

**CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY
BOND FINANCING PROGRAM
Meeting Date: May 17, 2016**

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

Prepared by: *Andrea Gonzalez*

Applicant:	CR&R Incorporated and/or its Affiliates	Amount Requested:	\$61,360,000
		Allocation Amount Requested:	\$7,145,000
Project		Application No.:	867
Location:	City of Perris (Riverside County)	Final Resolution No.:	553
		Prior Actions:	IR 13-03 approved 2/19/13; IR amended 12/16/14

Summary. CR&R Industries and/or its Affiliates (the “Company”) requests approval of a Final Resolution to issue revenue notes for a total amount not to exceed \$61,360,000 (\$7,145,000 in new money allocation and refunding in the amount of \$54,215,000) and Volume Cap Allocation for an amount not to exceed \$7,145,000 to:

- 1) refund two series of Solid Waste Disposal Revenue Bonds previously issued by CPCFA;
- 2) finance the construction of a building for office administration, vehicle maintenance and receiving, and
- 3) pay certain costs of issuance.

Borrower. The Company provides integrated environmental management services consisting of the collection, transfer and hauling of solid waste, material recovery and the processing, marketing and transportation of recyclable materials to various municipalities within the cities and counties of Orange, Riverside, San Bernardino and Los Angeles. CR&R Incorporated was organized in November of 1963.

The principal stockholders of the Company are as follows:

Clifford R. Ronnenberg, as the Trustee of the Ronnenberg Family Trust dated June 21, 1978	49%
Clifford R. Ronnenberg, as the Trustee of the Ronnenberg Family Trust B dated April 9, 2006	2%
David M. Ronnenberg, as the Trustee of the Ronnenberg Family 2012 Trust dated December 28, 2012	<u>49%</u>
Total:	<u>100%</u>

Legal Questionnaire. The Staff has reviewed the Company’s responses to the questions contained in the Legal Status portion of the Application. No information was disclosed in the Legal Status portion of the Application that raises questions concerning the financial viability or legal integrity of this applicant.

TEFRA. The TEFRA hearing was held on April 14, 2016. There were no comments received in support of or in opposition to this Project.

Fees. The Company has paid an application fee of \$5,000 and will pay an administrative fee of \$9,290 at closing for the new money portion of the financing (\$7,145,000). The Company will pay the Authority’s actual costs, including but not limited to applicable Issuer’s Counsel fees, Agent for Sale fees and staff costs for the refunding portion of the transaction, in lieu of CPCFA’s usual refunding fee.

SBAF Contribution. The Applicant is a large business; however the SBAF fee for large businesses is temporarily waived until June 30, 2016. The SBAF fee will be half of the fee as originally set for six months following June 30, 2016 pursuant to Title 4, Section 8035(e)-(f) of CPCFA regulations (4 CCR §8035(e)-(f)).

Prior Financings. Prior financings are listed below.

Description	Date of Bond Issue	Original Amount	Amount Outstanding as of 5/01/2016
CR&R Incorporated Series 2006A	6/07/2006	\$19,600,000	\$19,600,000
CR&R Incorporated Series 2007A	4/26/2007	34,615,000	34,615,000
TOTALS:		<u>\$54,215,000</u>	<u>\$54,215,000</u>

Background. On June 7, 2006, CPCFA issued the Series 2006A Bonds in the amount of \$19,600,000. The Series 2006A Bonds financed the upgrade and improvement of the material recovery facilities (MRF’s), transfer station and various recycling operations located within Los Angeles, Orange, Riverside and San Bernardino Counties to accommodate the growth of the services area.

On April 26, 2007, CPCFA issued the Series 2007A Bonds in the amount of \$34,615,000. The Series 2007A Bonds financed the upgrade and improvement of MRF’s, transfer station and various recycling operations located within Los Angeles, Orange, Riverside and San Bernardino Counties.

Project Description. The Company requests approval of a Final Resolution to refund the outstanding Series 2006A and 2007A Bonds in the aggregate principal amount of \$54,215,000. The Company also requests approval of Volume Cap Allocation in the amount of \$7,145,000 to finance or refinance the construction of a building which will house, among other uses, offices, vehicle maintenance and receiving functions to support an existing anaerobic digester on-site. The Company also plans to finance the construction of improvements to other solid waste related facilities and the acquisition and installation, if any, of equipment for the collection, processing and transfer of solid waste, all to be located at its Perris facility.

The anticipated project and issuance costs are listed below:

Construction of New Building	\$7,002,100
Note Issuance Expenses	142,900
Total	<u>\$7,145,000</u>

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

Anticipated Project Timeline. The Company anticipates completing the project by the end of 2017.

Local Government. The Company received a letter of support from Ron Carr, Assistant City Manager, City of Perris (see Attachment A).

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

Air and Water Quality. Air and water quality at the Company's facility will be maintained at current level of operations and certainly not depreciated as a result of the project.

Safety and Compliance. Compliance with all applicable state and federal environmental regulations regarding solid waste disposal will result with the implementation of the project. The project will be compliant with all state and local mandates.

Consumer Savings and Efficiencies. Cost of capital is an integral part of the Company's rate structure and this financing will allow the Company to minimize future rate increases.

Permitting and Environmental Approvals. The Company has provided staff with copies of all applicable permits below for the construction of the project:

Discretionary Permit or Approval	Status of Permit or Approval Issuance	Date of Application/Issuance
Solid Waste Facilities Permit	Approved	October 1, 1998
Notice of Determination	Approved	July 22, 1992
Conditional Use Permit	Approved	June 16, 1992

Financing Details. The Company anticipates a direct bank purchase of negotiated tax-exempt notes with Bank of the West, JPMorgan Chase Bank, N.A., and Wells Fargo Bank, National

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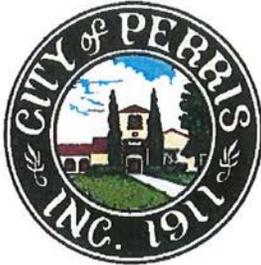
Association, which are Qualified Institutional Buyers (QIBs) as defined in SEC Rule 144 under the Securities Act of 1933. Such notes will initially be issued in an index interest rate mode in minimum denominations of \$250,000 or any integral multiple of \$1.00 in excess thereof. Additionally, such notes will have a restriction on transfer to QIBs and require an investor letter. The target date for financing is June 1, 2016.

Financing Team.

Municipal Financial Advisor to Borrower: Westhoff, Cone & Holmstedt
Note Counsel: Law Offices of Leslie M. Lava
Issuer's Counsel: Office of the Attorney General

Staff Recommendation. Staff recommends approval of Final Resolution No. 553 for an amount not to exceed \$61,360,000 and Volume Cap Allocation Resolution No. 13-111-04 for an amount not to exceed \$7,145,000 for CR&R Incorporated and/or its Affiliates.

Attachment A



CITY OF PERRIS
Office of the Assistant City Manager

101 NORTH "D" STREET
PERRIS, CALIFORNIA 92570
TEL: (951) 943-6100
FAX: (951) 943-4246

March 9, 2016

Ms. Reneé Webster-Hawkins
Executive Director
California Pollution Control Financing Authority
915 Capitol Mall, Room 457
Sacramento, CA 95814

RE: California Debt Limit Allocation Committee (CDLAC), Exempt Facility Approvals
CR&R Project

Dear Ms. Webster-Hawkins:

I write to you today on behalf of CR&R relating to their environmental project for which approval will be requested at the California Pollution Control Financing Authority ("CPCFA") meeting in May.

My staff and I have worked with the management of CR&R for many years. I understand that in order to receive approval for the issuance of tax exempt bonds, on whose lower interest rates the "project" economics have been based, that CDLAC must grant part of the State's allocation for "private activity" bonds as defined by the federal government to the Project.

We and CR&R agree that the implementation of this project is a cost effective addition to our overall program, taking into account cost, technology and expected waste diversion.

On behalf of the City of Perris, I would appreciate it if you would approve the CR&R Project. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Ron Carr".

Ron Carr
Assistant City Manager

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

May 17, 2016

WHEREAS, the California Pollution Control Financing Authority (the “Authority”) has received the application of CR&R Incorporated (the “Borrower”), for financial assistance to finance or refinance the construction of a building which will house, among other uses, offices, vehicle maintenance and receiving functions for solid waste related operations, the construction of improvements to other solid waste related facilities and the acquisition and installation, if any, of equipment for the collection, processing, transfer and recycling of solid waste and other equipment functionally related thereto, all to be located in Perris, California, as more particularly described in the Term Sheet attached hereto as Exhibit A and incorporated herein (the “Term Sheet”) (collectively, the “2016 Project”); and

WHEREAS, the Authority has previously issued its California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (CR&R Incorporated Project) Series 2006A (the “2006 Prior Bonds”), and its California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Bonds (CR&R Incorporated Project) Series 2007A (the “2007 Prior Bonds” and, together with the 2006 Prior Bonds, the “Prior Bonds”); and

WHEREAS, the Borrower now wishes to refund the Prior Bonds, which financed or refinanced the acquisition, construction, installation and equipping of certain solid waste facilities, which facilities and equipment were located in various incorporated and/or unincorporated portions of Los Angeles, Orange, Riverside and/or San Bernardino Counties, California in 2006 (the “2006 Project”) and in 2007 (the “2007 Project”), all as more particularly described in the Term Sheet (together, the “Prior Projects” and, together with the 2016 Project, the “Project”); and

WHEREAS, the Borrower has requested the Authority to issue its revenue notes in an amount not to exceed \$61,360,000 to assist in the financing or refinancing of the Project and the refunding of the Prior Bonds; and

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

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

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

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

Section 1. The Project constitutes a “project” and the Borrower is a “participating party” within the meaning of the California Pollution Control Financing Authority Act (the “Act”).

Section 2. Pursuant to the Act, revenue obligations of the Authority, designated as the “California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (CR&R Incorporated Project) Series 2016” (the “Notes”), or such alternate designation as may be approved by the Executive Director of the Authority, in an aggregate principal amount not to exceed \$61,360,000 are hereby authorized to be issued. The Notes may be issued at one time or from time to time, in one or more series or sub-series separately or differently identified, and may be issued in a tax-exempt mode, all in accordance with the Indenture (as hereinafter defined) as finally executed. The proceeds of the Notes shall be used to make a loan to the Borrower to finance or refinance the 2016 Project (including without limitation, reimbursing the Borrower for qualifying costs incurred for the 2016 Project prior to the issuance of the Notes), to refund the Prior Bonds and to pay certain costs of issuance of the Notes.

Section 3. The Treasurer of the State of California (the “Treasurer”) is hereby authorized to sell the Notes, at one time or from time to time on or before December 31, 2016, by negotiated sale, at such price and at such interest rate or rates as he may determine, such determination to be as set forth in the hereinafter referred to Purchase Contract.

Section 4. The following documents:

(i) a loan agreement relating to the Notes (the “Loan Agreement”) between the Authority and the Borrower;

(ii) an indenture relating to the Notes (the “Indenture”) between the Authority and the trustee named in the Term Sheet (the “Trustee”); and

(iii) a note purchase contract relating to the Notes (the “Purchase Contract”) among the Authority, the Treasurer of the State of California, as agent for sale, and the banks named in the Term Sheet, as purchasers (the “Purchasers”), and as approved by the Borrower;

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

Section 5. The Authority understands and agrees that pursuant to the terms of the Loan Agreement, the obligations of the Borrower may, under some circumstances, be carried out or assumed by a successor or assignee entity, or by an Affiliate of the Borrower. For purposes of this Resolution, an “Affiliate” of the Borrower means any person or entity which meets the definition of “Participating Party” in the Act and controls, is controlled by, or is under common control with, the Borrower, as shown by the possession, directly or indirectly, of the power to direct or cause the direction of its management or policies, whether through majority equity ownership, contract or otherwise.

Section 6. The dates, maturity dates, interest rate or rates, interest payment dates, denominations, forms, registration privileges, place or places of payment, terms of redemption and other terms of the Notes shall be as provided in the Indenture, as finally executed.

Section 7. The Notes shall be executed by the manual or facsimile signature of the Chairman or any Deputy to the Chairman and the seal of the Authority shall be affixed thereon (or a facsimile reproduced thereon) in the form set forth in and otherwise in accordance with the Indenture. The Notes, when executed, shall be delivered to the Trustee under the Indenture for authentication by the Trustee. The Trustee is hereby requested and directed to authenticate the Notes by executing the Trustee’s certificate of authentication appearing thereon. The Trustee is hereby requested and directed to deliver the Notes, when duly executed and authenticated, to the Purchasers in accordance with written instructions executed on behalf of the Authority, which instructions are hereby approved. Such instructions shall provide for the delivery of the Notes to the Purchasers upon payment of the purchase price thereof.

Section 8. The Authority hereby dedicates and confirms its allocation to the Notes of \$7,145,000 of a portion of its private activity bond limit, as previously received, carried forward or to be received from the California Debt Limit Allocation Committee, to finance or refinance certain costs of the 2016 Project and to pay certain costs of issuance of the Notes, so as to satisfy the requirements of Section 146(e) of the Internal Revenue Code of 1986, with respect to the Notes.

Section 9. Each officer of the Authority, acting alone, is hereby authorized and directed, to do any and all ministerial acts that the officer may deem necessary or advisable in order to consummate the issuance, sale or delivery of the Notes, and otherwise to effectuate the purposes of this Resolution and the Indenture, the Loan Agreement and the Purchase Contract. The Authority hereby approves any and all documents to be delivered in furtherance of the foregoing purposes, including without limitation, any certifications, including, a tax certificate.

Section 10. The provisions of the resolution of the Authority entitled “Resolution of the California Pollution Control Financing Authority Delegating Certain Powers and Authorizing Certain Actions Related to Bond Financings” adopted by the Authority on January 19, 2016, apply to the documents and actions approved in this Resolution, and the provisions of such resolution are incorporated herein by reference.

Section 11. The Authority hereby approves and ratifies each and every action taken by its officers, agents, members and employees prior to the date hereof in furtherance of the purposes of this Resolution.

Section 12. This Resolution shall take effect immediately upon its passage. The adoption by the Authority of this final resolution for the Borrower shall not be referred to in any application before any government agency as evidence of the feasibility, practicality or suitability of the Project or in any application for any required permission or authority to construct or operate the Project.

EXHIBIT A

TERM SHEET

Name of Issue: California Pollution Control Financing Authority Variable Rate Demand Solid Waste Disposal Revenue Notes (CR&R Incorporated Project) Series 2016 (the “Notes”)

Amount of Issue: \$61,360,000 (tax-exempt)

Issuer: California Pollution Control Financing Authority (the “Authority”)
Sacramento, California

Borrower: CR&R Incorporated
Stanton, California

Purchasers: Bank of the West
Newport Beach, California

JPMorgan Chase Bank, N.A.
Irvine, California

Wells Fargo Bank, National Association
Walnut Creek, California

Note Counsel: Leslie M. Lava, Esq.
Tiburon, California

Trustee: The Bank of New York Mellon Trust Company, N.A.
Los Angeles, California

Underwriter: Not applicable

Remarketing Agent: Not applicable

2016 Project: Finance or refinance the construction of a building which will house, among other uses, offices, vehicle maintenance and

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receiving functions for solid waste related operations, the construction of improvements to other solid waste related facilities and the acquisition and installation, if any, of equipment for the collection, processing, transfer and recycling of solid waste and other equipment functionally related thereto, all to be located at 1706 Goetz Road, Perris, California 92570 (the "Perris Site").

Prior Projects:

2006 Project:

Finance (I) the construction of site improvements at the Borrower's existing materials recovery facilities and transfer station, the renovation of offices and construction of a scale house at the Borrower's corporate yard and the acquisition of solid waste, processing, transporting and recycling related vehicles and equipment and rolling stock and other equipment functionally related thereto located at one or more of the following addresses: (i) 11232 Knott Avenue, Stanton, California 90680, (ii) 11262, 11272, 11292 and 11322 Western Avenue, Stanton, California 90680, (iii) 31641 Ortega Highway, San Juan Capistrano, California 92675, (iv) the Perris Site, (v) 9828 Buckwheat Road, Phelan, California 92371, and (vi) 12739 Lakeland Road, Santa Fe Springs, California 90670, and (II) the acquisition of drop boxes, bins and containers located with customers in various incorporated and unincorporated portions of Los Angeles, Orange, Riverside and San Bernardino Counties, California.

2007 Project:

Finance (I) the construction of site improvements, including without limitation buildings, at the Borrower's existing materials recovery facilities and transfer station, the renovation of offices and construction of a scale house at the Borrower's corporate yard and the acquisition of solid waste, processing, transporting and recycling related vehicles and equipment and rolling stock and other equipment functionally related thereto located at one or more of the following addresses: (i) 11232 Knott Avenue, Stanton, California 90680, (ii) 11262, 11272, 11292 and 11322 Western Avenue, Stanton, California 90680, (iii) 31641 Ortega Highway, San Juan Capistrano, California 92675, (iv) 1706 Goetz Road, Perris, California 92570, (v) 9828 Buckwheat Road, Phelan, California 92371, and (vi) 12739 Lakeland Road, Santa Fe Springs, California 90670, and (II) the acquisition of drop boxes, bins and containers located with customers in various incorporated and unincorporated portions of Los Angeles, Orange, Riverside and San Bernardino Counties, California.

Maximum Note Term:

Not to exceed 31 years

Type of Sale:

Negotiated sale; direct purchase by Purchasers

Description of Minimum Denominations:

\$250,000 or any integral multiple of \$1.00 in excess thereof during index interest rate period (initial period)

Financing Structure:	Index interest rate notes, convertible to term interest rate or weekly variable rate with tender option pursuant to the Indenture; transferrable by each Purchaser to either an affiliate of such Purchaser or, upon delivery of a letter of representation, a “Qualified Institutional Buyer”, as defined in Rule 144A of the Securities Act of 1933, as amended
Maximum Interest Rate:	Lesser of 12% or the maximum rate permitted by law
Letter of Credit:	Not applicable
Other Credit Enhancement:	Not applicable
Anticipated Note Rating:	Unrated
Type of Financing:	Solid waste disposal revenue notes
Prepared by:	Leslie M. Lava, Esq. Law Offices of Leslie M. Lava (415) 331-6464

THE CALIFORNIA POLLUTION CONTROL FINANCING AUTHORITY

RESOLUTION NO. 13-111-04

**A RESOLUTION DEDICATING FOR USE OF A PORTION OF THE 2013 STATE
CEILING ON QUALIFIED PRIVATE ACTIVITY BONDS FOR AN
EXEMPT FACILITY PROJECT**

WHEREAS, the California Pollution Control Financing Authority (“CPCFA”) has received an application (“Application”) from CR&R Incorporated (“Project Sponsor”) for approval of the issuance of revenue bonds; and

WHEREAS, on May 17, 2016, CPCFA approved Final Resolution No. 553 (“Final Resolution”) authorizing the issuance of up to \$7,145,000 of its solid waste disposal revenue bonds (CR&R Incorporated Project) Series 2016 (“Bonds”); and

WHEREAS, in seeking CPCFA approval of the Final Resolution, the Project Sponsor represented certain facts and information concerning the project to CPCFA which were relied upon by CPCFA in approving the Final Resolution; and

WHEREAS, the California Debt Limit Allocation Committee (“CDLAC”) has previously transferred to CPCFA a portion of the 2013 State Ceiling on Qualified Private Activity Bonds pursuant to Section 146 of the Internal Revenue Code of 1986, as amended, for use by CPCFA to issue bonds or other obligations in a manner consistent with CDLAC’s policies and Regulations. Accordingly, capitalized terms not otherwise defined shall have the meanings ascribed to them in the “Regulations of the California Debt Limit Allocation Committee Implementing the Allocation of State Ceiling on Private Activity Bonds” (“CDLAC Regulations”); and

WHEREAS, it is appropriate for CPCFA to confirm the use of a portion of the 2013 State Ceiling on Qualified Private Activity Bonds allocated to CPCFA (“CPCFA Allocation”) to the issuance of the Bonds as set forth in the Final Resolution;

NOW, THEREFORE, CPCFA resolves as follows:

Section 1. CPCFA Allocation in the amount of \$7,145,000 is hereby dedicated to the issuance of the Notes. The dedicated CPCFA Allocation may be used only by the Project Sponsor and only for the issuance of Notes for the Project, as specifically described in Exhibit A, and consistent with the terms of the Final Resolution. All of the terms and conditions of Exhibit A, and the Final Resolution are incorporated herein as though set forth in full (this resolution, the Final Resolution and Exhibit A, collectively “Resolution”).

Section 2. The terms and conditions of this Resolution shall be incorporated in appropriate documents relating to the Notes, and the Project Sponsor and all its respective successors and assignees, will be bound by such terms and conditions.

Section 3. Any modification to the Project made prior to the issuance of the Notes must be reported to the Executive Director and shall require reconsideration by the CPCFA before the Allocation may be used for the Project.

Section 4. The CPCFA Allocation dedicated by this Resolution shall automatically revert to CPCFA unless the Notes for the Project have been issued by CPCFA by the close of business on **August 15, 2016**. In a case of extreme hardship, the Deputy Executive Director or the Executive Director may extend this date by up to thirty (30) business days.

Section 5. Within twenty-four (24) hours of issuing the Notes, CPCFA shall notify CDLAC via the email or the fax number as provided in Section 5140 of the CDLAC Regulations that the Notes have been issued. This notice shall identify the Project Sponsor, the project or program, the date and amount of the Notes issued.

Section 6. Within fifteen (15) calendar days of the Note closing, CPCFA or its counsel shall formally transmit to CDLAC information regarding the issuance of the Notes by submitting the appropriate completed Report of Action Taken in a form prescribed by and made available by CDLAC.

Section 7. Any differences between the amount of Notes issued and the amount of the CPCFA Allocation dedicated in Section 1 of this Resolution shall automatically revert to CPCFA. If at any time prior to the expiration date set forth in Section 4 hereof the Project Sponsor determines that part or all of the CPCFA Allocation dedicated in Section 1 of this Resolution will not be required by the Project by that date, the Project Sponsor shall promptly give notice to CPCFA.

Section 8. In consideration of the CPCFA Allocation dedicated in Section 1 of this resolution, the Project Sponsor shall comply with all of the terms and conditions contained in this Resolution and ensure that these terms and conditions are included in the documents related to the Notes. Further, the Project Sponsor expressly agrees that the terms and conditions of this Resolution may be enforced by CDLAC or CPCFA through an action for specific performance or any other available remedy, provided however, that CDLAC and CPCFA agree not to take such action or enforce any such remedy that would be materially adverse to the interests of Noteholders. In addition, CPCFA shall ensure that the Note documents, as appropriate, expressly provide that CDLAC is a third party beneficiary of the terms and conditions set forth in this Resolution.

Section 9. The Project Sponsor or its successor-in-interest shall provide certifications of compliance with the terms and conditions set forth in this Resolution when reasonably requested by CDLAC or CPCFA.

Section 10. This Resolution shall take effect immediately upon its adoption.

RESOLUTION NO. 13-111-04
(AN EXEMPT FACILITY PROJECT)
EXHIBIT A

1. Project Sponsor: CR&R Incorporated and/or its Affiliates
2. Application #: 867
3. Project User: CR&R Incorporated and/or its Affiliates
4. Project Name: CR&R Incorporated
5. Location: 1706 Goetz Road
Perris, California 92570
6. Direct Bank Purchasers: Bank of the West
Newport Beach, CA

JPMorgan Chase Bank, N.A.
Irvine, California

Wells Fargo Bank, National Association
Walnut Creek, California
7. The Direct Bank Purchasers at the time of issuance will be the same as represented in the application.
8. Amount of Allocation: \$7,145,000