

**CONSENT TO CHANGE IN CONTROL OF  
EEL RIVER DISPOSAL COMPANY, INC.**

This Consent to Change in Control ("Consent"), entered into this 25<sup>th</sup> day of ~~June~~<sup>July</sup> 2017, is by and between the County of Humboldt, a political subdivision of the State of California, hereinafter referred to as "COUNTY," and Eel River Disposal Company, Inc., a California corporation dba Eel River Disposal and Resource Recovery, Inc., hereinafter referred to as "EEL RIVER".

WHEREAS, COUNTY and EEL RIVER are parties to the following agreements (the "Agreements"):

- (i) Solid Waste Collection Franchise Agreement for the Ferndale and Fortuna Areas of Humboldt County, for services provided over the period October 6, 2008 to June 30, 2018.
- (ii) Solid Waste Collection Franchise Agreement for the Weott-Myers Flat Areas of Humboldt County, for services provided over the period November 1, 2010 to June 30, 2020.
- (iii) Agreement for Operation of Seven Southern Container Sites, for services provided over the period May 1, 2010 to June 30, 2019.
- (iv) Agreement for Operation and Maintenance of the Redway Transfer Station and Recycling Center, and the Hauling and Disposal of Waste Therefrom, for services provided over the period May 1, 2010 to June 30, 2029.
- (v) Solid Waste Collection Franchise Agreement for the Willow Creek Area of Humboldt County, for services provided over the period May 27, 2014 to June 30, 2024 (the "Willow Creek Franchise Agreement").

WHEREAS, on June 7, 2017, EEL RIVER entered into an agreement with Recology Inc., a California corporation, hereinafter referred to as "RECOLOGY", whereby RECOLOGY would acquire all of the outstanding shares of EEL RIVER (the "Transaction"), and upon the closing of the Transaction, EEL RIVER would become a wholly-owned subsidiary of RECOLOGY;

WHEREAS, under one or more of the Agreements, the Transaction constitutes a "change in control" of EEL RIVER, and therefore the consummation of the Transaction requires the prior written consent of the COUNTY.

NOW, THEREFORE, the parties hereto mutually agree as follows:

- 1. COUNTY hereby consents to the Transaction and EEL RIVER's change in control, as and to the extent required under each Agreement. This consent shall be effective as of the date first written above.

2. EEL RIVER hereby affirms that following the consummation of the Transaction, it will continue to perform the obligations of "Contractor" under each Agreement.

3. For the avoidance of doubt, the parties acknowledge that EEL RIVER, with COUNTY's consent, assigned all its rights and duties under the Willow Creek Franchise Agreement, other than those associated with debris box franchise solid waste, to Joshua and Lisa McKnight d/b/a Tom's Trash Company ("TOM'S TRASH"), pursuant to (and as more particularly described in) that certain Assignment and Assumption Agreement dated October 14, 2014 among COUNTY, EEL RIVER and TOM'S TRASH.

4. Each person executing this Consent represents and warrants that he or she is duly authorized and has legal authority to execute and deliver this Consent. Each party represents and warrants to the other that the execution and delivery of this Consent and the performance of such party's obligations hereunder have been duly authorized.

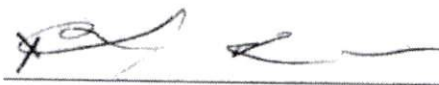
IN WITNESS WHEREOF, the parties hereto have executed this Consent on the date first written above.

*TWO SIGNATURES ARE REQUIRED FOR CORPORATIONS:*

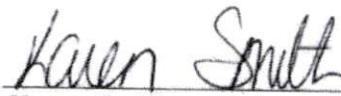
*(1) CHAIRPERSON OF THE BOARD, PRESIDENT, OR VICE PRESIDENT; AND*

*(2) SECRETARY, ASSISTANT SECRETARY, CHIEF FINANCIAL OFFICER OR TREASURER.*

**EEL RIVER DISPOSAL COMPANY, INC.:**


By:   
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Harry A. Hardin  
President

Date: 7-12-17

By:   
\_\_\_\_\_  
Karen Smith  
Secretary

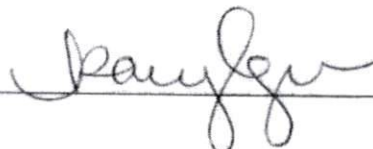
Date: 7-12-17

**COUNTY OF HUMBOLDT:**

By:   
\_\_\_\_\_  
Virginia Bass Ryan Sundberg  
Chair, Board of Supervisors Vice-Chair

Date: 7/25/17

**APPROVED AS TO INSURANCE PROVISIONS AND CERTIFICATES FILED:**

By:   
\_\_\_\_\_

Date: 7/17/2017

## Risk Management

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