factors of success to ensure minimal processing residue and disposal from City of Oakland collection and processing operations.

3.1.Key Staff



6. CWS Staff

CWS is a local company that provides efficient and personalized service. CWS prides itself on the high level of professional skills, business and industry experience, as well as for building a diverse management team that includes a variety of professional backgrounds. As it does with its other clients, CWS will create a team that is well-versed in all details of services provided to the City of Oakland. City staff will have one contact person to call any time to discuss the operations of this service agreement. Joel Corona, CWS Chief Operations Officer, will lead this team and be the direct contract for the City. CWS management will support every part of this contract with Oakland City colleagues.

The skills and experience of the CWS team include the following:

- Residential collection
- Recycling facility operations
- Transfer station operations
- Commodity sale
- International relations
- Mill processing
- AB 939/AB 341 diversion
- Hazardous waste collection and recycling
- Commercial collection
- Composting
- Regulatory compliance
- Global shipping
- Water treatment
- Motor Oil management
- Alternative Fuels
- Public education program development and implementation
- Industrial collection
- Landfill engineering
- Material Brokerage
- Equipment maintenance
- Facility design
- Program development
- E-waste recycling
- Bulky collection and processing

3. QUALIFICATIONS

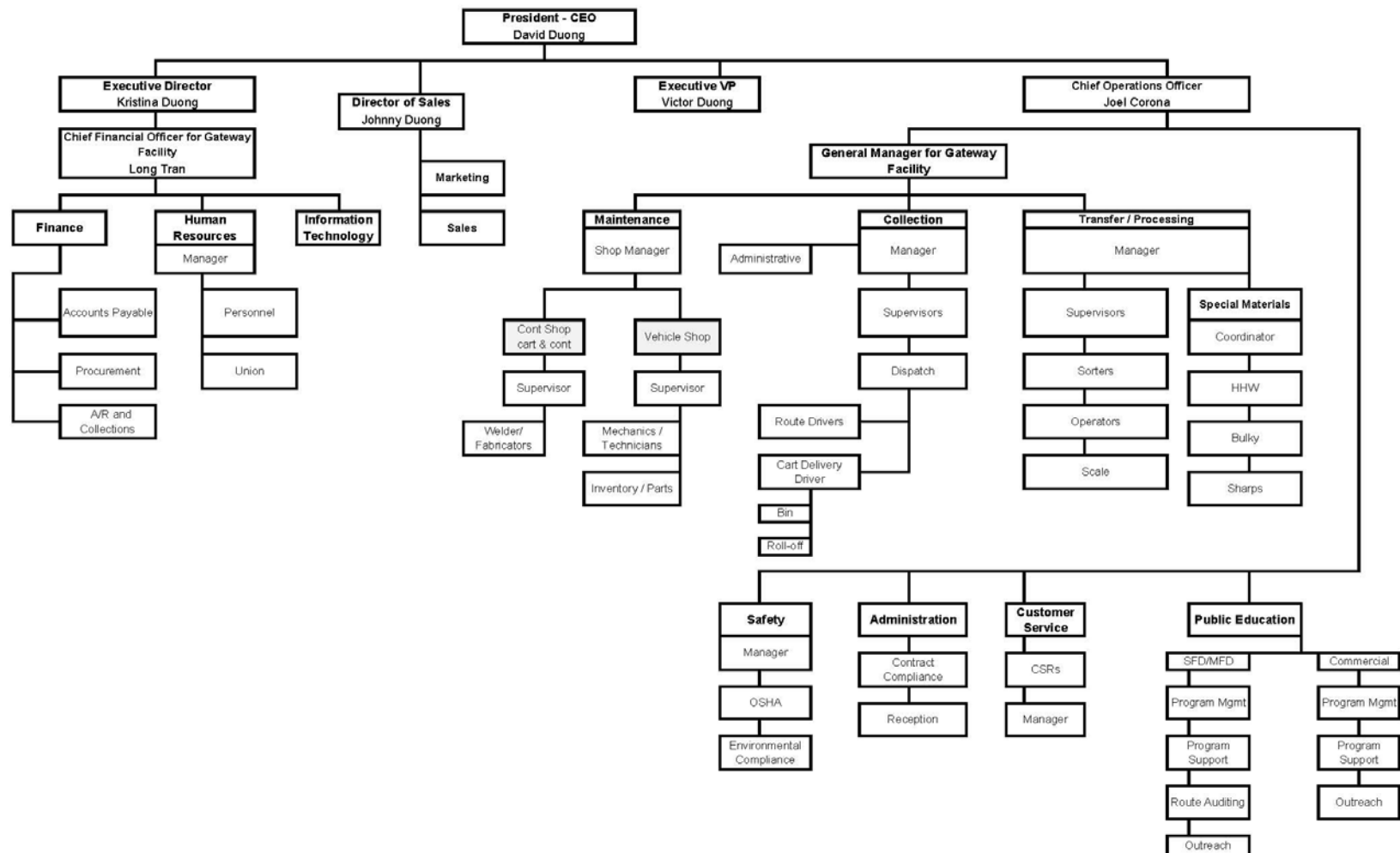


Figure 3.1-1 CWS Organizational Chart

The core management team (detailed in the CWS organizational chart in Figure 3.1-1) includes:

- David Duong, President and Chief Executive Officer
- Kristina Duong, Vice President, Executive Director
- Victor Duong, Executive Vice President
- Joel Corona, Chief Operations Officer
- Long Tran, CPA, CFO & Vice President, Finance
- (To Be Announced), Oakland Operations Manager
- Tim Tran, Accounting Manager
- Johnny Duong, Director of International Sales
- Leticia Jauregui, Safety and Environmental Manager
- (To Be Announced) Public Education Manager
- Douglas Duong, Processing Facilities Manager, Oakland
- Glenn Ledet, Customer Service and Contract Compliance Manager
- John Lam, Human Resources Generalist
- Pari Natarajan, Information Technologies Manager

CWS believes that the professional and cultural diversity of its management team results in great innovation, and employee and customer relationships. CWS is proud to provide essential neighborhood services with a global perspective relating to personnel and “World Class Customer Service”, equipment design, environmental sustainability and material marketing.

3.1.1. Owners

David Duong – President and CWS Founder

David Duong has over 30 years of experience in collecting, processing, and brokering. He is deeply committed to this proposal and will direct the CWS team. David built CWS from the ground up. He understands equipment, systems, and the financial and regulatory structures that support them. David has personally been involved in all aspects of this proposal and is 100 percent committed to partnering with the City of Oakland to collect solid waste and recycling in the most professional, efficient and service-oriented manner possible.

David has extensive experience in overseas and domestic marketing, sourcing and brokering, small business start-up and funding, and recycling operations. His background includes serving as marketing manager for Norcal Waste Systems (DBA Zanker Resource Management), general manager of Norcal Waste Systems (DBA Cogido Recycling), and president and CEO of Cogido Paper Company. He received his secondary and post-secondary education in Vietnam. In May 2008, David Duong was the recipient of the prestigious Bay Trade Global Award, presented by The Bay Area World Trade Center, for his achievements in world trade and environmental sustainability by building his successful and global company around environmental stewardship principles. He has served as a Commissioner on the Oakland Waste Reduction and Recycling Commission, a Commissioner on the Oakland International Trade Commission, Chairman of the Board of Directors for the Vietnamese American Entrepreneur Association, a Director on the Board of Directors for the Silicon Valley Chamber of Commerce, and a

Member of the Sacramento Asian Pacific Chamber of Commerce, and was appointed by President Obama and currently serves as a Board member of the Vietnam Education Foundation.

His responsibilities include:

- All aspects of the company's marketing, administration, profit and loss, financing, procurement, and environmental and contract compliance

Kristina Duong – Vice President, Executive Director

Kristina Duong works closely with the president/CEO on issues related to marketing, administration, profit and loss, financing, procurement, and environmental and contract compliance.

Unlike large firms where finances may be handled out of state, Kristina works directly with management so that decisions are made quickly and appropriately to get the services completed at the highest professional standard. Kristina previously served as an administrative assistant at Sampac Enterprises, where she was involved in monitoring customer-service standards, scheduling domestic and overseas shipments, and marketing products. Ms. Duong attended Heald College in Oakland.

Her responsibilities include:

- Recyclable commodity sales in overseas and domestic markets
- Materials brokering
- Administrative, accounting and human resources functions,
- Financial support assurance for CWS collection and processing programs

Victor Duong – Executive Vice President

Victor Duong, a co-founder of CWS, has been involved in the solid waste and recycling industry for more than 30 years. He has worked with various chambers of commerce, and non-profit groups, such as Salvation Army, Goodwill Industries, Habitat for Humanity, and a broad base of civic groups and neighborhood associations. Victor began his recycling career in the family business and has been employed in that business since, growing with the business.

His responsibilities include:

- Conducting public affairs and community outreach
- Representing company to staff and elected officials in the US and abroad.

3.1.2. Management Staff

Joel Corona – Chief Operations Officer

Joel Corona oversees company operations. For more than 20 years in the San Francisco Bay Area, Joel has been a leader in the development of solid waste and recycling collection and post-collection industry. His experience includes the initiation of source-separated, single-stream, commercial, organic solid waste and recycling programs. Joel has written government solid waste legislation for the State of California and served public, private, institutional, and military customers. His previous positions include those of Senior Corporate Profitability and Business Development Manager for Waste Management, Inc. in Houston, Northern California and Nevada; Market Area Recycling Manager for Waste Management Inc.; and Recycling Manager for Richmond Sanitary Service, a collection of, material recovery, and landfill companies. He was a key participant in the Vietnam Waste Solutions development of its modern landfill, transfer station, composting and recycling facility construction and continues to provide operational input.

His achievements in the collection and post-collection recycling and disposal industry are complemented by outside activities that include service as a commissioner on the State of California Prison Industry Board and Honorary Group Commander at Travis Air Force Base. Joel received a business degree from the University of Southern California in Los Angeles, and earned a MBA from St. Mary's College of California.

His responsibilities include:

- Obtaining and administering franchise agreements, operating permits, and rates
- Providing long- and short-range plans to guide operations, finances, and new business opportunities
- Negotiating and administering collective bargaining agreements
- Negotiating agreements with customers, vendors, landfill operators, and buyers of recycled material
- Representing CWS to public agencies, and the public to maintain goodwill and understanding of our waste management practices and financial requirements
- Ensuring compliance with environmental regulations, employee safety standards, other applicable regulations, and corporate policies
- Identifying and responding to new customer service opportunities

Long Tran, CPA, CFO & Vice President, Finance

Long Tran is a certified public accountant, licensed in California since 1980. Long has been with CWS since its inception in 1992, starting as its outside public accountant, and employed internally since 2002, as Vice President-Finance. His experience includes directing finance and accounting functions in addition to taxation and managerial accounting and economics. His expertise includes forecasting and budgeting, financial analysis and reporting, internal controls, process improvements, SOX Section 404 training, asset based lending, cash management, and credit and collections. Long has a B.A. degree in Accounting and Finance from San Francisco State University and a MBA in Taxation from Golden Gate University.

His responsibilities include:

- Interfacing with banks to structure financing for CWS capital projects
- Financial reporting to independent auditor
- Overseeing CWS tax accounting
- Overseeing bookkeeping and accounting staff

Douglas Duong – Plant Manager, MRF Oakland

Douglas Duong, who began as a driver, has been with CWS for nine years. He currently serves as the MRF plant manager for the company's 10th St. and Wood St. facilities.

He is especially adept at establishing and enforcing work time productivity metrics in a constructive manner. Mr. Duong has a long career as a skilled commercial driver, starting as a container hauler at the Port of Oakland, and then working for the Shell Oil refinery, followed by employment with US Freight Company where he served as a driver and dispatcher. In his spare time, he and his wife own and operate a coffee shop and billiard parlor in Oakland.

His responsibilities include:

- Plant staff oversight and direction, management of all processing employees (Sorters, Operators and Mechanics)

- Product quality and value assurance from all inbound materials
- Plant safety
- Maximizing diversion
- Compliance with safety and environmental regulations
- Regulatory and financial reporting about receipt and marketing of materials
- Support of negotiation with vendors
- Scheduling of product sales and specification to foreign and domestic markets

Johnny Duong, Director of International Sales

Johnny has led significant efforts to expand CWS marketing capacity by fostering strong and stable global partnerships. His keen ability to anticipate market demands has given CWS an edge in gaining new opportunities with domestic and international trading. His achievements with ensuring that CWS finished products meet global quality standards of marketability and demand have benefitted CWS customers through price and diversion stability during a variety of market conditions.

His ability to market products from throughout the United States is complemented by his development of CWS' own global trading offices in China and Ho Chi Minh City, Vietnam. CWS' near-unique ability to serve the continuum of recycling from the point-of-material-generation (our customers) to the point-of-product-reuse (our trading mills) is a special feature that supports solid waste diversion goals.

Leticia Jauregui – Safety and Environmental Manager

Leticia Jauregui began working for CWS in 2007, participating and leading environmental compliance activity for the five CWS domestic sites. During her first year, she developed a new employee safety incentive program and improved safety and environmental compliance. Leticia has successfully managed both CWS collection and material recovery operations in Oakland, leading to increased productivity, revenue and customer satisfaction.

Prior to joining CWS, Leticia worked in administrative and operations at Waste Management Inc in Alameda and Stanislaus Counties. She brings over 17 years of experience in the waste industry with a rich, well rounded working knowledge in operations, material recovery budgets, human resources, training, safety, and contract compliance. She has a strong background in various lines of business for commercial and residential collection, industrial, Port-Let, recycling, yard waste and C&D services.

Her responsibilities include:

- Maintaining a comprehensive safety program for operations and exposures that complies with regulatory agency and corporate requirements
- Managing occupational safety and health program elements and activities
- Performing job hazard analyses, conducting safety observations and reviewing reports of safety observations performed by others
- Ensuring compliance with governmental regulations and monitoring environmental compliance with applicable regulatory and corporate requirements
- Monitoring permits, including determining that site plans and permits are current and compliant
- Overseeing management and disposal of hazardous waste, preparing manifests for hazardous waste disposal shipments and managing documentation for Hazardous Waste Disposal Fees, Hazardous Waste Generator Fees, EPA ID Questionnaires, and Manifest Fee Returns

John Lam – Human Resource Generalist

John Lam, who has been with CWS for two years, is responsible for all aspects of Human Resources.

John remains current on industry practices regarding employee leave law, labor law, legislation updates, management trainings, compliance training (sexual harassment) and miscellaneous areas including CPR and First aid. Prior to joining CWS, John was Human Resources Generalist at KANA Software. He has a Bachelor's degree from the University of Phoenix.

His responsibilities include:

- Recruitment, On Boarding, Benefits, Employee Relations, Employee Retention, Terminations, and management of Grievances

Glenn Ledet – Customer Service and Community Compliance Manager

Glenn manages CWS Customer Service Call Centers. He is responsible for monthly/quarterly reporting to City Agencies and contract compliance with various departments. Glenn has been handling community outreach. Glenn served on the San José Work2Future Board and the Work2Future Youth Committee that engaged more than 30 local young adults in an environmental education and career development program in 2009. This CWS program was recognized as one of the top eight “Best Practices” in the country for Youth Learning and work experience using America Recovery Relief Act Monies.

Glenn Ledet has been a manager in several industries, including transportation, parking solutions and the solid waste and recycling; and he has worked with various private, public, and governmental agencies, and served his country in the U.S. Army for eight years.

His responsibilities include:

- Receiving and investigating customer complaints regarding services and rates
- Correcting service problems through or in coordination with appropriate supervisor
- Adjusting rate and billing disputes
- Assisting collection supervisors with unusual problems or incidents in the field
- Developing and implementing processes and procedures to improve and ensure customer satisfaction
- Developing and preparing reports as directed

Pari Natarajan – Technology Manager

Pari Natarajan focuses on application of information technology solutions that improve organization management, performance and efficiency, and diagnosis and resolution of computer, network, and infrastructure issues. He has effective IT skills that complement the advancing computer aided recycling collecting and processing equipment operated by CWS and his expertise with and incorporation of sophisticated computerized equipment and technology services provides to CWS opportunities to continually innovate within the solid waste industry. He managed various contractors and vendors to successfully complete the information technology requirements set forth by the City of San José for the 2006 recycling program.

Prior to joining CWS, Pari managed IT infrastructure and staff for a semiconductor company that develops innovative, chip-based power management. He has a B.S. in Business Administration with a Minor in Management Information Systems from the University of California Riverside and an A.A. from DeAnza College in Computer Information Systems, holds various certificates from Microsoft and is a Microsoft certified small business specialist.

His responsibilities include:

- Monitoring communication, global positioning and telemetry for collection and distribution vehicles
- Assuring radio and text communication functionality from remote collection sites and processing sites
- Assuring specification refinement, diagnosis and repair of commuter recognition optical sorting equipment
- Managing service design, modeling and work-load balancing for commercial and residential collection routes
- Managing the CWS computer and software system to enable communication, networking and service profiles for CWS customers

Tim Tran – Accounting Manager

Tim Tran has been with CWS for 10 years, previously serving as Assistant Controller. Prior to joining CWS, Tim was a staff accountant for an international company involved with a specialized recycled commodity. Tim has a B.S. degree in Business Administration with a double concentration in Accounting / Finance and an A.A. degree in Business Administration. He remains up-to date through continued training on payroll, W/C, safety management, and other accounting practices.

His responsibilities include:

- Managing the Accounting Department including A/R, A/P, Payroll, G/L, and banking
- Preparing financial reports and supporting operations with accurate data to increase productivity and reduce costs
- Providing analytical support to all departments, the CFO, COO and upper management
- Coordinating internal and external audits
- Implementing accounting policies & procedures
- Managing budgets and financial planning,
- Supervising administrative staff
- Overseeing books and financial reports for four related entities.

3.1.3. Subcontractors / Affiliated Companies

CWS brings to this contract a partnership made up of people with extensive backgrounds in collection and processing as well as professional organizations that have joined our team to support CWS efforts and activities and provide the very best service to the City of Oakland.

CWS will do all the collection and processing of the recycling material collected. Once CWS is awarded the contract, the company will undertake all necessary actions to have all subcontractors comply with licensing requirements of the City of Oakland Municipal Code, prior to commencement of services.

Team Firms:

Westhoff, Cone & Holmstedt, WCH

WCH, established in 1989 and headquartered in Walnut Creek, CA, has ranked as the #1 underwriter in California in the number of solid waste disposal revenue bond issues for 15 years in a row. WCH is

FINRA and SEC registered, and is owned and managed by the named principals, all veteran public finance bankers with major Wall Street firms. The firm has arranged financing for four separate acquisitions of independent waste companies by other independent companies in recent years. The firm's knowledge of and relationships with the banking industry has resulted in considerable success soliciting and arranging cost-effective terms. WC&H's bankers have 114 years of combined capital finance experience and have completed financings in excess of \$50 billion. WC&H also assists companies in arranging conventional debt in connection with bond financings. Several examples of bond financings arranged by WC&H are provided in Appendix 7-4.

D. Edwards, Inc. (DEI)

Based in Brea, California and founded in 1999, DEI is comprised of professionals with extensive public and private sector experience in project and construction management; design and implementation of recycling and solid waste systems; design and operation of materials recovery facilities, transfer stations and waste disposal sites; environmental review, permitting and entitlement processes; compliance programs; asset management; and market, economic and facility valuation studies. DEI also draws on a substantial network of industry professionals, including civil, environmental, mechanical and electrical engineers; legal and political advocates; and community outreach and communications specialists. DEI is partnering with CWS to plan and development the Engineer Road MRF. Additional information regarding DEI experience and services is provided in Appendix 7-5.

J.R. Miller & Associates (JRMA)

JRMA is a design firm offering comprehensive services to private, industrial and public sector clients. Since 1985, JRMA has played an important role in the planning, design, and construction of facilities that efficiently receive, process, and transport solid waste nationwide. In California, JRMA has participated in development of the Shoreway Environmental Center in San Carlos, Puente Hills Transfer Station & MRF in Whittier, Signal Hill Transfer Station & MRF in Signal Hill, CR&R Perris Recycling and Transfer Station in Perris, Zanker Road MRF in San José, Burrtec Santa Clarita Transfer Station and MRF, plus many other sites in California and nationwide. CWS has partnered with JRMA for design and development of its Da Phuoc Landfill, Transfer Station & MRF in Ho Chi Minh City, Vietnam, and will engage JRMA to help design and develop the Engineer Road MRF. Additional information regarding JRMA experience and services is provided in Appendix 7-5.

InterWest Insurance

InterWest will partner with CWS to provide safety, insurance, and training services for its employees and throughout its facilities. As one of the top 10 largest privately-held insurance brokers in the U.S., InterWest is an industry leader offering value-added and specialized services, and provides a wide variety of liability coverages, risk management services, employee training programs, regulatory and compliance support. InterWest has developed customized training programs in hazard management and other safety training areas for CWS employees. CWS's InterWest contract manager is Connie Roberts, InterWest's in-house corporate risk manager in charge of risk assessment, mitigation and corporate safety planning. Connie has had hands-on experience in customizing specialized risk management programs, developing internal training procedures, and directing best practices for safety program implementation and risk assessment. Her role is to work hand in hand with InterWest's clients on their compliance issues with Cal OSHA, Injury and Illness Prevention Plans, Emergency Action Plans, Heat Stress Plans, ergonomics and monitoring employee training and job safety issues.

Circlepoint

Established in 1987 as Public Affairs Management, Circlepoint has grown over the years to meet clients' ever-expanding needs, from environmental planning to social media strategy. For more than two decades, Circlepoint has been a guiding force in helping government agencies, private businesses and communities think strategically, communicate effectively, and find solutions to bring resolution on a wide range of issues and opinions. Circlepoint provides strategic communications counsel that informs and educates stakeholders, and has a focused environmental planning practice that integrates environmental assessment, design, and community outreach to produce streamlined environmental documents. The creative services team delivers a wide range of design and production services, from identity development to websites and printed collateral. Additional information regarding Circlepoint experience and services is provided in Appendix 7-15.

Circlepoint is a city of Oakland certified local business.

The Next Generation (TNG)

TNG is a full-service campaign consulting and management, and issue advocacy firm, specializing in the environmental and progressive issues in the Bay Area and across California. TNG helps clients to craft a smart political and outreach strategy, organize operation of information programs, and develop clear, directed, and effective messages. Additional information regarding TNG experience and services is provided in Appendix 7-15.

Kneal Resource System (KRS)

KRS, founded in 1989, is well versed in solid waste issues and related public education initiatives, as the company president, Kathy Neal, served on the former California Integrated Waste Management Board and created and chaired its Public Education and Legislation Committee. KRS has extensive experience with project planning, management and staffing; process improvement; public affairs, public education and governmental affairs strategy and outreach; statewide permitting and regulation of solid waste facilities and programs; and creation and implementation of public education and outreach initiatives. Additional information regarding KRS experience and services is provided in Appendix 7-15.

KRS is a city of Oakland certified small local business.

Gershman, Brickner & Bratton, Inc. (GBB)

GBB is an international management consulting firm that helps public- and private-sector organizations of all sizes craft practical, customized and technically sound solutions to complex solid waste management challenges. Since 1980, GBB has assisted hundreds of organizations develop long-term, sustainable solid waste solutions that save money and improve efficiencies. GBB will partner with CWS to support transition activities, and help develop programs that support increased recycling and diversion levels from the City's waste streams.

Robert Brickner, Executive Vice President, has more than 37 years of experience in the solid waste management field and is an expert in solid waste handling systems, including collection and processing equipment, equipment costs and systems analysis. He is well versed in cost allocation methods and economic/financial modeling, and life-cycle costing. Tim Giardina, GBB Vice President, has over 25 years of industry experience with a focus on collection, transfer station, landfill, recycling and medical waste operations. Prior to joining GBB, he spent 13 years with Waste Management, Inc. handling increasing responsibilities ranging from Operations Manager, General Manager, and Senior Manager of Market Planning and Development. He has a highly accomplished and proven track record in operations,

P&L management, acquisitions and strategic planning with both distressed and growth companies. Additional information regarding GBB experience and services is provided in Appendix 7-15.

Archie Humphrey – Environmental Consultant/Transition Resources

Archie Humphrey provides strategic solid waste management consulting services to public and private sector clients. He has over 35 years of experience in all facets of waste handling including collection, processing, composting, disposal and alternate technologies. Archie was the Chief Operating Officer of Recology (formerly Norcal) in San Francisco, California. His achievements at Recology include development and operation of food waste composting facilities and programs, implementation of San Francisco Fantastic 3 collection program, and construction and operational start-up of the San Francisco Pier 96 recycling facility and C&D iMRF. CWS will draw from his vast experience and knowledge in operational development, transition and implementation.

Paul J. Rottenberg

Paul Rottenberg has for many years supported cities, special districts, non-profits and private companies engaged in solid waste and recycling activities. He focuses on contracts and compliance, materials processing and marketing, equipment specification, economic analysis, facility development, dispute resolution, contract negotiations and government relations. As CWS General Manager between 1992 and 1995, Paul managed the CWS start-up of curbside and multi-unit recycling collection in Oakland and oversaw staffing, equipment specification, financial projections, A/R, A/P, marketing, government relations, plant management, safety, equipment maintenance, computer system design and management, public relations, business development, et al.

Paul has a MBA from the University of San Francisco, a MPH in progress from the University of California Los Angeles, a BA in International Relations from San Francisco State University, has done undergraduate coursework in Economics/Political Science at Georgetown University, and is fully trained and licensed in commercial refuse and recycling vehicles and heavy equipment operation. He has been published and a lecturer on various solid waste issues.

McNeilus Companies Inc.

McNeilus, a leader in solid waste collection equipment since 1975, provides trucks and training to drivers and mechanics on very best practices of operating and maintaining equipment. With 59 branches and authorized service centers, mobile services, and 24/7 customer support, McNeilus services the needs of public and private clients. The cities of Raleigh, North Carolina; San Antonio, Texas; Houston, Texas; and Columbus, Ohio are some of the cities that McNeilus serves. McNeilus has partnered with CWS to provide packers for the chasses and train drivers and mechanics on best practices for using and maintaining the packers.

Western Truck Parts and Equipment

Western Truck Parts and Equipment/Western Peterbilt located in Oakland and specializing in Peterbilt equipment, is a full service commercial vehicle store with parts, service and sales departments that deal with new and used trucks and refuse trucks. Western Truck works daily with truck and body manufacturers to ensure that the best balance is realized between initial price, operating costs, and vehicle and equipment durability.

Coast Counties Truck and Equipment Company

Coast Counties Truck and Equipment, established in 1948 and a local San José business, is the oldest franchised Peterbilt Dealer in the nation provides collection truck chasses, warranty work, and preventive

maintenance inspections on all new CWS vehicles. Coast Counties Peterbilt can provide the personnel and resources necessary to fully support the Service Agreement.

OTTO Environmental Systems

OTTO, the largest manufacturer of plastic waste and recycling containers in the world with 66 million products used worldwide, will provide the carts. OTTO employs approximately 4,000 people in over 40 countries and its clients include, but are not limited to, the cities of Los Angeles, California; Phoenix, Arizona; Winter Park, Florida; Riverdale, Illinois; Atlanta, Georgia; San Diego, California; Plano, Texas; Spokane, Washington; Milwaukee, Wisconsin; and Disney World.

RouteSmart™

RouteSmart provides vehicle route optimization software technology for many communities and services, including those related to solid waste collection. Comprised of the leading geospatial technologies from Esri and NAVTEQ, RouteSmart software integrates with client-side systems to form a complete routing solution for meeting the demanding operational needs of solid waste collection fleets. Unlike other vehicle route planning software that can only manage one category of waste or recycling collection, RouteSmart for ArcGIS offers powerful optimization capabilities for both residential and commercial service routing all in one seamless environment. CWS can utilize route optimization from RouteSmart to balance all aspects of collection routing, including coordination of residential service collection days and optimizing multiple days of service for commercial service customers. CWS has experience utilizing RouteSmart in Oakland and San José, and will work with RouteSmart to customize the technology application to seamlessly transition to the demands of serving a greater number of Oakland customers.

FleetMind Solutions, Inc.

FleetMind delivers fully integrated fleet management software solutions that provide the communications and business automation for waste and recycling collection firms to improve their operations and maximize their profit potential. CWS will utilize FleetMind's end-to-end software and hardware offering that includes onboard computers, wireless audio and video communications, driver terminals, automated service verification, fleet tracking, business intelligence systems and more. These technologies will help CWS to ensure complete visibility into fleet and business operations, achieve significant reductions in resource requirements, ensure fleets are operating efficiently and with the least environmental impact possible, and employees are providing services in a safe and consistent manner.

Easy Fuel

Easy Fuel, Inc. is committed to providing the highest quality fuel services and solutions to help companies both cut costs and improve efficiency in the Bay Area. The company offers a wide variety of services aimed at improving fuel management, resource allocation and fuel maintenance, and also provides generator-fueling solutions to help companies avoid costly production downtime and ensure the safety of employees and other building occupants during power disruptions. The company provides fueling and fuel monitoring solutions that aim to reduce labor costs and fueling time, increase productivity, and simplify and control fuel management.

Coast Oil Company

Coast Oil has been part of the Northern California business scene since 1935. The company has grown to become one of the largest distributors of gasoline, clean diesel fuel, bio diesel, and lubricants in the US. With over 875,000 gallons of above-ground storage, 30,000 square feet of warehouse and office space, utilizing modern "Pulsair" blending at the Coast Oil quality-control/test-lab facility located on four acres in East San José, Coast Oil is positioned to continue as one of the premier petroleum distributors in

the US. The company provides bulk and packaged lubricants, transportation fleet oils, tank wagon fuel, truck and blending, keep-full programs, equipment programs, and waste oil programs.

SSMB Pacific Holding Co.

SSMB Pacific Holding Company, Inc., doing business as NorCal Kenworth, operates as a heavy and medium duty truck dealership company in California, offering new and used trucks, parts, and services. For parts and equipment, NorCal Kenworth offers complete, on-site inventory management, including bar coding and auto-replenish. NorCal Kenworth's custom designed management programs help customers reduce inventory costs and streamline accounting.

Tire Distribution Systems

Tire Distribution Systems, with a location in Oakland, performs full-service tire work from 44 locations in 8 states. TDS has the right mix of new tire and retread knowledge to ensure the ongoing success of their customers. The company provides new tires, retreads, wheel alignment and balancing, fleet inspections, tire disposal, wheel refurbishing, and scrap tire analysis.

Markus Supply

Markus Supply, located in Oakland, is a full-service commercial, industrial, and retail hardware and equipment supplier. The company will continue to provide CWS with tools, small equipment, and associated hardware and supplies.

Allied Waste Services/Forward Landfill

Allied Waste Services of Stockton operates Forward Landfill in Manteca. Forward Landfill is a private modern landfill facility utilizing technologies to generate energy and best manage landfill capacity for the future. The facility employs natural resources including using goats for weed control and falcons to control bird populations, and technologies including a 3MW energy plant powered by methane that can power up to 300 homes. CWS utilizes this facility for disposal of residue from its Oakland MRFs.

Van Dyk/Bollegraaf

Van Dyk/Bollegraaf designs, provides, and installs high-quality advanced MRF equipment and technologies for CWS' Oakland facilities. Van Dyk/Bollegraaf Recycling Solutions is a leading global engineer and manufacturer of recycling equipment and turnkey recycling solutions. The company has a record of accomplishment of 50+ years in the industry and invests heavily in Research and Development as well as in the latest manufacturing equipment and facilities. Bollegraaf's delivers balers, sorting systems, conveyors, shredders, Star Screens, reel splitters and other related equipment. Bollegraaf has four subsidiaries in Germany, France, England and Spain, for sales and service in these countries, and participates in a dealer organization in the USA and Canada.

Bulk Handling Systems (BHS)

BHS designs, engineers, manufactures, and installs unparalleled sorting and handling systems throughout the world for the recycling, solid waste, wood products, and power generation industries. BHS custom-designed systems at material recovery facilities (MRFs) efficiently extract recyclables from a variety of waste streams at recovery rates in excess of 99%, greatly minimizing the residue that hits landfills.

Evergreen Environmental

Evergreen Environmental is one of the largest waste oil collectors in California, and the only oil re-refining operation in the western United States. Evergreen is also a major provider of hazardous waste services, offering customers a full range of environmental services to handle all of their waste management needs. Evergreen's commitment to the environment is so complete that every drop of used oil collected and fed

into its Re-refining facility is recycled into useful products; nothing is wasted. Evergreen will partner with CWS to recycle oil from City of Oakland customers collected through its HHW programs and CWS fleet and facility operations.

Freon Free

Freon Free, based in Fairfield, CA, accepts for processing and recycling all materials containing Freon, HCFC, and refrigerants, including freezers and refrigerators, air conditioners, televisions, microwaves, washers and dryers, computers, other appliances, electronic scrap, and other items. The company began operating in Suisun City, CA in 1991, and has recently relocated to a larger and more advanced facility in Fairfield. Freon Free will collaborate with CWS to process all Freon, HCFC, and refrigerant-containing items collected from City of Oakland Customers.

America's Best Battery

America's Best Battery (ABB) brings over 50 years of history, experience, merged with modern technology into today's battery recycling needs. ABB established its current location in 1998 in Hayward, CA, and provides excellent coverage throughout its nine bay area county service area. ABB recycles all varieties of batteries, from household batteries and battery packs for electronics to large flooded cell batteries from utility and telecommunications systems. CWS will provide City of Oakland customers with battery services during its HHW collection events, and will deliver batteries to ABB for recycling.

Stericycle

Stericycle provides disposal services for medical and biohazardous waste, and maintains the nation's largest network of medical waste transport vehicles, collection sites, and treatment facilities for hazardous materials. Stericycle operates internationally, providing medical waste disposal, sharps disposal management, OSHA and HIPAA compliance programs, pharmaceutical returns and disposal, recall readiness training, product recalls and retrievals, hazardous waste disposal, biohazard containers, and mail-back systems. CWS will utilize Stericycle's services for management of sharps, collected pharmaceuticals disposal, and other hazardous material disposal needs.

Goodwill Industries, Salvation Army, and other resale partners

Non-profit organizations, such as Goodwill, will be invited to come together to support CWS as a Reuse Advisory Board for reusable objects collected in the Large Item collections. To help accomplish CWS' objective of increasing diversion, the proposal includes a location where reusable items can be easily segregated for transport to a disposal facility. Reusable materials, such as building material and furniture, will be taken from the site by non-profit organizations, such as Goodwill and Salvation Army, where they will be redistributed to individuals and organizations.

List of Lenders

CWS' lending institutions are East West Bank and the Industrial and Commercial Bank of China. A letter of support from each bank is provided as Appendix 7.6. Contact information for our lenders is as follows:

Henry Choi
First Vice President & Manager, Commercial and Trade Finance, Northern California
East West Bank
2350 Mission College Blvd. Suite 988
Santa Clara, CA 95054
408-320-2011
henry.choy@eastwestbank.com

Michael W. Lai
Executive Vice President and Head of California Region
Industrial and Commercial Bank of China
1001 Grant Avenue
San Francisco, CA 94133
415-352-6918
laimw@hkbea-us.com

3.2. Summary Qualifications

Other Related Experience

In addition to services provided by CWS in other communities that are similar to those proposed for the City of Oakland (highlighted in Section 3.2), waste companies with exclusive recycling collection contracts bring to CWS over 50,000 tons per year of residential and commercial recyclables. These materials are processed at the Oakland facilities and CWS remits payment for the incoming tons to the waste companies on a monthly basis:

Table 3.2-1 Private Companies Serviced by CWS Oakland

Customer	Services	Dates
Waste Management, Inc.	Processing of Residential and Commercial Recyclables	2003 to 2012
Republic Services (formerly BFI/Allied Waste)	Processing of Residential Recyclables	1996 to 1998, 2002 to 2010 when acquired by Republic
Recology Systems, Inc. (formerly Norcal Waste)	Processing of Residential and Commercial Recyclables	2000 to 2007
Republic Services	Processing of Residential Recyclables	2001 to present
Waste Connections	Processing Residential and Commercial single-stream	2011-2012

Timber Cove	Processing of Residential and Commercial single-stream from the City of Santa Rosa	2009 to present
Various commercial and industrial customers	Processing of Commercial Recyclables and Industrial Recyclables	ongoing

3.3. References

3.3.1. City of Oakland

CWS was awarded its first public-sector franchise contract from the City of Oakland in 1993, as one of the City's major recycling collection and processing companies. This franchise agreement, which continues today, has doubled in size since the original award. From 1993 to the present, the City has exercised every contract extension and renewal option. CWS collects residential recyclables from approximately 75,000 single and multi-family/commercial buildings in Oakland and processes these at its two Oakland MRFs. The company also collects and recycles materials from commercial businesses throughout the city in a non-regulated, competitive market.



Since 2005, CWS has expanded the Multi-Family Dwelling (MFD) program to enroll more than 2,400 newly constructed and serviced properties, for a total of 30,200 units served. This was accomplished through enhanced education, outreach, and service to residents. These new enrolled units represent a diverse group of residents who are actively involved and supportive of Oakland's Recycling Program, with weekly participation levels from 95-100 percent and appropriate utilization of containers. MFD outreach efforts continue in 2012 and CWS has worked closely with the City of Oakland to launch MFD programs at many developments that have recently transitioned into the City's program.



7. CWS Oakland Collection Vehicle

In addition to the Multi-Family Dwellings, CWS collects recycling from 41 City facilities and offices, and 525 commercial buildings.

Contact:

Ms. Susan Kattchee
Manager of Environmental Services
City of Oakland
250 Frank H. Ogawa Plaza
Oakland, CA 94612
skattchee@oaklandnet.com
Phone: 510 238-3962

3.3.2. City of San José

In 2002, as subcontractor to San José's collection contractor Norcal Waste Systems (Recology), CWS constructed and began operating a modern single-stream MRF transfer station in San José to process up to 530 tons per day of single-stream materials from 160,000 single-family residential customers.



8. CWS Automated Collection

The City of San José subsequently awarded to CWS a single-stream recyclables collection and processing contract and starting in 2007 CWS began serving the same number of single-family homes with used motor oil, oil filters, textiles, and "large bulky item" collection and recycling included in the program. CWS approached this work with a focus on timely collection, good labor relations, discouraging contamination, promoting recycling, efficient processing, and strong marketing of post-consumer material. To improve services for the City of San José, CWS made a number of significant capital investments in the San José plant and increased resources by adding personnel, site and facility improvements.

Thirty days after CWS began providing recyclables collection and recycling processing services in San José, the City Council awarded CWS for its leadership in executing the smoothest transition for solid waste services that the and its citizens had experienced in the 14-year history of its Recycle Plus Program.

A Reference Letter from the City of San José is provided as Appendix 7-7.

Contact:

Ms. Donna Perala
Program Manager
Integrated Waste Management
Environmental Services Department
City of San José
200 East Santa Clara St.— 10th Floor
San José, CA 95113
donna.perala@sanjoseca.gov
Phone: (408) 975-2511

3.4. Litigation History

California Waste Solutions (CWS) has provided full disclosure of its claims, settlements and arbitration history.

3.4.1. Past

Included below is CWS's history, for the last ten (10) years, of all claims settlements, arbitrations, litigation proceedings, and civil actions involving \$100,000 or more and all criminal actions in which the company, its parent company, subsidiaries, all partners, or principals were involved:

California Waste Solutions, Inc. v. Norcal Waste Systems, Inc., now known as Recology, American Arbitration Association Case No.: 74 181 Y 00581 04 LMT In the San José Subcontract between Norcal Waste Systems, Inc. ("Norcal") and California Waste Solutions, Inc. ("CWS"), Norcal promised to deliver no more than 10 percent non-recyclable material. CWS built its recycling facility and purchased recycling machinery based on that promise and expectation that it would not need to operate a solid waste facility. Norcal, however, breached the contract by inundating CWS with, on average, 20-25 percent non-recyclable material. As a result of Norcal's breach, CWS suffered equipment failures and processing difficulties, was fined by the City, and was ultimately forced to obtain a Solid Waste Facility Permit. Norcal filed a counter-claim against CWS, alleging that CWS breached the San José Subcontract by failing to process 95 percent of incoming recyclables. The neutral arbitrator rejected Norcal's counter-claim, found that Norcal materially breached the Subcontract, and awarded CWS damages in the amount of \$5,211,489.90. The judgment included repayment to CWS of fines that had been imposed in an enforcement action brought by the City of San Jose (Santa Clara County Superior Court Case No. 1-03-CV002609 filed in 2003). The enforcement action was based on the amount of residue from processing at CWS' San Jose facility and the costs associated with securing a Solid Waste Facilities Permit which was required due to the excessive impurities in the materials delivered to the facility by Norcal.

California Waste Solutions, Inc., OSHA Inspection No. 1225566885 In 2005 CWS suffered a workplace fatality when an employee entered a material baler without using proper safety procedures and was killed. Our deceased colleague acted alone. An OSHA investigation was commenced and a citation was issued (Citation No. 1225566885). CWS appealed the Citation (Docket No. 05-R1D4-3087/3090). CWS was charged with violation of Labor Code Section 6423(a)(2), and resolved the entire matter by paying a \$155,000 fine. In order to prevent another such occurrence, CWS continuously works to prevent accidents through training and procedural safeguards.

California Waste Solutions, Inc., vs. County of Sacramento CWS commenced litigation with the County of Sacramento (California Waste Solutions v. County of Sacramento, Sacramento County Superior Court, Action No. Case No. FCS029737). CWS was a purchaser of unsorted recyclables from Sacramento County. The dispute involved the County's performance under the contract and issues pertaining to the renewal of the contract. After a jury trial in March of 2009, CWS won a judgment against the County of Sacramento for \$340,773 which has been paid in full. The court also found that the contract had been properly terminated.

3.4.2. Current / Threatened

Saddah v. CWS, Case No. RG12661734; Thompson v. CWS, Case No. RG12661731; Baldwin v. CWS, Case No. RG12661727; and Ledit v. CWS, Case No. C-12-6255. The Saddah, Thompson and Baldwin cases are filed in Alameda County Superior Court and the Ledit case is filed in US District Court in the Northern District of California. The nature of each of the claims is addressed below in CWS' discussion of EEOC complaints at Section 5.8, Employee and Labor Relations. The Saddah, Thompson, and Baldwin complaints were filed on December 31, 2012. The pleadings have been referred to CWS' attorneys. None of the complaints specifies the damages sought by the plaintiffs. As discussed in CWS' EEOC response, CWS does not believe that the claims are meritorious.

3.4.3. Enforcement Actions

Environmental Protection Agency v. CWS The Environmental Protection Agency (“EPA”) commenced a series of enforcement actions against CWS, USEPA Docket Nos. CWA-309(a)-07-002 (December 4, 2006) and CWA-309(a)-07-007 (February 2, 2007) (collectively, the “Action”). The Action was predicated on the EPA’s Finding of Violation and Order for Compliance issued on February 2, 2007. In the Action the EPA alleged violations of the Clean Water Act at three CWS facilities containing sorting devices, picking lines and balers where recyclables are run across conveyor belts and sorted both manually and by machine and where marketable materials are baled or otherwise packaged for sale into the domestic and global recycled commodities markets. Two of the facilities are located in Oakland and one in San Jose. The EPA also alleged violations at a facility in Oakland where CWS services its vehicles and equipment. CWS entered into a Consent Agreement and Final Order (CA/FO) in early 2009 without admitting wrongdoing. The CA/FO resolved the Action and provided for the payment of \$261,400. There have been no allegations by the EPA of non-compliance with the Clean Water Act since the Action.

State of California Department of Industrial Relations- Citation and Notice of Penalty The California Division of Occupational Safety and Health, in its Inspection No. 310636618 of CWS’ facility at 1005 Timothy Drive, San Jose, CA on May 22, 2007 and August 3, 2007, issued its Citation and Notice of Penalty on August 9, 2007. The penalties totaled \$2,100 and have been paid in full. The penalties pertained to the maintenance of documentation, the placement of emergency stop equipment, guard rail height, use of protective eyewear, and conveyor guards.

State of California Air Resources Board (1001 I Street, Sacramento, CA 95814) Settlement Agreement and Release. On April 9, 2010, CWS entered into a Settlement and Release Agreement with the California Air Resources Board and paid a civil penalty of \$6,500 to resolve allegations regarding violations of Health and Safety Code Sections 44011.6, and regulations contained in Title 13 of the California Code of Regulations pertaining to the testing of diesel emissions. There is no identifying number for the Settlement and Release. It was executed on behalf of the State of California by James Ryden, Chief of the Enforcement Division.

3.4.4. Revocation/Suspension

There have been no actions taken to revoke or suspend any permit, franchise, license, entitlement or business license held by CWS during the last five years.

3.4.5. Claims

There have been no claims against a bid or performance bond provided by CWS, nor any contractual defaults or terminations by CWS in the last 20 years.

There have been no liquidated damages, administrative fines, charges, or assessments that total Ten Thousand Dollars (\$10,000) or greater in any one (1) calendar year during the last five (5) years that have been paid by CWS to a public agency as a result of Collection services provided by CWS.

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4. Statement of Financial Qualifications

4.1.Finance

Audited financial statements for years 2009, 2010, and 2011 are included under a separate cover, sealed envelope that accompanies this proposal.

California Waste Solutions, Inc. is a minority, privately held company. As such, the audited financial statements are not filed publicly and are not provided for public use. Disclosure of the financial information contained in the audited financial statements is generally limited to creditors and other users relying on the financial statements as a way to evaluate CWS' financial condition. Public disclosure of CWS' audited financial statements and the information contained therein may put the company at a competitive disadvantage.

CWS requests that the City of Oakland make every effort to treat the audited financial statements as confidential. While we recognize the obligation to comply with the California Public Records Act, we believe that the information contained in the statements should be treated as confidential and should not otherwise be disclosed.

4.2.Labor Agreement

CWS currently has employees represented by the International Longshore and Warehouse Union Local 6, the Teamsters Industrial Union Local 70, and the International Association of Machinists and Aerospace Workers Union Local 1546. The company has separate collective bargaining agreements with each union. CWS maintains a successful collegial relationship with Teamsters Local 70 and continues abiding by all current wages, benefits and bargaining terms for all our solid waste and recycling drivers. CWS has attached our mutual letter of understanding and awaits a final copy of the Collective Bargaining Agreement that ratifies and extends our agreement through the MM&O Contract term.

Figure 4.2-1 Correspondence Illustrating Status of Labor Agreement with Local 70



April 2, 2012

Mr. Dominic Chiovare, President
Teamsters Local 70
400 Roland Way
Oakland, California 94621

Dear Dominic,

California Waste Solutions (CWS) enjoys a long-term and successful relationship with the members and leadership of Teamsters Local 70 and is in material agreement with the terms of our Collective Bargaining Agreement developed and drafted between Local 70 and the solid waste firms and employees it represents, drafted through the year 2017. CWS and Local 70 abide by our practices and the content of that agreement and continue minor refinements to clarify final features of it.

To address an important matter, CWS respects the ability of Local 70 to transition its drivers within the Local to CWS in the event that CWS earns more business from the City of Oakland solid waste and recycling RFP. CWS welcomes available and qualified colleagues to join CWS. The City of Oakland and CWS benefit from the experience, dedication and continuity of employees from Teamster Local 70.

Especially within the City of Oakland CWS has worked shoulder-to-shoulder with many Local 70 colleagues for many years; and our professional teaming relationship is committed to continuous improvement of safe, efficient, innovative and best quality solid waste and recycling services for residents and businesses in the City of Oakland.

California Waste Solutions looks forward to many years of mutual success for our member-colleagues, organizations and community.

Sincerely,
CALIFORNIA WASTE SOLUTIONS



Kristina Duong
Executive Director

cc: David Duong
Joel Corona

CALIFORNIA WASTE SOLUTIONS, INC.

www.californiawastesolutions.com

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1005 Timothy Drive, San Jose, CA 95133-1043 USA Phone 408.292.0830 Fax 408.292.0833