

[COUNTY OF SONOMA LETTERHEAD]

August 6, 2008

To the Shortlisted Proposers:

Reference is made to that certain Request for Proposals for the Divestiture of Solid Waste Assets issued by the County of Sonoma ("County") on June 11, 2008 (as amended, the "RFP"). Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFP.

Enclosed please find Addendum #2 to the RFP.

The reissued RFP Documents and, where available, redlined/tracking changes versions of the RFP Documents showing changes made to the RFP Documents has been posted to the Website.

The County looks forward to receiving and reviewing your Proposal and to working with the selected proposer in the successful divestiture of the Facilities

Sincerely,

County of Sonoma

Jay Jasperse
Project Manager

ADDENDUM #2
TO
REQUEST FOR PROPOSALS
DIVESTITURE OF SOLID WASTE ASSETS

County of Sonoma
Department of Transportation and Public Works
2300 County Center Drive, Ste. B100
Santa Rosa, California 95403

ISSUED August 6, 2008

This Addendum #2 to Request for Proposals is issued by the County of Sonoma ("County") with respect to that certain Request for Proposals issued by the County on June 11, 2008 concerning the Divestiture of Solid Waste Assts (as amended, the "RFP").

Initially capitalized terms not otherwise defined herein shall have the meanings set forth in the RFP.

The RFP is hereby clarified and revised as follows:

1. Reissuance of ITP and Form of PSA. Attached hereto are amended and restated versions of the following documents, each of which replaces the versions of such documents issued prior to the date hereof in their entirety:

- a. Instructions to Proposers;
- b. an electronic version of Form G; and
- c. the Purchase and Sale Agreement;

Except as expressly modified by this Addendum #2, all terms, conditions, limitations, plans and procedures for the procurement process for the divestiture shall be those set forth in the RFP.