

Background:

On September 29, 2009, the Board of Supervisors held a noticed public hearing to consider adoption of a resolution and an ordinance authorizing the Purchase and Sale Agreement (PSA) for Divestiture of Solid Waste Assets. The Board took no formal action, but on a unanimous straw vote, indicated support for the adoption of the resolution and ordinance. Further, the Board directed staff to return on October 6, 2009 with a consent item, that includes clarifying language to address the following:

1. Require the Purchaser to allow the Compost Facility to remain on the Central Landfill site until such time as the Purchaser actually needs their location for the placement of waste.
2. Prevent the Purchaser from shutting down any of the Transfer Station without the prior approval of the County.
3. Include language in the PSA documenting the Purchaser's intent as it relates to the import of out-of-county waste.
4. Clarify the language related to the County's flow control commitment to be consistent with Chapter 22 of the County code, to confirm that there is no change to the current situation in the County as it relates to individual Construction and Demolition (C&D) processors and haulers.
5. Include additional language related to greenhouse gas emission reduction goals to add a timeline and reporting requirements.

The following summarizes the changes have been made to the PSA to address these items:

1. Section 6.10 Compost Facility subsection (iii) (2) has been modified to state that the Sonoma County Waste Management Agency may extend the Compost Agreement beyond its current expiration subject to the consent of Purchaser, which consent *shall not* be withheld unless Purchaser needs the site for immediate resumption of placing waste. Further that the Purchaser *shall* provide at least 6 months prior written notice of their intent to commence waste placement in the Compost Facility area.
2. Section 6.11 Minimum Continued Operations subparagraph (a) has been modified by adding a sentence stating, that Purchaser *shall not* shut down any of the Transfer Stations without the prior approval of the County.
3. Section 6.11 Minimum Continued Operations subparagraph (d) has been modified stating that the County and Purchaser acknowledge that it is their mutual intent to re-permit the Landfill to serve the future disposal needs of the jurisdictions and citizens of the County of Sonoma and Purchaser acknowledges that the Sonoma County Code (as it exists as of the Execution Date) currently prohibits the importation of out-of-county Waste for disposal without the prior approval of the Board of Supervisors. Purchaser further acknowledges that any request or application in the future for the importation of waste for disposal is subject to discretionary approval of the Board of Supervisors.
4. Section 6.16 Commitment of County Waste Flow; has been modified by adding subparagraph (b) (iv) which exempts from the flow commitment the same material described in Chapter 22-21 of the County Code which is currently exempt from licensing in the unincorporated County, and by removing subparagraph (c) which is no longer applicable as a result of the addition of section (b)(iv).
5. Section 6.19 AB 32 Obligations; Climate Protection subparagraph (c) has been modified to reflect the goal to reach the 25% reduction of the 1990 baseline emissions by 2015. Further a sentence has been added to require the Purchaser to annually have an independent report prepared which will document its progress toward achieving the benchmark.

Copies of the red lines to these Sections of the PSA are on file with the Clerk.

Recommendation:

1. Adopt Resolution Making Findings Regarding the Divestiture of Solid Waste Assets;
2. Adopt Ordinance Authorizing the Purchase and Sale Agreement between the County and Republic Services of Sonoma Inc., ("Republic") whereby the County will: (a) sell the Central Landfill, Central Transfer Station, Annapolis Transfer Station and Sonoma Transfer Station to Republic; (b) enter into a 75 year lease with Republic for the Healdsburg and Guerneville Transfer Stations; (c) commit its solid waste to Republic for a 20 year term upon the close of escrow provided Republic is able to obtain the necessary permits to resume disposal operations at the Central Landfill; and (d) enter into a short term operations and disposal agreement with Republic for Republic to operate the Solid Waste Assets during the escrow period, and if escrow does not close, such operations agreement to continue for up to 3 years beyond the time it is known that divestiture will not occur.

Attachments: Proposed Resolution; Redlines of changes to Proposed Resolution since September 29, 2009 Hearing; Proposed Ordinance; Redlines of changes to Proposed Ordinance since September 29, 2009 Hearing; Redlines of changes to PSA since September 29, 2009 Hearing.

On File With Clerk:

CLERK OF THE BOARD USE ONLY

Board Action (If other than "Requested")

Vote: