

## **EXHIBIT - DEFINITIONS**

Whenever any term used in the Contract has been defined by the provisions of the Santa Clarita Municipal Code ("SCMC") or by Division 30, Part 1, Chapter 2 of the California Public Resources Code, the definitions in the Municipal Code or the Public Resources Code shall apply (with precedence given to definitions in the SCMC over conflicting definitions contained in the Public Resources Code) unless the term is otherwise defined in the Contract, in which case the Contract shall control. The terms defined herein shall have the meaning set forth in the Contract. Otherwise, the terms herein shall have their ordinary meaning. For purposes of this Proposal, the following terms shall have the following respective meanings:

**a. AB 939**

"AB 939" means the California Integrated Waste Management Act of 1989 (California Public Resources Code Section 40000 et seq.), as it may be amended from time to time.

**b. Affiliate**

"Affiliate" means all businesses (including corporations, limited and general partnerships and sole proprietorships) which are directly or indirectly related to Company by virtue of direct or indirect Ownership interest or common management shall be deemed to be "Affiliated with" Company and included within the term "Affiliates" as used herein. An Affiliate shall include a business in which Company owns a direct or indirect Ownership interest, a business which has a direct or indirect Ownership interest in Company and/or a business which is also owned, controlled or managed by any business or individual which has a direct or indirect Ownership interest in Company. For purposes of determining whether an indirect Ownership interest exists, the constructive Ownership provisions of Section 318(a) of the Internal Revenue Code of 1986, as in effect on the date of the Contract, shall apply; provided, however, that (i) "ten percent (10%)" shall be substituted for "fifty percent (50%)" in Section 318(a)(2)(C) and in Section 318(a)(3)(C) thereof; and (ii) Section 318(a)(5)(C) shall be disregarded. For purposes of determining Ownership under this paragraph and constructive or indirect Ownership under Section 318(a), Ownership interest of less than ten percent (10%) shall be disregarded and percentage interests shall be determined on the basis of the percentage of voting interest or value which the Ownership interest represents, whichever is greater.

**c. Invoicing**

"Invoicing" or "Invoice" means the statements of charges provided to Owner for services rendered by Company.

**d. Bin**

"Bin" means a metal container with hinged lids and wheels with a capacity of under 10 cubic yards. Compacting bins shall be capable of a capacity of over 30 cubic yards.

**e. Bin Service**

"Bin Service" means Solid Waste Management Services in which a bin is used for the collection of Solid Waste.

**f. Bulky Items**

"Bulky Items" means Solid Waste that cannot and/or would not typically be accommodated within a cart including specifically: furniture (including chairs, sofas, mattresses, and rugs); appliances (including refrigerators with and without freon, ranges, washers, dryers, water heaters, dishwashers, plumbing, small household appliances and other similar items, commonly known as "white goods"); electronic equipment (including stereos, televisions, computers and monitors, cellular phones,

VCRs, microwaves and other similar items commonly known as "brown goods" and "ewaste"); clothing; and tires. Bulky Items do not include car bodies, construction and demolition debris or items requiring more than two persons to remove. In the event a question ever arises as to whether a specific item, or category of items meets the definition of Bulky Items, Owner shall be responsible to determine whether said definition shall apply, which determination shall be final and binding on the parties.

**Cart**

"Cart" means a plastic container with a hinged lid and wheels serviced by an automated or semi-automated truck with a capacity of no less than 30- and no greater than 101-gallons.

**Collect/Collection**

"Collect" or "Collection" means to take physical possession, transport, and remove Waste within and from Owner.

**CONTRACTOR**

"Contractor" means a corporation organized and operating under the laws of the State of California and its officers, directors, employees, agents, companies and subContractors responsible for Waste Management Services.

**COMPANY's Proposal**

"COMPANY's Proposal" means the proposal submitted by Contractor to Owner in response to a Request for Proposals dated and all subsequent clarifications thereto, which are collectively attached hereto as Exhibit 1 for informational and reference purposes. Contractor represents and warrants that all representations set forth in such proposal are true and correct.

**Construction and Demolition Debris**

"Construction and Demolition Debris" means Waste generated at a School Business Premises that is directly related to construction or demolition activities occurring thereon.

**Container**

"Container" means any and all types of Waste receptacles, including carts, bins, and receptacles provided by Owner.

**Disposal**

"Disposal" means the ultimate disposition of Waste collected by Contractor at a landfill in full regulatory compliance.

**Disposal Site(s)**

"Disposal Site(s)" mean the Waste management facility or facilities utilized for the ultimate disposal of Waste collected by Contractor.

**Environmental Laws**

"Environmental Laws" means all federal and state statutes, county, local and city ordinances concerning public health, safety and the environment including, by way of example and not limitation, the Comprehensive Environmental Response, Compensation and Liability Act of 1980, 42 USC §9601 et seq.; the Resource Conservation and recovery Act, 42 USC §6902 et seq.; the Federal Clean Water Act, 33 USC §1251 et seq.; the Toxic Substances Control Act, 15 USC §1601 et seq.; the Occupational Safety and Health Act, 29 USC §651 et seq.; the California Hazardous Waste Control Act, California Health and Safety Code §25100 et seq.; the California Hazardous Substance Account Act, California Health and Safety Code §25300 et seq.; the Porter-Cologne Water Quality Control Act, California Water Code §13000 et seq.; the Safe Drinking Water and Toxic Enforcement Act, California Health and Safety Code §25249.5 et seq.; as currently in force or as hereafter amended, and all rules and regulations promulgated thereunder.

**Facility**

"Facility" means any plant or site, owned or leased and maintained, operated or used by Contractor for purposes of performing the functions contained within this proposal.

**Green Waste**

"Green Waste" means tree trimmings, grass cuttings, dead plants, leaves, branches and dead trees (not more than six (6) inches in diameter or 72 inches in length) and similar materials as more fully described herein.

**Green Waste Processing Facility**

"Green Waste Processing Facility" means a permitted facility where Green Waste is sorted, mulched or separated for the purposes of recycling, reuse or composting.

**Hazardous Substance**

"Hazardous Substance" shall mean any of the following: (a) any substances defined, regulated or listed (directly or by reference) as "Hazardous Substances", "hazardous materials", "Hazardous Wastes", "toxic waste", "pollutant" or "toxic substances" or similarly identified as hazardous to human health or the environment, in or pursuant to (i) the Comprehensive Environmental Response, Compensation and Liability Act of 1980, 42 USC §9601 et seq.(CERCLA); (ii) the Hazardous Materials Transportation Act, 49 USC §1802, et seq.; (iii) the Resource Conservation and Recovery Act, 42 USC §6901 et seq.; (iv) the Clean Water Act, 33 USC §1251 et seq.; (v) California Health and Safety Code §§25115-25117, 25249.8, 25281, and 25316; (vi) the Clean Air Act, 42 USC §7901 et seq.; and (vii) California Water Code §13050; (b) any amendments, rules or regulations promulgated thereunder to such enumerated statutes or acts currently existing or hereafter enacted; and (c) any other hazardous or toxic substance, material, chemical, waste or pollutant identified as hazardous or toxic or regulated under any other applicable federal, state or local environmental laws currently existing or hereinafter enacted, including, without limitation, friable asbestos, polychlorinated biphenyl's ("PCBs"), petroleum, natural gas and synthetic fuel products, and by-products.

**Hazardous Waste**

"Hazardous Waste" means all substances defined as Hazardous Waste, acutely Hazardous Waste, or extremely Hazardous Waste by the State of California in Health and Safety Code §25110.02, §25115, and §25117 or in the future amendments to or recodifications of such statutes or identified and listed as Hazardous Waste by the US Environmental Protection Agency (EPA), pursuant to the Federal Resource Conservation and Recovery Act (42 USC §6901 et seq.), all future amendments thereto, and all rules and regulations promulgated thereunder.

**Materials Recovery Facility ("MRF")**

"Materials Recovery Facility" means a permitted Waste facility where solid wastes or recyclable materials are sorted or separated for the purposes of recycling, processing or composting.

**OWNER**

"Owner" means William S. Hart Union High School District and all Junior High Schools and High Schools within the jurisdiction of Owner as presently existing or as such may be modified during the next three years

**Person**

"Person" means any individual, firm, association, organization, partnership, corporation, business trust, joint venture, the United States, the State of California, the County of Los Angeles, towns, cities, and special purpose districts.

**Premises**

"Premises" means any land, or building within Owner's jurisdiction where Waste is generated or accumulated. "School business Premises" refers to Premises upon which school business activity is conducted, including but not limited to upon which business activities are conducted when such activities are permitted under applicable zoning regulations and are not the primary use of the property.

**Rate Year**

"Rate Year" means the period July 1 to June 30, for each year during the Term of the Contract.

**Recycling**

"Recycling" means the process of separating for collection, collecting, treating and/or reconstituting recyclable materials which would otherwise be discarded without receiving compensation and returning them to the economy in the form of raw materials for new, reused, or reconstituted products. The collection, transportation or disposal of Waste not intended for, or capable of, reuse is not recycling. Recycling does not include use of Waste for conversion to energy.

**Recyclable Materials**

"Recyclable Materials" means Waste that is source separated, has some potential economic value, and is set aside, handled, packaged, or offered for collection in a manner different from refuse in order to allow it to be processed for recycling.

**Refuse**

"Refuse" means putrescible and non-putrescible Waste.

**Roll-off Box**

"Roll-off Box" means Waste collection containers of 10-yards or larger, including compactors.

**Waste**

"Waste" means all discarded putrescible and non-putrescible solid, semisolid, and liquid wastes, including refuse, construction and demolition debris, bulky items, recyclable materials, manure, and Green Waste, or any combination thereof which are permitted to be disposed of in a Class III landfill, and which are included in the definition of "Non-hazardous Solid Waste" set forth in the California Code of Regulations.

**Waste Management Services**

"Waste Management Services" means the collection, transfer, transport, recycling, processing, and disposal of Waste.

**Source Separated**

"Source Separated" means the segregation by the Waste Generator of individual components of Waste, which otherwise would become refuse or garbage (such as glass bottles, metal cans, newspapers, plastic containers, etc.) into separate containers for the purpose of allowing the recycling of such materials.

**State**

"State" means the State of California.

**Temporary Bin Service**

"Temporary Bin Service" means bin service provided to a School Business Premises on a temporary, as needed basis, and in such a manner that no bin belonging to the same waste enterprise, or any of its affiliates, remains on the Premises for more than 30 days at a time, or for more than 60 days of any consecutive 90 day period in any calendar year.

**Transformation**

"Transformation" means incineration, pyrolysis, distillation, gasification, or biological conversion other than composting. "Transformation" does not include composting.

**Waste Generator**

"Waste Generator" means any person whose act or process produced Waste, or whose act first causes to become subject to Owner's regulatory authority.