
EXHIBIT D

AUGUST 13, 2014 LETTER "EL DORADO
DISPOSAL LONG TERM HAULING
CONTRACT AND IMPROVEMENTS TO
WESTERN EL DORADO RECOVERY
SYSTEM'S MATERIAL RECOVERY AND
TRANSFER FACILITY



WASTE CONNECTIONS INC.
Connect with the Future™

Waste Connections of California, Inc.
dba El Dorado Disposal
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(530) 626-4141

Ms. Gerri Silva
Director, Environmental Services
County of El Dorado
2850 Fairlane Court, Bldg. C
Placerville, CA 95667

Re: El Dorado Disposal Long Term Hauling Contract and Improvements to Western El Dorado Recovery System's Material Recovery and Transfer Facility

August 13, 2014

Dear Ms. Silva,

This letter is to serve as El Dorado Disposal's proposal and commitment to El Dorado County for the provision of continued hauling services to the County and its residents, as well as a commitment for the development and operation of a new transfer station/material recovery facility to be built on the existing site at 4100 Throwita Way.

Hauling Contract

Two years ago, the Board of Supervisors voted unanimously to negotiate, with Waste Connections of California, Inc, dba El Dorado Disposal, a new long term agreement for the continued provision of hauling services to the County. Together with County staff, we have successfully collaborated on creating a new agreement. We are committed to the Solid Waste Management Plan ("SWMP") that the County has adopted and the many programs outlined in this letter support the SWMP.

We are an active, vital part of this community as we committed to be back in June of 2006 when Waste Connections came into El Dorado County. As you may recall, we made many changes back in 2006. I've listed a few of our accomplishments below:

- All Customer Service, Billing and Accounting will be moved back to El Dorado County and be handled locally – currently your calls go to Rancho Cordova. - Done
- New and reconditioned vehicles and containers bearing the new El Dorado Disposal color and logos. - Done
- Faster residential and commercial container delivery and repairs. These functions will also be brought back to the local area, which were previously handled from Rancho Cordova. - Done
- Upgrades to the Recycling and Transfer facility, including adding an additional gate house and increasing public disposal areas all designed to reduce wait times with better circulation of public traffic and efficiencies at the site. - Done

- A major focus on customer and community service and performing consistently in a professional manner. - Done

We intend to accomplish the many goals of the SWMP in just the same way. In addition to the new facility and new state of the art equipment where all material is handled under roof (as discussed in detail below), we are proposing many other SWMP programs as well.

New Programs (Timeline):

2014

- Backyard Composting Program Support and Data Collection
- Expanded Free Business Recycling Services through programmatic outreach as defined in the new franchise agreement along with planned waste audits through a new Sustainability Coordinator position
- Expanded Free Multi Family Recycling Services through programmatic outreach as defined in the new franchise agreement along with planned waste audits through a new Sustainability Coordinator position
- Full time Sustainability Coordinator Position
- Conduct waste audits for businesses and multi-family units
- Assistance with the County's Litter/Illegal Disposal Abatement Program
- Pilot Commercial Food Waste Collection Program

2015

- Material Recovery Facility (MRF) Greenwaste Voucher
- Curbside Voucher for Household Paint and Fluorescent Tubes/Bulbs
- Residential Cart Program
- Variable Cart Rate – Pay as you Throw rate structure
- Discounted green waste clean-up larger containers
- MRF/Bulky Item Vouchers to Multi Family Complexes
- Enhanced School Recycling
- Enhanced/New Government Office Recycling
- Four community clean up events
- One green waste specific community event
- Spring/Fall curbside green waste special pick up program

2017

- Commercial Food/Organic Waste Program

All of these new and improved county programs will continue to allow us to provide first-class service to the residents of El Dorado County.

New Transfer Station / Material Recover Facility

In order to accomplish all of the goals listed above and to continue to provide first-class service to the residents of El Dorado County, El Dorado Disposal and Waste Connections, Inc. hereby commits and guarantees to El Dorado County to build a new transfer station/material recovery facility with a state of the art construction and demolition sort line. This facility will be built on the site of the existing transfer station located at 4100 Throwita Way. As we've discussed, El Dorado Disposal anticipates the cost to build this new transfer station/material recovery facility to be approximately \$8 - \$12 million. In appreciation of our need to secure a long term agreement in order to fund this facility, El Dorado Disposal (EDD) is prepared to hold the transfer station and material recovery facility rates flat, only adjusting those rates annually using the calculation specified in the County's Solid Waste Rate Setting Policies and Procedures Manual. At no time will El Dorado Disposal Service request an increase in refuse collection rates or transfer station/material recovery facility rates to compensate El Dorado Disposal Service for any costs of the new transfer station/material recovery facility improvements at 4100 Throwita Way planned to be completed by October 31, 2017 (currently estimated at \$8-\$12 million).

Additionally, in light of new storm water regulations adopted this year and coming in to effect July 2015, this new facility will be built according to those specifications to ensure its compliance with such new regulations. Many of the industrial activities at the current facility are conducted outside which creates certain storm water discharge challenges. The new facility will be configured such that all industrial activities will either be under roof or within a building which eliminates contact of industrial activities with storm water. In addition, existing storm water basins will be re-configured as part of the new facility construction to enhance storm water discharge control.

Attached hereto is a detailed summary of the plans for the new transfer station / material recovery facility; however, some of the key highlights of our plan are as follows:

2014

- Complete Design of New Facility and Site Improvements
- Begin Permitting Process
- Continued Free tipping for the County Litter Program
- Partner with retailers for battery take back and light bulb take back at point of sale
- Continue to operate Buy Back Center at the Truck Street location
- Donate gently used items to a non profit thrift store

2015/2016

- Continue permitting process if necessary
- Build a new Material Recovery Facility/Transfer Station
- Provide for better throughput of self haul customers inside facility
- Self haul tip area for recyclables
- Extended Household Hazardous Waste Hours
- New state of the art construction and demolition sorting equipment – sort line, conveyor, screen, magnet
- Specialized heavy equipment to support additional utilization of all construction and demolition material – Excavator, Low Speed Grinder/Shredder
- Ability to grind wood on site
- Ability to meet all new storm water regulations, providing for cover of all material
- New Public Education Center
- New HHW Facility

2017

- Finish (if needed) any remaining construction of the new Material Recovery Facility/Transfer Station

2014 and Beyond

- EDD will continue to partner with the County to pursue additional locations for green waste processing and composting along with alternative technology solutions. EDD is committed and eager to find the best solution for green waste in the County, understanding that it must be economically feasible for the residents
- Consider Public-Private Partnership of the ownership of future facilities such as an anaerobic digester or other waste to energy projects
- Provide for a mobile chipping program if requested by the County
- Operate rural transfer stations throughout the County if requested by the County

El Dorado Disposal is committed to construct the new MRF/Transfer Station and have facilities operational by the end of 2017. Planning and permitting will commence after the new franchise agreement becomes effective. We are allowing a total of 24 months to complete the planning, design and permitting stages of the project. The current schedule calls for construction to commence in the spring of 2016 if permitting allows and for the facility to become fully operational before the end of calendar year 2017. This schedule is dependent upon the permitting process. The final in-service date could change, either sooner or later, based upon the level of effort required to permit the facility.

El Dorado Disposal's commitment to renovate and build this new facility and to complete the facility by the end of calendar year 2017 is contingent on obtaining a new long term hauling franchise agreement from El Dorado County, obtaining all necessary permits, approvals, and consents from all appropriate parties, and

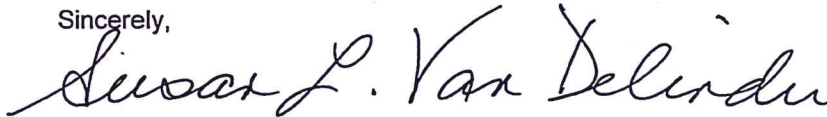
any timeline put forth at this time assumes that we are not going to face any third-party opposition to our development of the new facility. This may come in the form of environmental groups challenging the issuance of permits, etc., or adjacent landowners challenging the expansion of the existing facility, or competitors desiring to limit our ability to expand our footprint. The general contingency is that our ability to complete the new facility is dependent on not being delayed by third parties challenging the development and construction of such new facility.

In light of our commitment to build this new facility and to limit the financial impact to County residents and businesses that will utilize such facility, we are formally requesting a fifteen year contract term for our new hauling franchise agreement. We request your support to move forward with a new fifteen year contract. We have been and continue to be an engaged and supportive partner to the County and to its citizens doing the right thing at the right time for the right reason.

We are involved in the community. We put time, talent and treasure back into the community one employee, one hour at a time. We are local and, as committed back in 2006, we've brought the local service back to the local community. We are El Dorado Disposal.

Thank you for your consideration. As always, I'm here to answer any questions that you have. I can be reached at (916) 801-0200.

Sincerely,



Susan L. (Farris) VanDelinder
Divisional Vice President
Waste Connections of California, Inc.
dba El Dorado Disposal Services

Safety In All We Do, Service Second to None

Cc: Ron Mittelstaedt
John Perkey
Brent Ditton

Encl: Summary of WERS Proposed Improvements to Material Recovery & Transfer Facility

Western El Dorado Recovery Systems Proposed Improvements to Material Recovery & Transfer Facility

Following is a summary of the planned changes for the Western El Dorado Recovery Systems (WERS) Facility in Placerville, CA. A primary goal of the project will be to keep the existing facilities operational while the new improvements are being constructed.

New Transfer Station & Material Recovery Facility

A new building will be constructed on the north side of the property. The area between the existing scale house and the C&D processing area will be filled to create a uniform grade over the entire property. The new building, which will be constructed over the fill area, is currently planned to cover 36,000 square feet (SF). The primary activities that will be performed inside the new building will be the receiving and reloading of municipal solid waste (MSW), co-mingled recyclable materials, and green waste. The building will also house a new processing line for the receiving and processing of construction and demolition (C&D) materials. A new C&D processing line will include the necessary equipment to break up demolition material on the front end and allow for fines to be captured for alternative daily cover (ADC). New heavy equipment (rolling stock) will be purchased to enhance the processing of C&D and allow for grinding of C&D to be used as ADC, as well as grinding of Green Waste. The new building will be a clear span metal building with sufficient height to allow for commercial vehicles to fully tip under cover. The facility will have capacity to manage current tonnages of solid waste and recyclable materials plus allowance for future growth. The following elements are included in the proposed building:

- Separate tipping areas for commercial and public traffic.
- Separate inbound scale for commercial vehicles to separate public and commercial traffic. Commercial vehicles will be established with a tare weight so the weighing of empty outbound vehicles will not be necessary.
- A drive-through transfer loadout tunnel to improve traffic flow and loading efficiency.
- Both public and commercial vehicles will unload directly onto the floor, eliminating vertical drop-offs.
- The proposed door arrangement in the building will allow for the public to use two sides of the building on weekends, which typically have a large number of public transactions but little to no commercial traffic.

This new building will improve efficiency and ensure all waste handling operations occur under cover. The final configuration of the building will be established once existing site topography and soil conditions are better understood.

Site Improvements

By creating a new building to handle commercial traffic, the existing operations can be modified to better serve the public. A new public drop-off area will be created by demolishing part of the existing building, just south of the current office space. It is proposed to construct a new canopy over this area to provide sufficient height to allow for safe material management. The public drop off area will be designed to handle materials that can be disposed of at no charge and therefore do

not require traveling through the gate/scale house. It is anticipated that the public drop-off area will handle recyclables, household hazardous waste (HHW) with a new facility, white goods, etc. Public traffic will be routed along the east side of the property. Vehicles with recyclables will enter the public drop-off to dispose of materials. If they have additional waste to tip at the transfer station, they will enter the queue to be processed. If not, they can leave the campus on the same route they entered. This approach will reduce the number of vehicles queuing to use the scales or pay booth at the transfer station/Material Recovery Facility. A Public Education Center will also be installed to facilitate tours. The MSW sort line will remain in place and will be used to sort recyclables out of the MSW for as long as required by the County.

The scales and scale house will be relocated to the southern side of the property, after the public drop-off area. By placing the scales in this location, long queuing lanes can be created both before and after the scales to manage peak traffic periods. This arrangement will be possible since major material management activities will be relocated into the new building. Some of the new site improvements will include:

- Decommissioning and reclamation of the current C&D processing area. This will most likely be converted into parking for transfer trailers.
- Decommissioning and reclamation of the white goods and metal storage area west of the existing building. This area will most likely be used for storm water management.
- Paving and striping of all new access roadways throughout the property.
- Installation of additional signage to assist with better traffic flow.
- Demolition and removal of the existing HHW and recyclable storage areas.
- Screening and landscape improvements.
- Installation of additional lighting and utilities, as needed, to improve safety.

These improvements will allow for shorter wait times for customers and improved traffic flow and access to the facility.

No Change to Land Use

Waste Connections and WERS do not believe that any of the proposed improvements planned for the facility rise to a level that warrants either a revision to our existing Special Use Permit or our current Solid Waste Facility Permits. The proposed improvements do not constitute a change in use, rather an enhancement to existing operations.

Timeline

Waste Connections and WERS will begin permitting the modifications and new facility effective immediately upon the signing on the new agreement. Permitting and construction will be completed as soon as possible. Updates will be provided to the County on a schedule based on permit requirements. Construction will begin as soon as permits are issued weather permitting. Construction should be completed by the end of calendar year 2017.