

CERTIFICATIONS BY CLERK

I, Sharon Christensen, hereby certify that I am the duly qualified and acting Deputy Clerk of the City of Madison, Dane County, Wisconsin (the "Municipality"), and as such I have in my possession, or have access to, the complete corporate records of said Municipality and of its Common Council (the "Governing Body") and that attached hereto is a true, correct, and complete copy of the resolution (the "Resolution") entitled:

Resolution Approving the Issuance of
Industrial Development Revenue Bonds
in One or More Series
on Behalf of Waste Management of Wisconsin, Inc.

I do hereby further certify as follows:

- 1. Meeting Date.** On the 18th day of April, 2006, a meeting of the Governing Body was held commencing at _____ p.m.
- 2. Posting.** On the ____ day of April, 2006 (and not less than 24 hours prior to the meeting), I posted or caused to be posted at the Municipality's offices in Madison, Wisconsin a notice setting forth the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting.
- 3. Notification of Media.** On the ____ day of April, 2006 (and not less than 24 hours prior to the meeting), I communicated or caused to be communicated, the time, date, place, and subject matter (including specific reference to the Resolution) of said meeting to those news media who have filed a written request for such notice and to the official newspaper of the Municipality.
- 4. Open Meeting Law Compliance.** Said meeting was a regular meeting of the Governing Body that was held in open session in compliance with Subchapter V of Chapter 19 of the Wisconsin Statutes and any other applicable local rules and state statutes.
- 5. Members Present.** Said meeting was duly called to order by the Mayor (the "Presiding Officer"), who chaired the meeting. Upon roll I noted and recorded that there were _____ members of the Governing Body present at the meeting, such number being a quorum of the Governing Body.
- 6. Consideration of and Voice Vote on Resolution.** Various matters and business were taken up during the course of the meeting without intervention of any closed session. One of the matters taken up was the Resolution. A proper quorum of the Governing Body was present for the consideration of the Resolution, and each member of the Governing Body had received a copy of the Resolution. All rules of the Governing Body that interfered with the consideration of the Resolution, if any, were suspended by a two-thirds vote of the Governing Body. The Resolution was then introduced, moved, and seconded, and after due consideration, upon voice vote, a majority of the Governing Body members voted Aye.
- 7. Adoption of Resolution.** The Resolution was supported by the affirmative vote of a majority of a quorum of the members of the Governing Body in attendance. The Presiding Officer then declared that the Resolution was adopted, and I so recorded it.
- 8. Approval of Presiding Officer.** The Resolution was approved by the Presiding Officer on April __, 2006, and I have recorded the approval. The approval is evidenced by the signature of the Mayor on the copy of the Resolution this certificate is attached to.

IN WITNESS WHEREOF, I have signed my name and affixed the seal, if any, of the Municipality hereto on this ____ day of April, 2006.

Clerk

[SEAL]