



**WASTE MANAGEMENT INC.**

1001 Fannin Street  
Houston, TX 77002  
(713) 512-6200

June 28, 2016

Todd Sadlo, Senior Assistant County Counsel  
Yamhill County  
535 NE Fifth Street  
McMinnville, OR 97218

**RE: Riverbend Landfill Environmental Trust Agreement Dated July 5, 1989**

Dear Mr. Sadlo:

Enclosed please find 3 original amendments to the above-referenced Trust Agreement. Wells Fargo, the Trustee is requesting an amendment to said agreement by adding a provision authorizing the Trustee to deliver and other materials for the securities or investments held in the funded trust account.

Please handle the following:

- Have a duly authorized representative execute all 3 original amendments
- Retain 1 original for Yamhill County
- Using the enclosed pre-addressed Fed Ex envelope, return 2 fully executed amendments to our attention

Feel free to contact me at (713) 265-1322 or [dseng@wm.com](mailto:dseng@wm.com) should you have any questions.

Sincerely,

A handwritten signature in blue ink that reads 'Diana Seng'.

Diana Seng  
Director of Treasury and Financial Assurance

B.O. 112-302

Amendment to  
Revocable Landfill -- Environmental Trust Agreement

This Amendment to Revocable Landfill -- Environmental Trust Agreement shall be effective upon execution, by and between Riverbend Landfill Co. ("Trustor"), successor to Riverbend Landfill Co., Inc., and Wells Fargo Bank, N.A. ("Wells Fargo"), successor to First Interstate Bank.

**WITNESSETH THAT:**

WHEREAS, Trustor and First Interstate Bank, predecessor to Wells Fargo entered into the Revocable Landfill -- Environmental Trust Agreement ("Trust Agreement") on July 5, 1989, which was amended October 1, 1994, and February 1, 2001.

WHEREAS, the Trustor and Trustee have reserved the right to amend the Trust Agreement; and

WHEREAS, the Trustor and Trustee desire to amend the Trust Agreement to have in writing which directly evidences Wells Fargo's capacity as Trustee under the Trust Agreement.

NOW THEREFORE, in consideration of the mutual covenants set forth in the Trust Agreement, it is agreed by the parties hereto that the Trust Agreement is hereby amended effective upon execution, as follows, with all other provisions of the Trust Agreement which are not herein amended, shall remain in full force and effect:

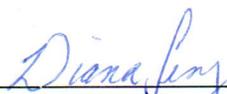
1. Article XIV shall be amended by adding the following provision.

(4) The Trustee is authorized to deliver proxy and other materials for securities held in the Account, including offers to tender or exchange such securities, to the Trustor or otherwise as the Trustor may direct in writing.

IN WITNESS WHEREOF, the parties have executed this Amendment to the Trust Agreement on the date(s) written below, to be effective as set forth herein.

**Riverbend Landfill Co.**

**Wells Fargo Bank, N.A.**

SIGNED: 

SIGNED: 

TITLE: Diana Seng  
Authorized Representative

TITLE: VP / Relationship Manager

DATE: 6/20/16

DATE: 5/25/16

Accepted by Yamhill County  
Board of Commissioners on

7-21-16 by Board Order

# 116-302

Attest:

SIGNED:

Courtney A. Tippy  
**Courtney A. Tippy**  
**Vice President and Secretary**

TITLE:

DATE:

6/23/16

SIGNED:

Steve Treperinas  
**Steve Treperinas**

TITLE:

Trust Officer

DATE:

5/26/16

Approved: Yamhill County

SIGNED:

[Signature]

TITLE:

Chair, Board of Commissioners

DATE:

7/21/16

Attest:

SIGNED:

[Signature]

TITLE:

Vice-Chair, Board of Commissioners

DATE:

7-21-16

Accepted by Yamhill County  
Board of Commissioners on

7.21.16 by Board Order

# 16-302