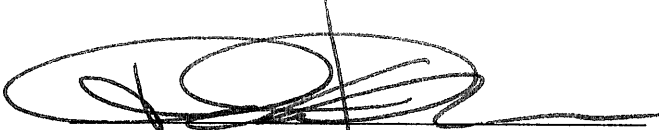


Landfill Services

Cefe Landfill TX, LP (“BFI”) and the City of Corpus Christi (the “City”) (individually, a “Party,” and collectively, the “Parties”) have reached an agreement in principle on the terms below, subject to approval by the Corpus Christi City Council and management of BFI as noted below.

- On or before May 6, 2019, BFI will provide the City (a) a list of all equipment at the Cefe Valenzuela Municipal Landfill (the “Landfill”); (b) the maintenance records for all equipment at the Landfill; and (c) a purchase price and, if possible, a monthly lease price for all equipment at the landfill.
- The Parties will amend the Landfill Services Agreement to terminate by mutual agreement on December 31, 2019.
- The Parties will enter into a settlement agreement which will include mutual releases of all claims and causes of action arising from performance under the Landfill Services Agreement prior to the effective date of the settlement agreement.
- Each Party will refrain from making disparaging statements or comments regarding the other, and to the extent permitted by law, each Party will instruct its employees to refrain from making any such disparaging statements or comments. Neither Party will issue a press release regarding termination of the Landfill Services Agreement unless such press release is approved, in writing, by the other Party.
- Upon termination of the Landfill Services Agreement, BFI will give the City all site operating records for the Landfill.
- The Parties will sign a formal agreement that will incorporate the terms herein and provide that any dispute arising under the formal agreement and/or from performance under the Landfill Services Agreement prior to December 31, 2019 will be resolved through a dispute resolution procedure identical to that contained in Section 9.12 of the Landfill Services Agreement.
- On or before May 6, 2019, BFI will identify all current employees who work at the Landfill who may be subject to covenants not to compete. The City agrees not to approach any employees regarding possible employment unless and until the City Council approves this agreement in principle and the execution of the formal agreement.
- The City will present this agreement in principle to the City Council for approval on or before May 14, 2019.

- The terms of this agreement in principle and the execution of the formal agreement are expressly subject to and conditioned upon approval by the Corpus Christi City Council and management of BFI.



For Cefe Landfill TX, LP

Name: Daniel Jones

Title: Attorney



For the City of Corpus Christi

Name: Mark DeKock

Title: Attorney

Waste Disposal

BFI Waste Services of Texas, LP (“BFI”) and the City of Corpus Christi (the “City”) (individually, a “Party,” and collectively, the “Parties”) have reached an agreement in principle on the terms below, subject to approval by the Corpus Christi City Council and management of BFI as noted below.

- The Parties will amend the Waste Disposal Agreement to terminate by mutual agreement on December 31, 2019.
- The Parties will enter into a settlement agreement which will include mutual releases of all claims and causes of action arising from performance under the Waste Disposal Agreement prior to the effective date of the settlement agreement.
- The Parties will amend the Waste Disposal Agreement to delete current Sections 2.2, 2.3, and 3.3.3 and include a new Section 2.2 under which Hauler guarantees to deliver not less than 10,000 tons per month for the months ending May 11, 2109; June 11, 2019; July 11, 2019; August 11, 2019; September 11, 2019; October 11, 2019; November 11, 2019; and December 11, 2019. For the avoidance of doubt, BFI will have no other obligation to deliver any minimum tonnage under the Waste Disposal Agreement prior to December 31, 2019.
- Each Party will refrain from making disparaging statements or comments regarding the other, and to the extent permitted by law, each Party will instruct its employees to refrain from making any such disparaging statements or comments. Neither Party will issue a press release regarding termination of the Waste Disposal Agreement unless such press release is approved, in writing, by the other Party.
- The Parties will sign a formal agreement that will incorporate the terms herein and provide that any dispute arising from performance under the Waste Disposal Agreement prior to December 31, 2019 will be resolved under the governing law and venue provision in Article 13 of the Waste Disposal Agreement.
- The City will present this agreement in principle to the City Council for approval on or before May 14, 2019.
- The terms of this agreement in principle and the execution of the formal agreement are expressly subject to and conditioned upon approval by the Corpus Christi City Council and management of BFI.



For BFI Waste Services of Texas, LP

Name: Daniel Jones

Title: Attorney



For the City of Corpus Christi

Name: Mark DeHoff

Title: Attorney