

STATE OF TEXAS §
 §
COUNTY OF HIDALGO §

**AMENDMENT No. 3
TO PROFESSIONAL SERVICE AGREEMENT BETWEEN
HIDALGO COUNTY, TEXAS AND COOK-JOYCE, INC.**

This **AMENDMENT TO THE PROFESSIONAL SERVICE AGREEMENT** dated May 5, 2008 by and between **HIDALGO COUNTY** (the "County"), and **COOK-JOYCE, INC.** (the "Company") is entered into between the parties on the **26th** day of **July, 2011**.

WHEREAS, Company and County entered into an Agreement dated May 5, 2008 in which the Company agreed to provide professional engineering services concerning the operation, development and closure of the Hidalgo County Precinct 3 Penitas Landfill (the "Agreement")

WHEREAS, the Company desires to correct effective date of Amendment No. 2, to the Agreement provided by the Company.

WHEREAS, the parties desire to amend the Agreement as hereinafter provided.

NOW THEREFORE, for and in consideration of the terms and provisions set forth herein, for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, County and Company hereby agree to the following amendments to the Agreement:

1. Effective date of Amendment No. 2 is deleted in its entirety and to reflect in lieu thereof with:

1st day of September, 2010

2. Except as modified herein, all terms and conditions of the Agreement, as amended, remain in full force and effect. Auctioneer and County ratify and confirm the terms and provisions of the Agreement as amended.

EXECUTED IN DUPLICATE ORIGINALS and effective as of the day and year first written above.

HIDALGO COUNTY

Ramon Garcia, County Judge

ATTEST:

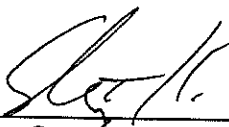
Arturo Guajardo, Jr., County Clerk

COOK-JOYCE, INC.

Stephen L. Cook, P.E., President

Approved as to Form:

ATLAS & HALL, L.L.P.



By: Stephen L. Crain