

**August 7, 2007**  
**Agreement Regarding Process to Consider Proposed Assignment**

This document is intended to memorialize the arrangements specified in the West Marin Area 1 Franchise Agreement for Solid Waste Collection and Removal between the County of Marin, a political subdivision of the State of California, hereinafter referred to as "County" and USA Waste of California, a Delaware Corporation, d.b.a. Shoreline Disposal Services Inc., hereinafter referred to as "Company". The parties County and Company agree as follows:

Pursuant to the terms of the Franchise Agreement, the Company has submitted a written request for the County to consider a proposed assignment of Franchise Agreement from Company to North Bay Corporation; and

Section 23 of the Franchise Agreement governs the process for review and consideration of assignment; and

County has contracted a consultant and obtained a proposal for said consultant to perform necessary investigation and compilation of relevant information as provided by Section 23 of the Franchise Agreement. This proposal is contained in a letter from HF &H Consultants, LLC. dated June 25, 2007, a copy of which is attached; and

Section 23 of the Franchise Agreement specifies, the Company shall pay inter alia, the County for the costs of the investigation and compilation of necessary information; and

HF&H Consultants indicates that the estimated cost for the investigation and assistance, as detailed in the attached proposal, will be \$49,595. The amount payable by the Company hereunder shall not exceed such amount without the prior consent of Company; and

The agreement contained herein shall be in addition to any provisions contained in Section 23 of the Franchise Agreement, and shall, in no manner, eliminate nor restrict the rights and obligations of the parties contained in said Section 23; and

The billing process for the proposed assignment investigation and assistance shall be as follows:

- HF&H will send its invoices directly to the County, to the attention of Jeff Rawles.
- Jeff Rawles will review the invoices, and if the same are approved by the County, will forward the same to the Company.

- The Company will then make payment within 30 days directly to HF& H.

It is so agreed

**COUNTY OF MARIN**

**USA WASTE OF CALIFORNIA, INC.**  
d.b.a. Shoreline Disposal, Inc.

By \_\_\_\_\_

by \_\_\_\_\_

President, Board of Supervisors

District Manager

ATTEST:

\_\_\_\_\_  
Clerk

\_\_\_\_\_  
Clerk

APPROVED AS TO FORM

\_\_\_\_\_  
Marin County Counsel