



WASTE CONNECTIONS INC.
Connect with the Future®

May 12, 2015

County of El Dorado
2850 Fairlane Court, Building "C"
Placerville, California 95667
Attention: Greg Stanton

Re: Assignment and Extension of Solid Waste Services Agreement

Dear Greg:

As you may be aware, South Tahoe Refuse Co. doing business as Sierra Disposal Service ("Sierra Disposal"), recently agreed to sell (the "Sale") to Waste Connections of California, Inc. ("Waste Connections") certain of its hauling assets in the western El Dorado County market. The Solid Waste Services Agreement, dated December 2, 2014 (the "Agreement"), by and between Sierra Disposal and the County of El Dorado (the "County"), is among the assets proposed to be transferred as part of the Sale. As a valued business partner, Sierra Disposal wants to assure you that the determination to consummate the Sale was undertaken only after the most serious consideration. We believe that Waste Connections will continue the business relationship embodied in the Agreement in accordance with the highest professional standards.

Pursuant to the requirements of Section 12 of the Agreement, the written consent of the County is required prior to an assignment of the Agreement. Accordingly, we kindly ask that the County's Board of Supervisors adopt resolutions that: (i) grant the aforementioned required written consent; (ii) incorporate the Franchise Area set forth in the Agreement into the WC Agreement; (iii) confirm that, following the closing of the Sale, the WC Agreement, will remain in full force and effect in accordance with their respective terms; and (iv) confirm the release of Sierra Disposal from any obligation under the Agreement arising after the closing of the Sale, in each case effective upon such closing. If the Sale is not consummated for any reason, this letter will cease to have effect and the Agreement will remain in place between Sierra Disposal and the County in accordance with its current terms.

In addition to the foregoing, Waste Connections would also like to direct the County's attention to **Schedule A** attached, which sets forth all of the additional benefits the County and the residents currently serviced pursuant to the Agreement will receive upon approving the assignment of the Agreement to Waste Connections. These additional benefits will be provided

to the County and/or its residents in the Franchise Area covered by the Agreement at no additional charge to the County or its residents.

If you have any questions, please do not hesitate to directly contact either Sue VanDelinder at 530-295-2816 or Jeff Tillman at 530-542-8300

Thank you for your continued support and cooperation.

Very truly yours,

Waste Connections of California, Inc.

**South Tahoe Refuse Co. doing business as
Sierra Disposal Service**

By: Susan L. VanDelinder
Name: Susan VanDelinder
Title: Division Vice President

By: Jeff Tillman
Name: Jeffrey Tillman
Title: President

Schedule A
Additional Contract Benefits

Benefits of Contract Consolidation

(1) MSW Carts (35-gal., 64-gal. or 96-gal.).

EDDS supplied carts for garbage and recyclables, Rolled out by 12/31/2015; eliminates need for customers to provide their own containers and maintain those containers at the customer's expense.

(2) 35-gal. Recycle Cart in Group Areas.

Provide carts in lieu of bags to encourage more recycling, cut down on litter, and provide for ease of use.

(3) Increased Economies of Scale.

Increase economies of scale for operations and for administration, including consolidation of accounting, annual reporting and elimination of SDS specific external financial audits thereby providing significant savings to the smaller SDS customer base.

(4) MRF Vouchers.

Vouchers for free disposal of solid waste and green waste at the Material Recovery Facility.

(5) Curbside Unlimited Green Waste Pickup Event.

One (1) curbside unlimited green waste pick-up to be scheduled during peak green waste seasons in both spring and fall.

(6) Curbside Voucher Expansion of Services.

Curbside voucher for free pick-up of bulky waste, paint, fluorescent tubes or bulbs, electronic waste, and green waste.

(7) Operational Efficiencies.

Operationally more efficient by having trucks in neighboring service areas that can assist when necessary, thereby cutting down on potential down time and disruption of service in the event of a break-down.

(8) Contract Administrative Benefit to County Staff.

The County also will benefit from a single consolidated agreement and will realize the efficiencies through a streamlined process (example: single rate application, Board preparation and presentation) as opposed to two separate agreements and associated terms.