



**Integrated Waste  
Road & Bridge Operations  
Sonoma County Airport  
Sonoma County Transit**

**Johannes J. Hoevertsz, Director**

**Trish Pisenti, Deputy Director- Transportation & Operations  
Janice Thompson, Deputy Director- Engineering & Maintenance**

August 5, 2020

Via Federal Express and Email

Michael A. Caprio  
Republic Services  
3260 Blume Dr. Ste. 200  
Richmond, CA 94806

Dear Mr. Caprio,

This letter will memorialize the resolution of the past disagreement between Sonoma County ("County") and Republic Services of Sonoma County, Inc. ("Republic") over the payment of Concession Fees, as defined below, for the disposal and beneficial reuse of wildfire debris at the Sonoma Central Landfill and other disposal facilities covered by the Master Operations Agreement between the County and Republic.

Whereas, pursuant to the Master Operations Agreement between the County and Republic dated April 23, 2013 and amended on March 2, 2015 ("Agreement"), Republic is to pay the County a County Concession Fee, Committed Cities Contingent Liability Fee, Special Concession Payment and Waste Management Agency Fee (individually and collectively, "Concession Fees"). The Agreement provides, however, that "Special Waste" as defined in the Agreement is not subject to these fees.

Starting in 2017, wildfires in Sonoma County created extensive damage, requiring the disposal or beneficial reuse at the Central Landfill of large amounts of debris from those wildfires. To help with the mandated pace of the cleanup efforts, Republic accepted such debris at greatly reduced rates from the gate rates provided in the Agreement and did not charge Concession Fees for acceptance of this wildfire debris. Subsequently, on March 2, 2018, the County wrote Republic requesting the payment of approximately \$5.8 million dollars in Concession Fees on this wildfire debris, plus interest. Republic responded by letter, stating that this wildfire debris was exempt from paying Concession Fees based on the definition of "Special Waste" in the Agreement.

During negotiations between the County and Republic over a new and amended operations agreement, the parties concurred that the provisions in the Agreement regarding the payment of Concession Fees on debris from wildfires and other natural disasters should be revised and clarified going forward. To that end, the County and Republic agreed on a limitation to the Special Waste exemption on payment of Concession Fees as part of the new proposed "Amended and

Restated Agreement for Operation of the Central Landfill and County Transfer Stations,” (“Amended Operations Agreement”) and, in consideration of Republic’s execution of the Amended Operations Agreement and consent to its terms, the County hereby agrees to waive and release Republic and its direct and indirect parent companies and affiliates from all liabilities and claims for the payment of Concession Fees on the disposal of debris from wildfires and other natural disasters in Sonoma County prior to the Effective Date of the Amended Operations Agreement. After the Amended Operations Agreement becomes effective, the terms of the Amended Operations Agreement will control and limit the application of the Special Waste exemption for Concession Fees.

In granting this waiver and release, the County acknowledges that California's Civil Code, Section 1542, provides that: “A general release does not extend to claims which the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor or released party.” Notwithstanding this statute, the County intends by this letter to waive the benefits of this statute and release any and all claims, known and unknown, relating to the payment of any Concession Fees on Republic’s past disposal of wildfire debris prior to the effective date of the Amended Operations Agreement.

I have been duly authorized on behalf of the County to execute this letter. To signify Republic’s agreement to this letter and its provisions, please sign this letter as provided below and return an executed copy to my office.

Thank you for your cooperation in this matter.

Sincerely,

Johannes J. Hoevertsz, Director Public Works

Acknowledged and agreed to:

Republic Services of Sonoma County, Inc.

By: \_\_\_\_\_  
Michael A. Caprio, Vice President