CLACKAMAS COUNTY

Scott Caufield
Building Codes Administrator

BUILDING CODES DIVISION

DEVELOPMENT SERVICES BUILDING
150 BEAVERCREEK ROAD | OREGON CITY, OR 97045

April 9, 2015

Board of County Commissioners
Clackamas County

Members of the Board:

Approval for a Change in Control of the
Wichita Sanitary Service Franchise to Waste Management of Oregon, Inc.

Purpose/Outcome	Approval of the change in control of the franchise will transfer customers of Wichita Sanitary Service in unincorporated Clackamas County to Waste Management of Oregon, Inc.
Dollar Amount and Fiscal Impact	N/A
Funding Source	N/A
Safety Impact	None
Duration	Effective May 1, 2015
Previous Board Action/Review	None
Contact Person	Rick Winterhalter Sr. Sustainability Analyst (503) 742-4466

BACKGROUND:
The Clackamas County Solid Waste and Waste Management Code (10.03.250) allows the holder of a solid waste or wastes Collection Service Franchise to change control of the franchise or right to provide waste collection services to other persons. However, the Change in Control of Franchise may only occur upon written notice to, and approval by, the Board of County Commissioners (Board). The Board may approve the transaction with a recommendation from the Solid Waste Commission.

Wichita Sanitary Service began providing collection service in the County in 1981, when Scott Kiser and Tony Catalin purchased the franchise from Ron Hyde. Kiser Enterprises, Inc. held by Scott and Jackie Kiser is the current holder of the Wichita franchise providing garbage and recycling collection services for residential, commercial, and multi-family accounts. Wichita's franchise is predominately in the City of Milwaukie, over 1,500 customers. Over the years annexations have reduced the County's franchised area to 9 tax lots (islands within the City boundaries). Five are currently residential customers. Scott and Jackie Kiser have been actively involved in bringing the County's integrated solid waste management into the 21st century. Their contribution to this effort along with the excellent service they've delivered to their customers, over the past 33 years, is greatly appreciated.

Waste Management currently holds, in good standing, four collection franchises in the County and a number of collection companies in Oregon, the Pacific Northwest and throughout the nation. Waste Management meets all the requirements of Clackamas County Code 10.03.160 by having the available land, equipment and personnel to carry out the requirements of a franchise holder in Clackamas County.

The City of Milwaukie City Commission approved the transfer of the City's Wichita Sanitary Service franchise to Waste Management of Oregon, Inc. on March 17, 2015 by a 5:0 vote.

On March 31, 2015 the Clackamas County Solid Waste Commission reviewed and recommended (4:0 vote) the Board Approve this transfer within 30 days pursuant to Clackamas County Code 10.03.240.

RECOMMENDATION:
Staff respectfully recommends the Board of County Commissioners approve the Change in Control of Franchise from Kiser Enterprises, Inc. d.b.a. Wichita Sanitary Service to Waste Management of Oregon, Inc. effective May 1, 2015.

Respectfully submitted,

Eben Polk - Supervisor
Resource Conservation & Solid Waste
Department of Transportation & Development

Davis, Nancy

From: Ciecko, Scott
Sent: Monday, March 30, 2015 7:22 AM
To: Winterhalter, Rick
Cc: Davis, Nancy
Subject: RE: SW Franchise Transfer only 9 customers

I don't see a problem with any of this. Just make sure to track the County Code when referring the issue to the BCC, i.e. the SWC has reviewed and recommends the Board Approve this transfer within 30 days pursuant to CCC 10.03.240. I might also add that WM is meets all the requirements of CCC 10.03.160 and any other applicable sections.

Did you have specific questions?

Scott Ciecko
Assistant County Counsel
Clackamas County
2051 Kaen Road
Oregon City, Oregon 97045
Ph: 503-655-8362
Fax: 503-742-5397

Office Hours: Monday through Thursday, 7:00 am to 6:00 pm

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From: Winterhalter, Rick
Sent: Thursday, March 26, 2015 3:43 PM
To: Ciecko, Scott
Cc: Davis, Nancy
Subject: SW Franchise Transfer only 9 customers
Importance: High

Scott, I know you're busy and you can pass along but this should be fairly easy. The transfer involves only 9 taxlots, 5 customers, that are islands within the City of Milwaukie. The City approved the franchise last Tuesday. I need to put that in the report. The goal is to have this on the BCC consent agenda 4/9/15, it will be submitted to them on Tuesday 3/31.
rick

Rick Winterhalter
Clackamas County
150 Beavercreek Rd
Oregon City OR 97045

WICHITA SANITARY SERVICE 503-655-2266
A Division of Kiser Enterprises, Inc. P.O. Box 338, Gladstone, OR 97027

March 4, 2015

VIA: CERTIFIED MAIL

Mr. Eben Polk
Clackamas County – DTD
Office of Sustainability
150 Beavercreek Rd.
Oregon City, OR 97045

Re: Consent to Assignment – Clackamas County Waste Disposal Franchise Agreement

Dear M.:

On behalf of Kiser Enterprises, Inc. dba Wichita Sanitary Service ("Kiser"), I would like to thank you for your support and patronage of our company. Kiser recently agreed to sell substantially all of its assets and business in Clackamas County, Oregon ("County"), to Waste Management of Oregon, Inc. ("Waste Management").

Pursuant to Sections 10.03.240 of the Clackamas County Code, we hereby request the consent of the Clackamas County Board of County Commissioners to assign Kiser's franchise agreement with the County to Waste Management.

Both Kiser and Waste Management remain committed to keeping you informed regarding the consummation of the transaction, and in ensuring a smooth transition. If you have any questions, or need any additional information to proceed with our request for assignment, please do not hesitate to contact me.

Sincerely,

Scott R. Kiser,
President
Kiser Enterprises, Inc.
dba Wichita Sanitary Service

Wichita Sanitary Services, Unincorporated County Area

Street Address	**Current Customer**
SE Stanley Ave.	
10116 SE Stanley Ave.	*No*
10119 SE Stanley Ave.	Yes
10126 SE Stanley Ave.	Yes
10303 SE Stanley Ave.	Yes
King Rd	
5619 SE King Rd.	*No*
5640 SE King Rd.	*No*
5651 SE King Rd.	Yes
5653 SE King Rd.	Yes
5731 SE King Rd.	*No*

From: Scott & Jackie Kiser [mailto:wichitasanitary@comcast.net]
Sent: Wednesday, March 11, 2015 8:43 AM
To: 'Scott & Jackie Kiser'
Subject: RE: triple check

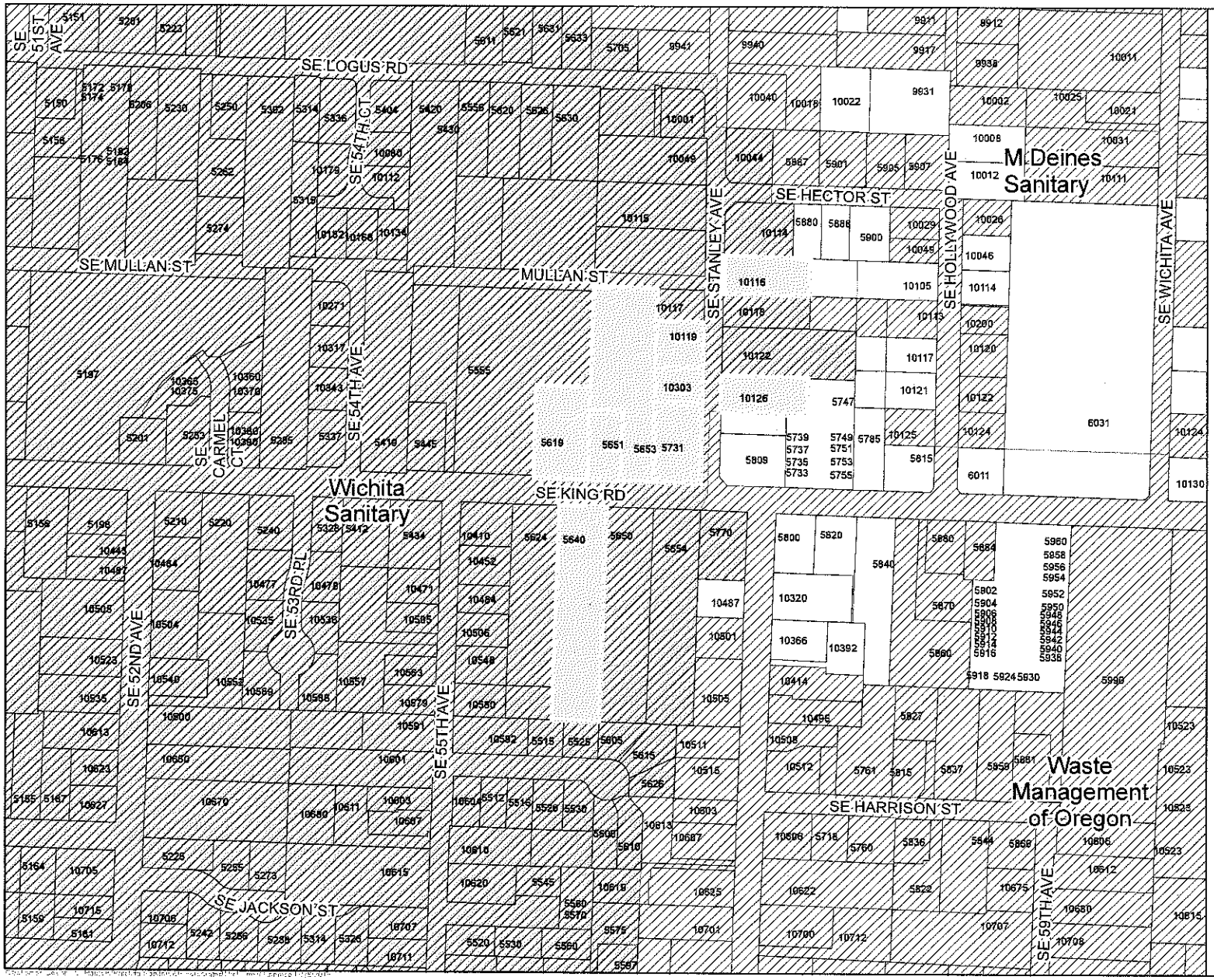
Here is a list of who we work and who we don't work:

10116 Stanley	NW
10119 Stanley	
10126 Stanley	
10303 Stanley	

5619 King	NW
5653 King	
5640 King	NW
5651 King	
5731 King	NW

5 working
4 NW
9 Total

Street Address	Customer	Question Comment
SE Stanley Ave.		
10049 SE Stanley Ave. -Sewer Hookup Inspection 6/08/07	Yes	Annexation AN-86-05 Resolution 21-1986 Signed August 19, 1986
10116 SE Stanley Ave.	Yes	
10118 SE Stanley Ave	*No*	*Annexed 11/12/10*
10119 SE Stanley Ave.	Yes	
10122 SE Stanley Ave.	Yes	Annexed 11/12/10
10126 SE Stanley Ave.	Yes	
10303 SE Stanley Ave.	Yes	
King Rd		
5619 SE King Rd.	Yes	
5640 SE King Rd.	Yes	
5651 SE King Rd.	Yes	
5731 SE King Rd.	Yes	
Logus Rd.		*These addresses were labeled as in Unincorporated County; they appear to be in the City.*
5611 SE Logus Rd. -Sewer Hookup Inspection 8/25/78	Yes	Annexation AN-88-01 Resolution R5-1988* Signed February 2, 1988
5621 SE Logus Rd *-Sewer Hookup* *Inspection 3/31/92*	*No*	Annexation AN-87-06 for 5621, 5631, 5633, and 5705 Resolution 1-1988 signed January 5, 1988
5631 SE Logus Rd *-Sewer Hookup* *Inspection10/27/93*	*No*	
5633 SE Logus Rd. -Sewer Hookup Permit 10/99, no inspection noted	Yes	
5705 SE Logus Rd. -Sewer Hookup Inspection 12/11/89	Yes	



Unincoporated Parcels in Wichita Sanitary

Legend

City of Milwaukie

Parcels

County Parcels served by Wichita Sanitary

0 125 250 500 Feet

N

CLACKAMAS COUNTY

GEOGRAPHIC INFORMATION SYSTEMS

DEPARTMENT OF INFORMATION SERVICES/GEOGRAPHIC INFORMATION SYSTEMS
1711 LIBRARY COURT
OREGON CITY, OREGON 97045

APPLICATION to TRANSFER a FRANCHISE
Through a Change in Control of stock ownership

Transferor

Name of Franchise
To be Transferred: **Wichita Sanitary Service**

Number of the Franchise
To Be Transferred: NA

NAME OF AUTHORIZED FRANCHISE HOLDER: Kiser Enterprises, Inc.

The Franchise holder is a: ☒ **Privately held corporation;** ☐ **Publicly Traded Corporation;**
☐ **Partnership;** ☐ **LLC;** ☐ **Single Proprietorship;** ☐ **Other** _____

In the case of corporations please list all the officers and registered agent and their contact information. List the registry number assigned to the corporation by the Secretary of State's State Corporation Division for all business entities and aliases associated with the entity holding the current franchise. Attach documentation verifying the information or simply refer to the documentation. *An example of the documentation would be a copy of the search results on the Secretary of State's State Corporation Division website.* *http://www.filinginoregon.com/*

See Attached Annual Reports

Transferee

Name of Business Entity Proposing to Hold the Wichita Sanitary Service **franchise number** NA **named above:**

Waste Management of Oregon, Inc.

This will be the name used in the Board action granting this entity the privilege of operating a solid waste collection franchise under Clackamas County Code 10.03.

This business entity is a: ☐ **Privately held corporation;** X☐ **Publicly Traded Corporation;**

☐ **Partnership;** ☐ **LLC;** ☐ **Single Proprietorship;** ☐ **Other** _____

In the case of corporations please list all the officers and registered agent and their contact information. List the registry number assigned to the corporation by the Secretary of State's State Corporation Division for all business entities and aliases associated with the entity holding the current franchise. Attach documentation verifying the information or simply refer to the documentation. *An example of the documentation would be a copy of the search results on the Secretary of State's State Corporation Division website.* *http://www.filinginoregon.com/*

NAME OF AUTHORIZED OWNER AND / OR COORPORATION:

See Attached Annual Reports

TRANSFEREE

1. **I SHALL notify the County of any intent to change principal ownership or name of the business entity holding the franchise.**
   __X__ YES _____ NO

2. **I SHALL submit a written request receive the forms for *Change in Control* or *Name Change* of the Franchise Holder prior to either action occurring.**
   __X__ YES _____ NO

3. **I SHALL notify the County of any intent to transfer the franchise to another person or entity.**
   __X__ YES _____ NO

4. **I SHALL be bound by the County's decision to accept or deny a *Change in Control, Name Change*, or *Transfer* of the franchise.**
   __X__ YES _____ NO

5. **I recognize the County's authority to revoke the privileges of holding this franchise without compensation.**
   __X__ YES _____ NO

6. **I recognize the County's authority to realign the borders of the area served by this franchise.**
   __X__ YES _____ NO

7. **I HAVE not willfully misrepresented the material facts or information given in this application for a franchise.**
   __X__ YES _____ NO

8. **I SHALL not willfully misrepresent material facts or information given in a future application for a franchise.**
   __X__ YES _____ NO

9. **I SHALL comply with all policies established by the County during the Franchise period.**
   __X__ YES _____ NO

10. **I SHALL use only authorized disposal sites.**
    __X__ YES _____ NO

11. **I SHALL notify the County of all disposal sites used at the time of this application and when those sites change.**
    __X__ YES _____ NO

12. **I SHALL furnish the County with a Certificate of Insurance and comply with Section 10.03.160 B 4, 5 and 6 of the Clackamas County Solid Waste and Waste Management Code and any subsequent amendments of regulations adopted thereto.**
    __X__ YES _____ NO

13. **I SHALL make accurate and timely franchise fee payments due the County under the Clackamas County Code and any subsequent amendments of regulations adopted thereto.**
    __X__ YES _____ NO

14. **I SHALL submit, on forms provided by the County, the production records of the transferor beginning January 1 of the year of the transfer to the closest month end prior to the submittal of the request for transfer.**
    _____ YES _X_ NO *County has approved other arrangements 03/11/15 rw*

15. **I SHALL separately submit, on forms provided by the County, the financial and production records of the transferor beginning January 1 of the year of the transfer to the date of the transfer as determined by the Board of County Commissioners. If the transfer takes place in the first quarter the submittal date shall be June 10; if in the second quarter the submittal date shall be September 10, if in the third quarter the , submittal date shall be September 10; in the fourth quarter the submittal shall be the same as required for the annual financial review.**
    _____ YES _X_ NO *County has approved other arrangements 03/11/15 rw*

16. I SHALL separately submit, on forms provided by the County, the financial and production records produced by me after assuming operational responsibility of the franchise at the time of required submittal for the annual financial review.
__X___ YES _____ NO

17. I SHALL combine, on forms provided by the County, the financial and production records produced by the transferor prior to my assuming operational responsibility of this franchise, with the production records produced by me after assuming operational responsibility, in order to meet the County's requirement for generation of the annual financial review report.
__X___ YES _____ NO

18. I SHALL maintain collection vehicles, equipment, facilities and personnel commensurate with existing service.
__X___ YES _____ NO

19. I SHALL continue to serve customers at the level of service they are accustomed to at the time of the transfer.
__X__ YES _____ NO

20. I SHALL notify the County of any intention to change the level of service provided to customers at the time of the transfer.
__X___ YES _____ NO

21. I SHALL notify the County of any impending changes to collection vehicles, equipment, facilities and personnel (management and other County contacts) during the franchise period.
___X__ YES _____ NO

22. I SHALL secure written approval of the County prior to making changes to collection vehicles, and equipment affecting a change in service delivery from that of the transferor.
___X__ YES _____ NO

23. I SHALL not willfully refuse to provide adequate service in a defined service area.
__X___ YES _____ NO

24. I SHALL not willfully misrepresent the total number of customers or any other information relating to performing the operations necessary to comply with the Clackamas County Code and any subsequent amendments of regulations adopted thereto.
__X___ YES _____ NO

25. I SHALL not willfully violate the Clackamas County Code, Administrative Rules, ORS Chapter 459 and 459A, or the rules or regulations promulgated there under and any subsequent amendments of regulations adopted thereto.
___X__ YES _____ NO

26. I SHALL provide the best possible integrated solid waste collection service in the area served by my Clackamas County Franchise.
__X___ YES _____ NO

TRANSFEREE (BUYER)

I/we agree to the above commitments and will attend any Board of County Commission or Solid Waste Commission meeting on this matter to answer any questions regarding the transfer of the franchise by any Board, Commission or staff member.

(signature)	*(signature)*
Adam Winston	
(print name)	*(print name)*

Director of Operations, WM PNW Market Area
(Title)

DATE: **March 20,2015**

TRANSFEROR (SELLER)

I/we agree to the transfer and sale

(signature)	*(signature)*
SCOTT R. KISER	Jacqueline K. Kiser
(print name)	*(print name)*
PRESIDENT *Title*	Secretary *Title*

DATE: 3-26-15

AMENDED ANNUAL REPORT

Corporation Division
www.filinginoregon.com

E-FILED
Oct 28, 2014
OREGON SECRETARY OF STATE

REGISTRY NUMBER

15743412

REGISTRATION DATE

12/08/1981

BUSINESS NAME

KISER ENTERPRISES, INC.

BUSINESS ACTIVITY

REFUSE & RECYCLING COLLECTION

MAILING ADDRESS

P O BOX 338
GLADSTONE OR 97027 USA

TYPE

DOMESTIC BUSINESS CORPORATION

PRIMARY PLACE OF BUSINESS

4825 SE ARDEN ST
MILWAUKIE OR 97222 USA

JURISDICTION

OREGON

REGISTERED AGENT

DAVID J BUONO

851 SW SIXTH AVE STE 1500
PORTLAND OR 97204 USA

If the Registered Agent has changed, the new agent has consented to the appointment.

PRESIDENT

SCOTT R KISER

P O BOX 338
GLADSTONE OR 97027 USA

SECRETARY

JACQUELINE K KISER

P O BOX 338
GLADSTONE OR 97027 USA

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

ELECTRONIC SIGNATURE

NAME

JACQUELINE K. KISER

TITLE

SECRETARY

DATE SIGNED

10-28-2014

APPLICATION FOR REGISTRATION

Corporation Division
www.filinginoregon.com

E-FILED
Nov 24, 2008
OREGON SECRETARY OF STATE

REGISTRY NUMBER

56171599

TYPE

ASSUMED BUSINESS NAME

ENTITY NAME

WICHITA SANITARY SERVICE

BUSINESS ACTIVITY

SOLID WASTE COLLECTION

PRINCIPAL PLACE OF BUSINESS

C/O KISER ENTERPRISES, INC.
4825 SE ARDEN ST.
MILWAUKIE OR 97222 USA

NAME & ADDRESS OF AUTHORIZED REPRESENTATIVE

DAVID J BUONO

DUNN CARNEY ALLEN HIGGINS & TONGUE LLP
851 SW 6TH AVE., SUITE 1500
PORTLAND OR 97204 USA

REGISTRANT/OWNER

157434-12 - KISER ENTERPRISES, INC.

COUNTIES

CLACKAMAS, MULTNOMAH, WASHINGTON

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

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ELECTRONIC SIGNATURE

DAVID J BUONO - POWER OF ATTORNEY

AMENDED ANNUAL REPORT

Corporation Division
www.filinginoregon.com

E-FILED
Oct 29, 2014
OREGON SECRETARY OF STATE

REGISTRY NUMBER

9511510

REGISTRATION DATE

11/26/1971

BUSINESS NAME

WASTE MANAGEMENT OF OREGON, INC.

BUSINESS ACTIVITY

WASTE SERVICES

MAILING ADDRESS

1001 FANNIN SUITE 4000
ATTN TAX DEPT
HOUSTON TX 77002 USA

TYPE

DOMESTIC BUSINESS CORPORATION

PRIMARY PLACE OF BUSINESS

1001 FANNIN SUITE 4000
HOUSTON TX 77002 USA

JURISDICTION

OREGON

REGISTERED AGENT

329227 - C T CORPORATION SYSTEM

388 STATE ST STE 420
SALEM OR 97301 USA

If the Registered Agent has changed, the new agent has consented to the appointment.

PRESIDENT

JASON S ROSE

1001 FANNIN STE 4000
HOUSTON TX 77002 USA

SECRETARY

LINDA J SMITH

1001 FANNIN STE 4000
HOUSTON TX 77002 USA

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

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ELECTRONIC SIGNATURE

NAME

MARK A. LOCKETT

TITLE

OFFICER

DATE SIGNED

10-29-2014

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Leadership

David P. Steiner
President and Chief Executive Officer

James E. Trevathan
Executive Vice President and Chief Operating Officer

James C. Fish, Jr.
Executive Vice President and Chief Financial Officer

Puneet Bhasin
Senior Vice President, Corporate Operations
President, WM Recycle America, L.L.C.

Barry H. Caldwell
Senior Vice President Corporate Affairs and Chief Legal Officer

Jeff M. Harris
Senior Vice President, Field Operations

John J. Morris, Jr.
Senior Vice President, Field Operations

Mark Schwartz
Senior Vice President, Human Resources

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Board of Directors

W. Robert Reum
Non-Executive Chairman Waste Management; Chairman, President and Chief Executive Officer, Amsted Industries Inc.

David P. Steiner
President & CEO, Waste Management, Inc.

Bradbury H. Anderson
Former Vice President and Chief Operating Officer, Best Buy Company, Inc.

Frank M. Clark, Jr.
Former Chairman and Chief Executive Officer, ComEd

Andrés Gluski
President and Chief Executive Officer, The AES Corporation

Patrick W. Gross
Chairman, The Lovell Group

Victoria Holt
President and Chief Executive Officer of Proto Labs, Inc.

John C. "Jack" Pope
Chairman, PFI Group

Thomas H. Weidemeyer
Former Senior Vice President and Chief Operating Officer, United Parcel Service, Inc. and President of UPS Airlines