

**SECOND AMENDMENT TO FRANCHISE
AGREEMENT BETWEEN THE CITY OF GONZALES, CITY OF SOLEDAD, CITY OF
GREENFIELD AND TRI-CITIES DISPOSAL AND RECYCLING SERVICE, INC.
EXTENDING THE FRANCHISE AGREEMENT
FROM JANUARY 1, 2012 THROUGH JANUARY 31, 2012**

THIS SECOND AMENDMENT TO FRANCHISE AGREEMENT is made by and between the City of Gonzales, City of Soledad, City of Greenfield and Tri-Cities Disposal and Recycling Service, Inc. as of **JANUARY 1, 2012** (the "Effective Date").

RECITALS

The Cities of Gonzales, Soledad and Greenfield jointly contract for refuse, recycling and yard waste services that are provided under a single franchise agreement (the "Original Franchise Agreement") with Tri-Cities Disposal and Recycling Service ("Tri-Cities"), and

Tri-Cities is willing to provide the same level of services under a second extended term of the Original Franchise Agreement, and

The Cities are generally satisfied with Tri-Cities' performance, and

All parties to the Franchise Agreement desire at this time to further extend the Original Franchise Agreement by an additional one month, as hereinafter set forth.

AGREEMENT

NOW, THEREFORE, in consideration of these recitals and mutual covenants contained herein, the parties hereto agree as follows:

Term. Section 9.1 of the First Amended Franchise Agreement is being amended to read as follows:

"The extended term of this Franchise shall commence on January 1, 2012 and shall end on January 31, 2012."

All of the terms and provisions of said "Original Franchise Agreement" except as herein modified, are to remain in full force and effect and are made a part of this First Amendment.

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IN WITNESS WHEREOF, the said parties have executed this Second Amendment as of the day and year first above written.

CITY OF GONZALES

Mayor: Maria Orzco

Dated: 2/24/12

City Clerk: [Signature]

Dated: 2/24/12

APPROVED AS TO FORM:

City Attorney: [Signature]

Dated: 3/5/12

CITY OF GREENFIELD

Mayor: [Signature]

Dated: Jan 31-2012

City Clerk: [Signature]

Dated: 2/14/2012

APPROVED AS TO FORM:

City Attorney: [Signature]

Dated: Feb. 8, 2012

CITY OF SOLEDAD

Mayor: [Signature]

Dated: 2/22/12

City Clerk: [Signature]

Dated: January 3, 2012

APPROVED AS TO FORM:

City Attorney: [Signature]

Dated: 1-19-2012

ACCEPTED:

TRI-CITIES DISPOSAL AND RECYCLING SERVICES, INC.

By: [Signature]

Dated 3-13-12