

RESOLUTION NO. 23-202

RESOLUTION OF THE MENDOCINO COUNTY BOARD OF SUPERVISORS APPROVING DEPARTMENT OF TRANSPORTATION AGREEMENT NUMBER 230040, ASSIGNMENT AND ASSUMPTION AGREEMENT AMONG SOLID WASTES OF WILLITS, INC., REDWOOD WASTE SOLUTIONS, INC., AND COUNTY OF MENDOCINO, ASSIGNING AGREEMENTS TO REDWOOD WASTE SOLUTIONS FOR SOLID WASTE FRANCHISE AREA NUMBERS ONE, THREE, AND FOUR, AND ALBION, BOONVILLE, LAYTONVILLE, POTTER VALLEY, SOUTH COAST, COVELO AND WILLITS TRANSFER STATIONS (VARIOUS AREAS COUNTYWIDE)

WHEREAS, the following Agreements have been entered into between Solid Wastes of Willits, Inc. (SWOW), and the County (collectively referred to hereinafter as "Agreements")

1. Board of Supervisors (BOS) Agreement Number (No.) 22-306, Amended and Restated Franchise Agreement between County of Mendocino and Solid Waste of Willits, Inc., for Solid Waste Franchise Area One, entered into December 13, 2022; and
2. BOS Agreement No. 10-140, Franchise Agreement between County of Mendocino and Solid Wastes of Willits, Inc., for Solid Waste Refuse Collection Area No. Three, entered into August 17, 2010, as subsequently amended; and
3. BOS Agreement No. 10-141, Franchise Agreement between County of Mendocino and Solid Wastes of Willits, Inc., for Solid Waste Refuse Collection Area No. Four, entered into August 17, 2010, as subsequently amended; and
4. BOS Agreement No. 11-008, Caspar Transfer Station Operations Agreement and Lease (the "Caspar Transfer Station Agreement") between County of Mendocino and Solid Wastes of Willits, Inc., entered into January 25, 2011, as subsequently amended; and
5. BOS Agreement No. 10-138, Transfer Station Operations Agreement and Lease (the "Five Transfer Station Agreement") between County of Mendocino and Solid Wastes of Willits, Inc., entered into August 17, 2010, as subsequently amended; and
6. BOS Agreement No. 95-040, Agreement between the County of Mendocino and Solid Wastes of Willits, Inc., for the Operation, Maintenance, and Service of the Covelo Solid Waste Transfer Station (the "Covelo Transfer Station Agreement"), entered into February 28, 1995, as subsequently amended; and
7. BOS Agreement No. 00-040, Agreement for Transfer Station Operation and Solid Waste Transportation and Disposal (the "Willits Transfer Station Agreement"), entered into March 13, 2000, as subsequently amended; and

WHEREAS, SWOW and Redwood Waste Solutions, Inc. (RWS), have entered into an Asset Purchase Agreement dated October 23, 2023, which provides for the purchase by RWS of all SWOW's assets, and in connection with the closing of transactions contemplated by the Asset Purchase Agreement (the "Closing"), SWOW wishes to assign the above Agreements to RWS and RWS desires to assume the Agreements; and

WHEREAS, the Agreements generally provide that they cannot be assigned to another party by SWOW without the prior written consent of the County and that if both SWOW and the party to which ownership interest is being transferred have satisfactorily complied with all of the conditions of assignment outlined in the Agreements, the Board shall not unreasonably deny the transfer of the Agreements; and

WHEREAS, SWOW and RWS have satisfactorily complied with all the requirements outlined in the Agreements as conditions of assignment; and

WHEREAS, RWS has represented and warranted to the County that it has the financial means, experience and capabilities to fulfill the requirements of the Agreements; and

WHEREAS, SWOW and RWS have represented and warranted to the County that the best interest of the public will be served, and that service levels will not decline or Rates increase as a result of the transfer of ownership; and

WHEREAS, Mendocino County Department of Transportation staff recommends the Board of Supervisors approve the assignment of the Agreements to RWS by SWOW.

NOW, THEREFORE, BE IT RESOLVED that the Mendocino County Board of Supervisors hereby:

1. Approves Department of Transportation Agreement Number 230040, Assignment and Assumption Agreement among Solid Wastes of Willits, Inc., Redwood Waste Solutions, Inc., and County of Mendocino, assigning agreements to Redwood Waste Solutions for Solid Waste Franchise Area Numbers One, Three and Four, and Albion, Boonville, Laytonville, Potter Valley, South Coast, Covelo, and Willits Transfer Stations (Various Areas Countywide); and
2. Authorizes and directs the Chair of the Board of Supervisors to execute said Agreement on behalf of Mendocino County.

The foregoing Resolution introduced by Supervisor Mulheren, seconded by Supervisor Williams, and carried this 19th day of December, 2023, by the following vote:

AYES: Supervisors McGourty, Mulheren, Haschak, Gjerde, and Williams
NOES: None
ABSENT: None

WHEREUPON, the Chair declared said Resolution adopted and SO ORDERED.

ATTEST: DARCIE ANTLE
Clerk of the Board

GLENN MCGOURTY, Chair
Mendocino County Board of Supervisors

Deputy

I hereby certify that according to the provisions of Government Code Section 25103, delivery of this document has been made.

APPROVED AS TO FORM:
CHRISTIAN M. CURTIS
County Counsel

BY: DARCIE ANTLE
Clerk of the Board

Deputy