

Lincoln County Assessor Parcel Numbers

8-201-11

8-201-12

8-201-13



0147301

When recorded, return to:

Coyote Springs Land Company, LLC

3100 State Route 168

PO Box 37010

Coyote Springs, Nevada 89037

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT ("Memorandum") is dated as of April 10, 2015, and given by WESTERN ELITE ENVIRONMENTAL INC., A Nevada corporation and BEDROC LIMITED LLC, a Nevada limited liability company (the "Landfill Entities"), in favor of COYOTE SPRINGS LAND COMPANY, LLC, a Nevada limited liability company ("CS Land") and COYOTE SPRINGS INVESTMENT LLC, a Nevada limited liability company (when taken together, the "Coyote-Companies").

Whereas the Landfill Entities and the Coyote-Companies entered into that certain "Landfill Settlement Agreement" dated April 10, 2015 (the "Agreement");

Whereas the Agreement provides that certain of Landfill Entities obligations run and burden the land owned by the Landfill Entities.

NOW THEREFORE, Landfill Entities and their respective successors and assigns agree that this Memorandum shall encumber and run with the land owned by the Landfill Entities commonly known as Lincoln County Assessor Parcel Numbers 8-201-11, and 8-201-12, and 8-201-13 for the benefit of the Coyote-Companies, which includes all of the terms, conditions, and obligations set forth in the Agreement, including, without limitation, the following:

ht 4-10-15



- a. Payment by Landfill Entities to CS Land of the following: Coyote Springs exclusivity fee (Section 4(d) of the Agreement); “Franchise Royalty” (Section 4(e) of the Agreement), and “Host Fee” (Section 5 of the Agreement) pursuant to the terms set forth in the respective Sections of the Agreement;
- b. A discount for Coyote-Companies and certain of their affiliates for hauling industrial sold waste and/or construction – demolition debris to any “Class III Landfill” operated by Landfill Entities; and
- c. Landfill Entities grant of a Right of First Refusal in favor of, and for the benefit of, CS Land; and
- d. Any other terms, conditions, or obligations set forth in the Agreement.

This Memorandum shall expire and be of no further force or effect on the last date on which any of the Landfill Entities or their successors or assigns have completed all statutory or regulatory closure obligations for landfill operations, as required by the federal government, state government, county government or any other regulatory agency or entity.

[SIGNATURE & NOTARY PAGES FOLLOW]

ht 4-10-15



Now therefore, the following entities agree, execute and agree to record this Memorandum in the Official Records of Lincoln County, Nevada.

WESTERN ELITE ENVIRONMENTAL INC.
a Nevada corporation

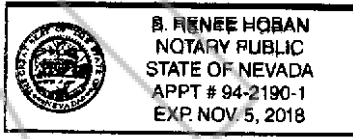
By: *Ryan Williams*
Name: Ryan Williams
Its: President

State of Nevada)
County of Clark)

This instrument was acknowledged before me on April 13, 2015, by Ryan Williams, of Western Elite Environmental, Inc.

Notary: *S. Renee Hoban*
My commission expires: 11/5/18

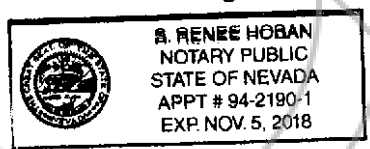
BEDROC LIMITED LLC
a Nevada limited liability company



By: *Ryan Williams*
Name: Ryan Williams
Its: Manager

State of Nevada)
County of Clark)

This instrument was acknowledged before me on April 13, 2015, by Ryan Williams as manager of BedRoc Limited, LLC.



Notary: *S. Renee Hoban*
My commission expires: 11/5/18



0147301

COYOTE SPRINGS INVESTMENT LLC
a Nevada limited liability company

By: [Signature]
Name: Albert D. Seeno
Its: Manager / Agent 4-10-15

State of Nevada)
County of _____)

This instrument was acknowledged before me on _____, 2015, by _____, as _____ of Coyote Springs Investment LLC.

Notary: _____
My commission expires: _____

COYOTE SPRINGS LAND COMPANY LLC
a Nevada limited liability company

By: [Signature]
Name: Albert D. Seeno
Its: Manager / Agent 4-10-15

State of Nevada)
County of _____)

This instrument was acknowledged before me on _____, 2015, by _____, as _____ of Coyote Springs Land Company LLC.

Notary: _____
My commission expires: _____



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT
(Civil Code §1189)

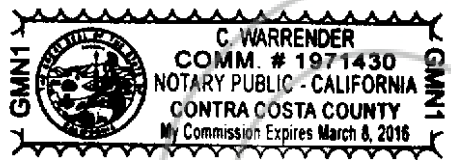
A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
) ss.
COUNTY OF CONTRA COSTA)

On April 10th, 2015, before me, C. WARRENDER, a Notary Public, personally appeared **ALERT D. SEENO III**, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



C. Warrender
SIGNATURE OF NOTARY

***** OPTIONAL *****

Title or Type of Document: _____
Signer(s) are Representing: _____
Document Date: _____

