
AMENDMENT TO WASTE DISPOSAL AGREEMENT (Facility Operator)

Between

THE COUNTY OF ORANGE, CALIFORNIA

and

Waste Management, Inc. (“Facility Operator”)

_____, 2015

County Amendment Authorization Date:

_____, 2015

County Notice Address:

Director
OC Waste and Recycling
300 N. Flower, Suite 400
Santa Ana, CA 92703

Facility Operator Amendment Authorization
Date:

_____, 2015

Facility Operator Notice Address

AMENDMENT TO WASTE DISPOSAL AGREEMENT

THIS AMENDMENT TO WASTE DISPOSAL AGREEMENT (the “Amendment”) is made and dated as of the date indicated on the cover page hereof between the County of Orange, a political subdivision of the State of California (the “County”), and the Facility Operator designated on the cover page of this Amendment.

RECITALS

The County owns, manages and operates a sanitary landfill system for the disposal of municipal solid waste generated by the cities and the unincorporated area within the County (the “Disposal System”). The Disposal System includes three active landfills and four regional household hazardous waste collection centers.

The Disposal System is used for the disposal of municipal solid waste which is not reused, recycled or otherwise diverted from landfill disposal, pursuant to the California Integrated Waste Management Act of 1989 (Division 30 of the California Public Resources Code) (the “Act”).

In 1997, the County and Facility Operator entered into a waste disposal agreement, amended in 2009 (the “2009 WDA”) pursuant to which the County agreed to provide disposal capacity for waste generated in the County and delivered to the Disposal System by the Facility Operator, and the Facility Operator agreed to deliver or cause the delivery of waste generated by in the County to the Disposal System, as more specifically set forth in, and subject to the terms and conditions of, the 2009 WDA.

The 2009 WDA will expire by its terms on June 30, 2020, unless the Facility Operator and County agree to renew the 2009 WDA. The Facility Operator and County desire to enter into this agreement to extend the Term of the 2009 WDA on the terms and conditions set forth herein.

The County has determined that the execution by the County of this Amendment will serve the public health, safety and welfare by providing a more stable, predictable and reliable supply of municipal solid waste and the resulting service payment revenue to the Disposal System, thereby enabling the County to plan, manage, operate and finance improvements to the Disposal System on a more prudent and sound long term, businesslike basis consistent with its obligations to the State and the holders of obligations secured by its Disposal System.

Official action approving this Amendment and determining it to be in the public interest and authorizing its execution and delivery was duly taken by the County on the County authorization date indicated on the cover page hereof.

Official action approving this Amendment and determining it to be in the public interest and authorizing its execution and delivery was duly taken by the Facility Operator on the Facility Operator authorization date indicated on the cover page hereof.

It is, therefore, agreed as follows:

Section 1. Amendment to 2009 WDA.

(a) Sections 6.1(A) and 6.1(B) of the 2009 WDA are deleted and replaced in their entirety with the following:

“SECTION 6.1 EFFECTIVE DATE AND TERM.

(A) Initial Term. This Agreement shall continue in full force and effect until June 30, 2025, unless earlier terminated in accordance with its terms, in which event the Term shall be deemed to have expired as of the date of such termination.

(B) Option to Renew. This Agreement shall be subject to renewal by mutual agreement of the parties, on or before June 30, 2023, for an additional term of ten years (the “Renewal Term”) on the same terms and conditions as are applicable during the Initial Term hereof. The Facility Operator shall give the County written notice of its irrevocable election to renew this Agreement on or before June 30, 2022. If the parties do not renew this Agreement by June 30, 2023, the Agreement shall expire on June 30, 2025.”

(b) The first sentence of Section 6.1(C) of the 2009 WDA is deleted in its entirety and replaced with the following:

“In connection with the parties’ right to renew this Agreement for an additional ten-year term pursuant to Section 6.1(B), the parties shall, on or before June 30, 2023, negotiate an applicable change in the Contract Rate for such Renewal Term.”

(c) Appendix 2 of the 2009 WDA is deleted in its entirety and replaced with the form attached hereto.

Section 2. Effect of Amendment. The provisions of this Amendment shall not become effective unless approved by the County Board of Supervisors and executed by the County. The County shall give written notice of the Amendment effective date to the Facility Operator within 30 days of County Board approval. All other terms and conditions of the 2009 WDA, except as amended herein, shall remain unchanged, in full force and effect.

[SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, County and Facility Operator have caused this Amendment to be executed by their duly authorized officers or representatives as of the day and year first above written.

COUNTY OF ORANGE

Date _____

By _____
Director, OC Waste & Recycling

Date _____

By _____
[NAME]
Facility Operator Representative

Date _____

By _____
[NAME]
Facility Operator Representative

APPROVED AS TO FORM:
COUNTY COUNSEL
ORANGE COUNTY, CALIFORNIA

By _____

Date _____

APPENDIX 2

**County Acceptable Waste Tonnage Target to be Used
for Purposes of Section 4.2(b)**

<u>Fiscal Year</u>	<u>Tonnage</u>	<u>Cumulative</u>
FY 2016-17	2,681,153	2,681,153
FY 2017-18	2,638,746	5,319,899
FY 2018-19	2,597,017	7,916,916
FY 2019-20	2,558,522	10,475,438
FY 2020-21	2,520,605	12,996,043
FY 2021-22	2,483,256	15,479,299
FY 2022-23	2,483,256	17,962,555
FY 2023-24	2,483,256	20,445,811
FY 2024-25	2,483,256	22,929,067