

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

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

THIS FOURTH AMENDMENT TO AGENCY AGREEMENT #95-09 is made and entered into this 21st day of April, 2008 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, second, and third time with respect to the rate setting methodology, term of contract, and actual rates imposed; and

WHEREAS, AGENCY has tentatively accepted a construction and demolition (C&D) study at their November 19, 2007 meeting, that provided program information to increase the amount of recycling by up to 15,000 tons per year, and increase the overall recycling rate from 59% in 2004 to up to 73% upon the first full year of CDP operations; and

WHEREAS, AGENCY and CONTRACTOR now desire to amend AGENCY Agreement #95-09 for a fourth time to provide for placing a mixed C&D recycling facility at the Clover Flat Landfill (CFL); 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 fourth time to read in full as set forth in Exhibits A through C, including a new Section 18 in Exhibit A, as attached hereto.

3. This Fourth Amendment to AGENCY AGREEMENT #95-09 shall be effective as of Board approval.

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

**UPPER VALLEY WASTE
MANAGEMENT AGENCY**

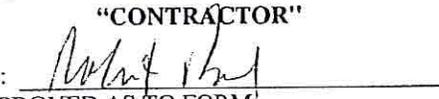
BY: 
MARK LUCE, Chair of the Board of
Directors of the Upper Valley Waste
Management Agency

"AGENCY"
BY: 
ATTEST:
STEVEN LEDERER, Agency Manager

UPPER VALLEY DISPOSAL SERVICE

BY: 
Title: _____

BY: _____
Title: _____

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