

(i) The scale house, three (3) inbound scales, one (1) outbound scale and the ancillary systems to operate said scales (collectively the "Scale Systems") all to be completed on or before September 30, 2018, provided, however, in the event the Scale Systems are not completed and operational by said date, City agrees to install a temporary scale house and rental scales or remote scales to allow for the commencement of the disposal of the C&D Waste at the Landfill upon the Mothballing of the Lewisville Landfill by Contractor, until such time as the Scale Systems are completed; and

(ii) Office facility with break room, locker room, and two (2) drive through maintenance bays with a wash bay (collectively "the Offices") all to be completed by September 30, 2019.

The Improvements shall be designed and constructed with good quality workmanship and materials and shall be based upon a headcount and equipment configuration to allow Contractor to operate the Landfill at waste disposal volumes greater than 5,000 tons per day. City agrees to be responsible for the payment all costs relating to the design and construction costs of the Improvements up to but not exceeding \$5,500,000. Contractor agrees to pay all costs relating to the design and construction of the Improvements exceeding \$5,500,000. For purposes of this Section 14.2, "the Improvements" shall mean, collectively, the Scale Systems and the Offices.

(b) Provided City reasonably anticipates completion of construction of the Scale Systems on or before September 30, 2018, Contractor shall proceed with plans to Mothball the Lewisville Landfill by September 30, 2018 and thereafter use good faith efforts to re-direct all C&D Waste, except for the Minimum Limits, to the Landfill beginning on or about October 1, 2018. All existing customers at Lewisville Landfill will maintain their current disposal rates at Lewisville Landfill as of the date the Lewisville Landfill is Mothballed, with new accounts set up at the Landfill. In the event City is projected to complete the Scale Systems Improvements prior to September 30, 2018, City shall notify Contractor in writing not later than ninety (90) days prior to the anticipated completion date whereupon Contractor shall use good faith efforts to proceed to Mothball the Lewisville Landfill by such projected date and transfer the existing Lewisville Landfill customers to the Landfill.

(c) In the event City fails to obtain a certificate of occupancy from the applicable governing authority for the Scale Systems and have the Scale Systems fully operational on or before September 30, 2018, or if Contractor notifies City that Contractor reasonably determines that City will be unable to complete the Scale Systems and obtain the necessary certificate of occupancy from the applicable governing and have the Scale Systems fully operational by September 30, 2018, Contractor shall not be required to pay Royalty Fees relating to disposal of C&D Waste disposed of at the Landfill on or after October 1, 2018, until the date City