

**FOURTH AMENDMENT TO THE TRANSFER STATION OPERATIONS
AGREEMENT & LEASE BETWEEN THE COUNTY OF MENDOCINO AND
SOLID WASTE OF WILLITS, INC.**

This Fourth Amendment of BOS Agreement #10-138, the Transfer Station Operations Agreement & Lease, hereinafter called "Agreement," is made on the _____ day of February, 2016, between Solid Wastes of Willits, hereinafter called "Grantee" and the County of Mendocino, hereinafter called "County."

WHEREAS, County and Grantee entered into BOS Agreement No. 10-138 on August 17, 2010 for the operation of five County-owned transfer stations, including the South Coast Transfer Station; and

WHEREAS, Section 22(l) of the Agreement requires that all amendments shall be made in writing signed by authorized representatives of the parties; and

WHEREAS, County and Grantee wish to clarify that Grantee shall be indemnified from certain claims relating to County's Storm Water Pollution Prevention plans.

NOW, THEREFORE, it is agreed as follows:

1. Section 18(D)(d) is added to the Agreement as follows:

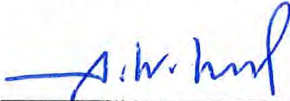
"County shall protect and defend Grantee with counsel reasonably acceptable to Grantee, indemnify and hold harmless Grantee, its officers, employees and agents from and against any and all losses, liabilities, fines, penalties, claims, damages, or judgments (including attorney's fees) arising out of or resulting in any way from County's operation or implementation of its respective Storm Water Pollution Prevention Plans ('SWPP') for the South Coast, Albion, Potter Valley, Boonville and Laytonville facilities, or otherwise arising out of the respective closed solid waste landfills, including, but not limited to, closed landfill monitoring, maintenance and leachate collection, unless such claim is due to the sole negligence or willful acts of Grantee, its officers, employees or agents."

2. All other terms and conditions of the Agreement remain in effect.

COUNTY OF MENDOCINO

SOLID WASTES OF WILLITS, INC.

Chair, Board of Supervisors



Gerald W. Ward, CEO

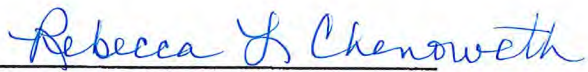
DATE: _____

DATE: 2.4.16

Attest:

Approved as to form:

Clerk of the Board of Supervisors



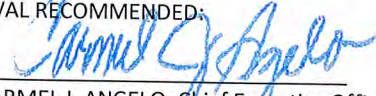
County Counsel

INSURANCE REQUIREMENTS:



Alan D. Flora
Assistant CEO/Risk Manager

EXECUTIVE OFFICE REVIEW
APPROVAL RECOMMENDED:

By: 

CARMEL J. ANGELO, Chief Executive Officer

FISCAL REVIEW:



Deputy CEO/Fiscal

EXHIBIT B