

**THIRD AMENDMENT TO
DISPOSAL AGREEMENT**

THIS THIRD AMENDMENT, made this ____ day of _____, 2017, to the Agreement dated October 19, 2004, as amended on May 31, 2007 and January 3, 2012 (the "Agreement") by and between the COUNTY OF JACKSON, NORTH CAROLINA (the "County"), and R & B LANDFILL, INC., a Georgia corporation (the "Company").

WHEREAS, the County and Company desire to further extend the term of the Agreement to ensure the continued availability of disposal capacity for the County; and

NOW, THEREFORE, the County and Company agree as follows:

Section 1. Term. The term of the Agreement is hereby extended through December 31, 2018.

Section 2. CPI Adjustments. The annual limit on CPI adjustments is hereby Eliminated.

Section 3. 2017 CPI Adjustment. In consideration for the County's agreement to extend the term of this Agreement and eliminate the cap on CPI adjustments, the Company agrees to waive the September CPI adjustment .

Section 4. Modification of Contract. Except as expressly set forth herein or as necessary to carry out the terms of this Amendment and the Agreement, no amendment of the terms of the Agreement is intended hereby and the Agreement and all its terms and conditions shall remain in full force and effect.

Section 5. Entirety: This Amendment is hereby incorporated into the Agreement and together therewith they contain the entire Agreement between the parties as to the matters contained therein. Any oral representations or modifications concerning this Agreement shall be of no force and effect. .

IN WITNESS WHEREOF, the parties hereto have set their hands as of this ____day of _____, 2017.

JACKSON COUNTY, NC

ATTEST:

Clerk

By: _____

Name: _____

Title: Chairman, Board of Commissioners

R & B LANDFILL, INC.

ATTEST:

Assistant Secretary

By: _____

Name: _____

Title: _____

STATE OF GEORGIA

COUNTY OF _____

I, _____, a Notary Public for said County and State, certify that _____, personally appeared before me this day and acknowledged that he is _____ of R & B LANDFILL, INC. a Georgia corporation, and that he, in his capacity as _____, by authority duly given and as the act of said corporation, executed the foregoing and annexed instrument on behalf of the Corporation.

WITNESS my hand and Notarial Seal, this the _____ day of _____, 2017.

Printed Name of Notary Public

My Commission Expires: _____