

SECOND AMENDMENT TO SERVICE AGREEMENT

This Second Amendment to Service Agreement dated as of August 10, 2017 amends the Service Agreement dated as of _____ and First Amendment to Service Agreement dated as of (together, the “**Agreement**”) by and between Covanta Haverhill Associates, LLC (formerly known as Covanta Haverhill Associates) and _____.

The terms used herein with the initial letter capitalized, unless otherwise defined herein, shall have the meanings therefore set forth in the Agreement.

THEREFORE, in consideration of their mutual promises set forth below and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the parties hereby agree to amend the Agreement as follows:

1. Section 7 is hereby amended by adding the following:

<u>Contract Year</u>	<u>Tipping Fee</u>
July 1, 2018 through June 30, 2019	\$70.70

On July 1, 2019 and July 1, 2020, the Tipping Fee shall be subject to an increase over the previous Tipping Fee by a percentage positive increase, if any, in the Consumer Price Index, for All Urban Consumers Boston-Brockton-Nashua, MA-NH-ME-CT All Items (“**CPI-U**”), published by the U.S. Department of Labor, Bureau of Statistics from the preceding year. The percentage change in the CPI-U shall be calculated using the change from January of the current year compared to January of the prior year.

2. Section 8 is hereby deleted and replaced with the following:

This Agreement shall commence on July 1, 2013 (the “**Commencement Date**”) and end on June 30, 2021.

All terms and conditions set forth in the Agreement not specifically amended hereby shall remain in full force and effect. This Second Amendment may be executed in any number of counterparts, each of which shall be deemed an original and all of which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have entered into this Second Amendment as of the date first above written.

COVANTA HAVERHILL ASSOCIATES, LLC

By: _____

Name: _____

Title: _____

[Town name]

By: _____

Name: _____

Title: _____