

ADDENDUM #1 TO LANDFILL OPERATING AGREEMENT

This ADDENDUM #1 TO LANDFILL OPERATING AGREEMENT (“**Addendum**”), by and among the **WESTERN PLACER WASTE MANAGEMENT AUTHORITY**, a joint powers authority organized under California law (“**WPWMA**”), and FCC Environmental Services, LLC (“**Contractor**”). All capitalized terms not herein defined shall have the meaning ascribed to them in the Agreement (as defined below). The WPWMA and Contractor are hereinafter referred to jointly as “**the Parties**” and singularly as a “**Party**”.

RECITALS

A. The Parties are concurrently entering or have entered into that certain OPERATING AGREEMENT FOR THE WESTERN REGIONAL SANITARY LANDFILL (the “**Agreement**”). Under the Agreement, Contractor is operating the Landfill as defined in the Agreement commencing July 1, 2022 and subject to satisfaction of those conditions set forth in Article 3.

B. As set forth in Section 3.3 of the Agreement, the MRF experienced a fire and incurred substantial damages due to causes outside of Contractor’s control prior to the Effective Date of the Agreement. As a result, the MRF will not be at full operating efficiency as of the Effective Date, as was represented during the procurement phase of the project.

C. The Parties wish to execute this Addendum to outline the suspended or modified portions of the Agreement until the Facility is at full operating efficiency.

TERMS AND CONDITIONS

NOW, THEREFORE, in consideration of the mutual promises, covenants and conditions contained herein, the Parties hereby agree as follows:

1. Recitals. The above Recitals are true and correct and form a substantive part of this Addendum.
2. Defined Terms. All capitalized terms shall have the meaning ascribed to them in the Agreement unless otherwise noted.
3. Effective Density Target Adjustment. Contractor shall not be eligible for or subject to any incentive or disincentive payments for exceeding or failing to meet the Effective Density Target performance standard as set forth in Section 7.2(B) of the Agreement for the months of July 2022 and August 2022. On September 1, 2022, or reasonably thereafter, the Parties, by mutual written agreement, shall make a good faith determination as to what the Effective Density Target shall be for the remainder of the first year of the Agreement.

4. Term. This Addendum shall commence on the Effective Date and shall terminate on June 30, 2023. Upon such date, this Addendum shall have no further force or effect.

5. Interpretation with the Agreement. This Addendum is an amendment to the Agreement as set forth in Section 12.6 of the Agreement. This Addendum shall control over any conflict or inconsistency with the Agreement. Except for such conflicts and inconsistencies, this Addendum shall be interpreted as part of and in accordance with the applicable terms of the Agreement. Except as set forth in this Addendum, the Agreement remains in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Addendum to be executed effective as of the date next to their signatures.

WESTERN PLACER WASTE
MANAGEMENT AUTHORITY, a joint
powers authority organized under California
law

CONTRACTOR

By: _____
Chair

By: _____
President

APPROVED AS TO FORM

WPWMA Counsel