OFFICE OF THE CITY ALLORNEY CHARLES PARKIN, City Attorney 411 West Ocean Boulevard, 9th Floor Long Beach. CA 90802-4664

CONSENT TO ASSIGNMENT AND ASSUMPTION OF

FRANCHISE AGREEMENT NO. 32125 32125

THIS CONSENT TO ASSIGNMENT AND ASSUMPTION OF AGREEMENT RELATING TO NON-EXCLUSIVE FRANCHISE AGREEMENT NO. 32125 ("Agreement") is made and entered into this day 14th day of March, 2022 ("Effective Date"), by and among the CITY OF LONG BEACH, a municipal corporation, with its principal place of business located at 411 West Ocean Blvd., Long Beach, California 90802 ("City"); ARAKELIAN ENTERPRISES, INC. DBA ATHENS SERVICES, a California corporation, with its principal place of business located at 14048 Valley Blvd., City of Industry, California 91746 ("Assignee") and CALMET SERVICES, INC., a California corporation, with its principal place of business located at 7202 Petterson Lane, Paramount, California 90723 ("Assignor").

RECITALS

WHEREAS, the City is responsible for the protection of public health and safety of its citizens, including the collection and transportation of municipal solid waste, the diversion of municipal solid waste from landfills and conservation of natural resources and energy, and has therefore undertaken a nonexclusive franchise system of commercial refuse hauling; and

WHEREAS, on August 3, 2010 in furtherance of these goals, City entered into that certain Non-Exclusive Franchise Agreement No. 32125 with Calmet Services, Inc. ("Calmet"), and on an annual basis, City issued refuse-hauling permits ("Permit"), latest one dated October 1, 2021, allowing it to operate as a permitted refuse hauler in the City, subject to conditions stated therein; and

WHEREAS, on November 18, 2021, Calmet entered into an agreement to sell all or substantially all of its assets to Arakelian Enterprises, Inc. dba Athens Services, and for Athens Services to assume Calmet's operations, including its operations under the Permit ("Transaction"); and

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WHEREAS, Non-Exclusive Franchise Agreement No. 32125 and the refusehauling permit dated October 1, 2021 will be acquired by Assignee on or about April 1, 2022; and

WHEREAS, Assignor desires to assign to Assignee, and Assignee desires to assume from Assignor, the Non-Exclusive Franchise Agreement No. 32125 and the refuse hauling permit dated October 1, 2021 between Assignor and the City, with all the rights and responsibilities enumerated therein, permitting Assignee to operate its refuse hauling business in the City of Long Beach; and

WHEREAS, City desires to consent to this Assignment and Assumption;

NOW, THEREFORE, in consideration of the mutual promises, covenants, quaranties and conditions contained in this Agreement, the parties agree as follows:

- 1. Assignor hereby grants, conveys and transfers to Assignee its rights and obligations under the Non-Exclusive Franchise Agreement No. 32125 and the refuse hauling permit dated October 1, 2021 with the City of Long Beach; and
- 2. Assignee hereby assumes the rights and obligations set forth in the Non-Exclusive Franchise Agreement No. 32125 and the refuse hauling permit dated October 1, 2021; and
- City consents to the assignment of the Non-Exclusive Franchise 3. Agreement No. 32125 and the refuse hauling permit dated October 1, 2021 and all amendments thereto, and confirms its terms; and
- 4. This Agreement shall become effective upon (i) execution by the City of this Assignment and (ii) the Closing of the Transaction. "Closing of the Transaction" shall mean the date upon which all of the following are satisfied: (i) Assignor and Assignee have executed this Agreement; and (ii) Assignee has provided written notice that the Transaction has been consummated between Assignor and Assignee.

IN WITNESS WHEREOF, the parties have caused this document to be executed with all formalities required by law as of the last date indicated below:

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Consent Agreement Transfer CalMet and Athens.docx