

**UPPER VALLEY WASTE MANAGEMENT AGENCY  
SECOND AMENDMENT TO AGREEMENT #95-09**

**UPPER VALLEY DISPOSAL SERVICE  
SOLID WASTE HANDLING FRANCHISE AGREEMENT**

~~THIS SECOND AMENDMENT TO AGENCY AGREEMENT #95-09~~ is made and entered into this 19<sup>th</sup> day of MARCH, 2007 by and between the UPPER VALLEY WASTE MANAGEMENT AGENCY, a joint powers authority organized under the laws of the STATE OF CALIFORNIA, hereinafter referred to as "AGENCY" and UPPER VALLEY DISPOSAL SERVICE, a California corporation, hereinafter referred to as "CONTRACTOR".

**WHEREAS**, the AGENCY acts as a consolidated franchisor for solid waste handling services throughout the SERVICE AREA and sets rates for those solid waste handling services; and

**WHEREAS**, AGENCY and CONTRACTOR originally entered into Agreement #95-09 on September 25, 1995 for Solid Waste Handling Services throughout the Agency Service Area; and

**WHEREAS**, Agreement #95-09 was amended for a first time with respect to the rate setting methodology and actual rates imposed; and

**WHEREAS**, AGENCY and CONTRACTOR now desire to amend AGENCY Agreement #95-09 for a second time to substantially revise the rate methodology which determines the rates charged by AGENCY and compensation received by CONTRACTOR, increase the length of the term of the franchise, and make certain other revisions to the franchise agreement; and

**WHEREAS**, this instrument is negotiated and executed by the parties hereto pursuant to the authority conferred on local agencies by Public Resources Code Sections 40059, et seq., to provide for solid waste handling services on an exclusive or non-exclusive basis and with or without competitive bidding, which has been delegated to AGENCY by the JOINT POWERS AGREEMENT pursuant to Government Code section 6500 et seq.

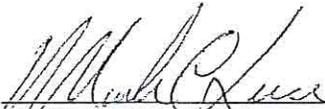
**TERMS**

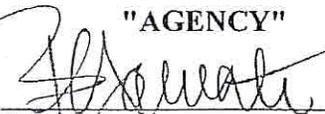
NOW, THEREFORE, AGENCY AND CONTRACTOR AGREE as follows:

1. The foregoing recitals are true and correct.
2. AGENCY AGREEMENT #95-09 is hereby amended for a second time to read in full as set forth in Exhibits A through C as attached hereto.
3. This Second Amendment to AGENCY AGREEMENT #95-09 shall be effective as of May 1, 2007.

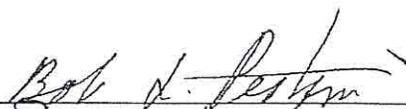
IN WITNESS WHEREOF, this AGREEMENT is executed by the parties hereto as of the date first above written.

**UPPER VALLEY WASTE  
MANAGEMENT AGENCY**

BY:   
MARK LUCE, Chair of the Board of  
Directors of the Upper Valley Waste  
Management Agency

"AGENCY"  
BY:   
ATTEST:  
BELINDA YAMATE, Secretary to the  
Board of Directors

**UPPER VALLEY DISPOSAL SERVICE**

BY:   
Title: President

BY:   
Title: Vice President  
"CONTRACTOR"

BY:   
APPROVED AS TO FORM:  
ROBERT PAUL, Agency Legal Counsel