

RESOLUTION NO. \_\_\_\_

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF BROWARD COUNTY, FLORIDA, APPROVING FOR PURPOSES OF SECTION 147(F) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND CHAPTER 163 AND SECTION 159.29, FLORIDA STATUTES, THE ISSUANCE BY THE MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY OF NOT TO EXCEED \$70,000,000 SOLID WASTE DISPOSAL REVENUE BONDS (WASTE MANAGEMENT, INC. PROJECT), AND THE ISSUANCE OF NOT TO EXCEED \$48,000,000 SOLID WASTE DISPOSAL REFUNDING REVENUE BONDS (WASTE MANAGEMENT, INC. PROJECT), EACH IN ONE OR MORE SERIES, PURSUANT TO A PLAN OF FINANCE FOR THE PRIMARY PURPOSE OF FINANCING AND REFINANCING IMPROVEMENTS TO EXISTING SOLID WASTE FACILITIES IN VARIOUS LOCATIONS, INCLUDING BROWARD COUNTY, FLORIDA; AND PROVIDING FOR AN EFFECTIVE DATE.

**WHEREAS**, the Miami-Dade County Industrial Development Authority, a public body corporate and politic duly organized and existing under the Constitution and laws of the State of Florida (the "MDCIDA") has considered the application of Waste Management, Inc., a Delaware corporation, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), requesting the issuance of not to exceed \$70,000,000 Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project) (the "New Money Bonds"); and

**WHEREAS**, the Borrower also plans to seek the issuance of not to exceed \$48,000,000 Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) (the "Refunding Bonds", and together with the New Money Bonds, the "Bonds"), issued in one or more series, pursuant to a plan of finance; and

**WHEREAS**, the proceeds of the Bonds will be loaned to the Borrower and used by the Borrower to finance and refinance solid waste disposal capital expenditures at facilities located as set forth on Exhibit A hereto (collectively, the "Locations"), including three (3) in Broward County, Florida (the "Broward Facilities" together with the solid waste improvements financed or refinanced thereon, the "Broward Project") and certain Bond issuance costs (collectively, the "Project"); and

**WHEREAS**, a portion of the Broward Project includes the refinancing of the Miami-Dade County Industrial Development Authority Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project), Series 2004, a portion of the proceeds of which were used to finance

solid waste disposal capital expenditures for the Borrower at the Broward Facilities (the "2004 Project"); and

**WHEREAS**, a portion of the Broward Project includes the refinancing of the Miami-Dade County Industrial Development Authority Solid Waste Disposal Revenue Bonds (Waste Management Inc. of Florida Project), Series 2006, a portion of the proceeds of which were used to finance solid waste disposal capital expenditures for the Borrower at the Broward Facilities (the "2006 Project"); and

**WHEREAS**, the 2006 Project may be refinanced with proceeds from bonds issued by the National Finance Authority, in which case a portion of the Refunding Bonds will be issued by the National Finance Authority; and

**WHEREAS**, pursuant to Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code"), the issuance of the Bonds must be approved by the County because the Broward Project to be financed and refinanced with the proceeds of the Bonds is located within the territorial limits of the County; and

**WHEREAS**, the Board of County Commissioners (the "Board") of the County is the elected legislative body of the County and is one of the "applicable elected representatives" required to approve the issuance of the Bonds under Section 147(f) of the Code; and

**WHEREAS**, pursuant to Chapter 163, Florida Statutes, (the "Florida Interlocal Cooperation Act") and Section 159.29, Florida Statutes, the MDCIDA desires to cooperate with the County in connection with the issuance of the Bonds; and

**WHEREAS**, the Borrower has requested that the Board approve the financing and refinancing of the costs of the Project (including the 2004 Project and the 2006 Project) and the issuance of the Bonds in furtherance thereof; and

**WHEREAS**, the Board has determined, based solely upon representations and information provided by the Borrower and without any independent investigation or research by the County, that the issuance of the Bonds to finance and refinance the Broward Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to the economic growth of the County, (ii) will provide or preserve gainful employment within the County, (iii) will promote commerce within the State, and (iv) will serve a public purpose by advancing the general welfare of the State and its people by providing for solid waste facilities within the meaning of Chapter 159, Part II, Florida Statutes; and

**WHEREAS**, based solely upon representations and information provided by the Borrower, the County will be able to cope satisfactorily with the impact of the Broward Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of

the Broward Project and on account of any increases in population or other circumstances resulting therefrom; and

**WHEREAS**, the MDCIDA has requested the County execute an interlocal agreement, in substantially the form attached hereto as Exhibit B which includes, but is not limited to, the County's consent to the use of Bond proceeds to finance and refinance the Broward Project; and

**WHEREAS**, the Borrower has requested that the Board approve the issuance of the Bonds in order to satisfy the public approval requirement of Section 147(f) of the Code; and

**WHEREAS**, pursuant to Section 147(f) of the Code, the Board has, following notice duly given as described below, held a public hearing regarding the issuance of the Bonds, and now desires to approve the issuance of the Bonds.

**NOW, THEREFORE, BE IT RESOLVED**, by members of the Board of County Commissioners of Broward County, Florida, that:

**SECTION 1. AUTHORITY FOR THIS RESOLUTION.** This Resolution is adopted pursuant to the provisions of Chapter 125, Florida Statutes, the Charter of Broward County, Florida, and other applicable provisions of Florida law.

**SECTION 2. FINDINGS.** The findings set forth in the recitals above are hereby determined to be true and correct.

**SECTION 3. APPROVAL OF BOND ISSUANCE.** Pursuant to Section 147(f) of the Code, the County has conducted a public hearing today on the proposed issuance of the Bonds and on the nature and location of the Broward Project. The notice of such hearing was published on September [10], 2018 in the Broward County edition of the *Sun-Sentinel*, a newspaper published in the County and of general circulation in the County. Interested individuals were given the opportunity to express their views, both orally and in writing. The issuance of the Bonds is hereby approved pursuant to Section 147(f) of the Code and the Florida Interlocal Cooperation Act.

It is the purpose and intent of the Board that this Resolution constitute approval by the applicable elected representative of the governmental unit having jurisdiction over the area in which the Broward Facilities are located of the issuance of the Bonds, in accordance with said Section 147(f) of the Code.

**SECTION 4. AUTHORIZATION OF EXECUTION AND DELIVERY OF FINANCING DOCUMENTS.** The Mayor or the Vice Mayor of the Board is hereby authorized and directed to execute and deliver any and all agreements, instruments and documents, and to take such further action as may be necessary and desirable to effectuate and carry out the intent and purposes of this Resolution and the financing and refinancing transaction approved hereby.

**SECTION 5. APPROVAL OF INTERLOCAL AGREEMENT.** The Interlocal Agreement by and between the MDCIDA and the County, in substantially the form attached hereto as Exhibit B, is approved, with such changes as shall be approved by the Mayor or Vice Mayor of the Board (the "Mayor"), and the Mayor is authorized to execute it on behalf of the County, to be attested and sealed by the Clerk of the Circuit Court and Ex-Officio Clerk to the Board (the "Clerk"). Execution and delivery by the Mayor and attestation and seal by the Clerk shall constitute conclusive evidence of such officers' approval and the approval of the Interlocal Agreement in final form.

**SECTION 6. INDEMNIFICATION.** The receipt of the Indemnification Certificate of the Borrower attached hereto as Exhibit C and incorporated hereby by reference herein is a material inducement to the County in granting the approvals set forth herein.

**SECTION 7. REPEALING CLAUSE.** All resolutions or orders and parts thereof in conflict herewith, to the extent of such conflicts, are hereby superseded and repealed.

**APPROVED AND ADOPTED** by the Board of County Commissioners of Broward County, Florida this 25<sup>th</sup> day of September, 2018.

BOARD OF COUNTY COMMISSIONERS  
OF BROWARD COUNTY, FLORIDA

(SEAL)

By: \_\_\_\_\_  
\_\_\_\_\_  
Title: County Administrator and Ex-  
Officio Clerk of the Board of  
County Commissioners

By: \_\_\_\_\_  
Title: Mayor

Approved as to form and legal sufficiency:  
Andrew J. Meyers, County Attorney

By: /s/ Annika E. Ashton 08/31/18  
Annika E. Ashton (date)  
Senior Assistant County Attorney

## EXHIBIT A

### LOCATIONS OF THE PROJECT

#### **PROJECTS FINANCED WITH NEW MONEY BONDS**

1. 2700 Wiles Road, Pompano Beach, Florida
2. 14415 County Road 39, Duette, Florida
3. 9350 NW 89<sup>th</sup> Avenue, Medley, Florida
4. 10800 NE 128<sup>th</sup> Avenue, Okeechobee, Florida
5. 242 Keene Road West, Apopka, Florida
6. 1940 East State Road 78 NW, Moore Haven, Florida

#### **PROJECTS REFINANCED WITH REFUNDING BONDS**

1. 5000 NW 37<sup>th</sup> Avenue, Hialeah, Florida
2. 10800 NE 128<sup>th</sup> Avenue, Okeechobee, Florida
3. 8801 NW 91<sup>st</sup> Street, Medley, Florida
4. 9350 NW 89<sup>th</sup> Avenue, Medley, Florida

#### **BROWARD FACILITIES**

5. 3831 NW 21<sup>st</sup> Avenue, Pompano Beach, Florida
6. 2700 Wiles Road, Pompano Beach, Florida
7. 20701 Pembroke Road, Pembroke Pines, Florida

EXHIBIT B  
FORM OF INTERLOCAL AGREEMENT

[Follows.]

Once recorded please return to: Grace E. Dunlap, Esq.  
Bryant Miller Olive  
One Tampa City Center, Suite 2700  
Tampa, Florida 33602

### INTERLOCAL AGREEMENT

THIS INTERLOCAL AGREEMENT, dated as of September 26, 2018 (the "Agreement"), is by and between Miami-Dade County Industrial Development Authority (the "Authority"), an industrial development authority created and existing under the laws and Constitution of the State of Florida (the "State"), and Broward County, Florida (the "County"), a political subdivision of the State with powers under Chapter 125, Florida Statutes, and is to be effective upon the filing hereof with the Clerk of the Circuit Court for Miami-Dade County, Florida and with the Clerk of the Circuit Court for Broward County, Florida as provided in Section 7 below.

### RECITALS

Waste Management, Inc., a Delaware corporation, and/or one or more related and/or affiliated entities (the "Borrower"), has requested the issuance of not to exceed \$70,000,000 Solid Waste Disposal Revenue Bonds (Waste Management Inc. Project) and not to exceed \$48,000,000 Solid Waste Disposal Refunding Revenue Bonds (Waste Management Inc. Project) (collectively, the "Bonds") and loan the proceeds from the sale thereof to the Borrower for the principal purpose of financing and refinancing the costs of improving certain existing solid waste facilities, all as described in Exhibit A to this Agreement (collectively, the "Project").

Various portions of the Project are located outside of the geographic boundaries of Miami-Dade County, Florida, the Authority's area of jurisdiction, and a portion is located in the County, as further described in Exhibit A. According to representations of the Borrower, no portion of the Project has been financed with revenue bonds previously issued by the County.

It is necessary that the Authority and the County enter into this Interlocal Agreement in order to enable the Authority to issue the Bonds to finance and refinance the Project and thereby assist the Borrower.

The Bonds shall not be an obligation of the County and neither the County nor any other political subdivision of the State nor any agency thereof, other than the Authority, shall in any way be obligated to pay the principal of, premium, if any, or interest on the Bonds as the same become due and the Bonds shall be limited obligations of the Authority, payable solely from funds provided by the Borrower for that purpose, and the issuance of the Bonds shall not directly, indirectly or contingently obligate the Authority to use any Authority funds, other than funds provided by the Borrower for their payment.

In consideration of the mutual agreements contained in this Agreement and upon the further consideration of the recitals set forth above, the Authority and the County agree as follows:

Section 1. Should the Authority determine to do so, the Authority may issue the Bonds for the benefit of the Borrower to finance and refinance the Project notwithstanding that a portion of the Project is located in the County and not within the Authority's area of jurisdiction.

Section 2. This Interlocal Agreement shall in no way be interpreted as a delegation or abrogation of any powers of the County concerning the Project, including but not limited to zoning, building, land use or any other powers that the County would have in the absence of this Interlocal Agreement, the sole purpose of the Interlocal Agreement being to enable the Authority to participate in the financing and refinancing of the Project as described herein.

Section 3. Neither the provisions, covenants or agreements contained in this Interlocal Agreement, nor the Bonds issued pursuant to this Interlocal Agreement shall constitute an indebtedness, liability or pledge of the faith and credit of the County. The issuance of the Bonds pursuant to this Interlocal Agreement shall not directly, indirectly or contingently obligate the County to levy or to pledge any form of taxation whatsoever thereof, or to make any appropriation for their payment.

Section 4. No covenant or agreement contained in this Interlocal Agreement shall be deemed to be a covenant or agreement of any member, officer, agent or employee of the County or the Authority in his or her individual capacity, and no member, officer, agent or employee of the County or the Authority shall be liable personally on this Interlocal Agreement or be subject to any personal liability or accountability by reason of the execution of this Interlocal Agreement.

Section 5. This Interlocal Agreement is being delivered and is intended to be performed in the State, and shall be construed and enforced in accordance with, and the rights of the parties shall be governed by the laws of the State. Venue for any legal action related to this Interlocal Agreement shall be the County.

Section 6. This Interlocal Agreement does not obligate the Authority to issue the Bonds.

Section 7. Upon execution hereof by the Authority and the County, the Authority shall cause this Interlocal Agreement to be filed with the Clerk of the Circuit Court for Miami-Dade County, Florida and with the Clerk of the Circuit Court for Broward County, Florida as provided in Section 163.01(11), Florida Statutes.



IN WITNESS WHEREOF, the parties have entered into this Interlocal Agreement as of the day and year first written above.

**MIAMI-DADE COUNTY INDUSTRIAL  
DEVELOPMENT AUTHORITY**

(SEAL)

By: \_\_\_\_\_  
Robert Pelaez, Chairman

ATTEST:

\_\_\_\_\_  
James D. Wagner, Jr., Secretary  
Ex Officio

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of September, 2018, by Robert Pelaez, Chairman, and by James D. Wagner, Jr., Secretary Ex Officio, of the Miami-Dade County Industrial Development Authority. They are personally known to me or have produced \_\_\_\_\_ and \_\_\_\_\_, respectively, as identification.

\_\_\_\_\_  
Notary Public - State of Florida

My Commission Expires:

*[Signatures continue on following page]*

BOARD OF COUNTY COMMISSIONERS  
OF BROWARD COUNTY, FLORIDA

(SEAL)

By: \_\_\_\_\_  
\_\_\_\_\_  
Title: County Administrator and Ex-  
Officio Clerk of the Board of  
County Commissioners

By: \_\_\_\_\_  
Title: Mayor

Approved as to form by  
Andrew J. Meyers  
Broward County Attorney  
Governmental Center, Rm 423  
115 South Andrews Avenue  
Fort Lauderdale, Florida 33301  
Telephone: (954) 357-7600  
Telecopier: (954) 357-6968

By: \_\_\_\_\_  
Annika E. Ashton (Date)  
Senior Assistant County Attorney

## EXHIBIT A

### DESCRIPTION OF THE PROJECT

A portion of the Project (the "2018 Project") consists of financing and refinancing, including through reimbursement, (a) improvements to existing landfill facilities, including (a) improvements to permitted landfill facilities, including but not limited to (i) construction of new disposal cells and liners within currently permitted acreage, (ii) additions and improvements to the leachate collection and treatment system, including leachate trenching, (iii) additions and improvements to the methane gas system, (iv) installation of new liners for intermittent and final closure of completed sections of the landfill facilities, (v) site improvements, (vi) building construction; and (vii) acquisition of equipment to be used at the landfill facilities, (b) improvements to existing collection (hauling) and transfer station facilities, including (i) acquisition of solid waste disposal trucks and support vehicles, (ii) acquisition of solid waste disposal containers and related equipment, (iii) acquisition of solid waste sorting and processing equipment, (iv) site improvements and (v) building construction, and (c) acquisition of other equipment and assets necessary to support the foregoing improvements and to place them into service. The Project locations are at existing facilities, owned or managed by the Borrower as follows:

1. 2700 Wiles Road, Pompano Beach, Florida
2. 14415 County Road 39, Duette, Florida
3. 9350 NW 89<sup>th</sup> Avenue, Medley, Florida
4. 10800 NE 128<sup>th</sup> Avenue, Okeechobee, Florida
5. 242 Keene Road West, Apopka, Florida
6. 1940 East State Road, Moore Haven, Florida

A portion of the Project (the "Refunding Projects") consist of refinancing (a) improvements to permitted landfill facilities, including but not limited to (i) construction of disposal cells and liners within currently permitted acreage, (ii) additions and improvements to the leachate collection and treatment system, including leachate trenching, (iii) additions and improvements to the methane gas system, (iv) installation of liners for intermittent and final closure of completed sections of the landfill facilities, (v) site improvements, (vi) building construction; and (vii) acquisition of equipment to be used at the landfill facilities, (b) improvements to existing collection (hauling) and transfer station facilities, including (i) acquisition of solid waste disposal trucks and support vehicles, (ii) acquisition of solid waste disposal containers and related equipment, (iii) acquisition of solid waste sorting and processing equipment, (iv) site improvements and (v) building construction, and (c) acquisition of other equipment and assets necessary to support the foregoing improvements and to place them in to service.

The Refunding Projects are being refinanced through the refunding of all or a portion of the Miami Dade County Industrial Development Authority Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project), Series 2004 and the Miami-Dade County Industrial Development Authority Solid Waste Disposal Revenue Bonds (Waste Management Inc. of Florida Project), Series 2006 (the "Series 2006 Bonds"). The Refunding Projects are located at existing facilities and are owned or managed by the Company. The address and expected aggregate principal amounts of the Refunding Bonds to be issued to refinance improvements at the solid waste facilities located in the County are as follows (the "Broward Locations"):

Address	Amount
1. 3831 NW 21st Avenue, Pompano Beach, Florida	\$ 8,290,000
2. 2700 Wiles Road, Pompano Beach, Florida	\$15,260,000
3. 20701 Pembroke Road, Pembroke Pines, Florida	\$ 42,000

The other Project locations where the Refunding Projects are located in addition to the Broward Locations are:

1. 5000 NW 37<sup>th</sup> Avenue, Hialeah, Florida
2. 9350 NW 89<sup>th</sup> Avenue, Medley, Florida
3. 8801 NW 91<sup>st</sup> Street, Medley, Florida
4. 10800 NE 128<sup>th</sup> Avenue, Okeechobee, Florida

**APPROVAL AND ACKNOWLEDGMENT OF WASTE MANAGEMENT INC.**

In consideration of the sum of \$10.00 together with other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Waste Management Inc., a Delaware corporation (the "Borrower"), by and through its undersigned authorized officer, hereby approves the Interlocal Agreement to which this document is attached and, by causing this Approval and Acknowledgment to be executed by its proper officer and its seal to be affixed hereto all as of the date of said Interlocal Agreement, hereby agrees as follows:

The fees and expenses of Broward County, Florida (the "County") shall be paid by the Borrower in the manner and to the extent mutually agreed upon by the officials of the County and the Borrower at or prior to issuance of the Bonds.

The Borrower agrees to indemnify and hold harmless the County, and its respective officers, employees and agents, from and against any and all losses, claims, damages, liabilities or expenses, of every conceivable kind, character and nature whatsoever (including reasonable fees and expenses of attorneys, accountants, consultants and other experts) arising out of, resulting from, or in any way connected with the Interlocal Agreement or the issuance of the Bonds, other than any such losses, damages, liabilities or expenses arising from the willful misconduct of the County.

Capitalized terms used herein and not defined herein shall have the meanings given such terms in the Interlocal Agreement to which this document is attached.

WASTE MANAGEMENT INC., a Delaware  
Corporation

(SEAL)

By: \_\_\_\_\_  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

[Notary's acknowledgment appears on following page]



EXHIBIT C

INDEMNIFICATION CERTIFICATE OF THE BORROWER

[Follows.]

INDEMNIFICATION CERTIFICATE OF THE BORROWER

The undersigned hereby certifies that he or she is authorized to execute and deliver this Indemnification Certificate of the Borrower and further represents, on behalf of Waste Management, Inc., a Delaware corporation, and/or one or more related and/or affiliated entities (collectively, the "Borrower"), the following (capitalized terms not otherwise defined herein shall have the meaning ascribed thereto in that certain resolution adopted by the Board of County Commissioners (the "Board") of Broward County, Florida (the "County") on September 25, 2018 (the "County Resolution")):

- (1) The Borrower has requested the issuance of Solid Waste Disposal Revenue Bonds (Waste Management, Inc. Project), in an aggregate principal amount not exceeding \$70,000,000 and Solid Waste Disposal Refunding Revenue Bonds (Waste Management, Inc. Project) in an aggregate principal amount not exceeding \$48,000,000 (collectively, the "Bonds"), the proceeds of which will be loaned to the Borrower for the purpose of financing and refinancing (i) solid waste disposal capital expenditures in the County and other jurisdictions located throughout the State of Florida and (ii) certain Bond issuance costs (collectively, the "Project");
- (2) The Broward Facilities are located at 2700 Wiles Road, Pompano Beach, Florida; 3831 NW 21<sup>st</sup> Avenue, Pompano Beach, Florida and 20701 Pembroke Pines, Pembroke Pines, Florida (together with the solid waste improvements financed or refinanced thereon, the "Broward Project"). The Broward Project is to be financed or refinanced from a portion of the proceeds of the Bonds in an estimated aggregate principal amount of \$52,592,000;
- (3) The issuance of the Bonds to finance and refinance the Broward Project: (i) is appropriate to the needs and circumstances of, and will make a significant contribution to, the economic growth of the County, (ii) will provide or preserve gainful employment within the County, (iii) will promote commerce within the State, and (iv) will serve a public purpose by advancing the general welfare of the State and its people by providing for solid waste facilities within the meaning of Chapter 159, Part II, Florida Statutes;
- (4) The County will be able to cope satisfactorily with the impact of the Broward Project and will be able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the operation, repair, and maintenance of the Broward Facilities and on account of any increases in population or other circumstances resulting therefrom;
- (5) In order to finance the costs of the Project from the proceeds of the Bonds on a tax-exempt basis, it is necessary to hold a public hearing and approve the



issuance of the Bonds for the purposes of Section 147(f) of the Internal Revenue Code of 1986, as amended (the "Code");


- (6) The Borrower has requested the Board hold such public hearing and approve the issuance of the Bonds for purposes of Section 147(f) of the Code; and
- (7) The County desires indemnification from the Borrower as a material inducement to the Board holding such hearing and granting the foregoing approval.

NOW THEREFORE, THE UNDERSIGNED, ON BEHALF OF THE BORROWER, DOES  
HEREBY:

- (1) The Borrower shall at all times hereafter indemnify, hold harmless and, at the County Attorney's option, defend or pay for an attorney selected by the County Attorney, with input from the Borrower, to defend the County, its officers, agents, servants, and employees from and against any and all causes of action, demands, claims, losses, liabilities and expenditures of any kind, including attorney fees, court costs, and expenses, caused or alleged to be caused by intentional or negligent act of, or omission of, the Borrower, its employees, agents, servants, or officers, accruing, resulting from, or related to the TEFRA approval of the issuance of the Bonds, and the actions to be taken by the County in connection therewith, as further set forth in the letter from the Borrower to the County Administrator of the County dated August 29, 2018 (the "Letter"), including, without limitation, any and all claims, losses, liabilities, expenditures, demands or causes of action of any nature whatsoever resulting from injuries or damages sustained by any person or property, other than any such losses, damages, liabilities or expenses arising from the willful misconduct of the County. In the event any lawsuit or other proceeding is brought against the County by reason of any such claim, cause of action or demand, the Borrower shall, upon written notice from the County, resist and defend such lawsuit or proceeding by counsel satisfactory to the County or, at the County's option, pay for an attorney selected by the County Attorney to defend the County.
- (2) The Borrower hereby acknowledges that, in granting TEFRA approval of the issuance of the Bonds, the County has relied upon the description of the transaction as described in the Notice of Public Hearing published on September 2, 2018 in the Broward County edition of the *Sun-Sentinel* and the Letter, and has further relied upon the Borrower for all information relating to the Bonds.

IN WITNESS WHEREOF, the Borrower has executed this Indemnification Certificate of the Borrower this 6<sup>th</sup> day of September, 2018.

WASTE MANAGEMENT, INC., a Delaware corporation

By:   
Name: Jeff Bennett  
Title: Assistant Treasurer

[Signature Page | Indemnification Certificate of the Borrower]