

**MEMORANDUM OF UNDERSTANDING CONCERNING THE
REGIONAL SOLID WASTE AND
RECYCLING SYSTEM AGREEMENT**

This Memorandum of Understanding Concerning the Regional Solid Waste and Recycling System Agreement is made and entered into as of this 24 day of June 2019 ("MOU") by and between Housatonic Resources Recovery Authority, a regional resources recovery authority created pursuant to the provisions of Chapter 103b of the Connecticut General Statutes, with offices located at Old Town Hall, 162 Whisconier Road, Brookfield, Connecticut (hereinafter referred to as "HRRA" or the "Authority"), and Oak Ridge Transfer Stations, LLC (formerly known as Winters Bros. Transfer Stations of CT, LLC), a Delaware limited liability company with a principal place of business at 307 White Street, Danbury, Connecticut (hereinafter referred to as the "Company").

W I T N E S S E T H:

WHEREAS, HRRA and the Company are parties to that certain Regional Solid Waste and Recycling System Agreement by and between them, made and entered into as of the 11th day of January 2018, and amended by Amendment No 1 (as amended, the "System Agreement");

WHEREAS, Appendix E to the System Agreement provides, among other things, that the Recyclables Tip Fee payable to the Company by Collectors is \$25.00 per Ton of Recyclable Materials delivered to the Danbury Recycling Facility or the MRF (as such terms are defined in the System Agreement);

WHEREAS, market conditions have deteriorated such that the Company has requested that HRRA agree to a temporary increase of the Tip Fee payable by Collectors to the Company to \$65.00 per Ton of Recyclable Materials delivered to the Danbury Recycling Facility or the MRF; and

WHEREAS, HRRA desires to grant the Company's request.

NOW THEREFORE, in consideration of the premises and the mutual agreements of the parties, HRRA and the Company hereby agree, as follows:

1. The Tip Fee payable to the Company by Collectors shall be increased, effective July 1, 2019, to \$65.00 per Ton of Recyclable Materials delivered to the Danbury Recycling Facility or the MRF by Collectors, which increase shall expire on September 23, 2019, at which time the Tip Fee shall revert to \$25.00 per Ton.

2. The Parties shall cooperate in notifying the Collectors of the increase in the Tip Fee set forth in Section 1 above such that the notification is made prior to its effective date, it being understood that notwithstanding the provisions of Section 1 above, the increase shall not become effective prior to such notification.

3. The Parties agree that they will meet to review market conditions on or about September 23, 2019.

4. The Company shall provide HRRRA the HRRRA ACR report no later than September 16, 2019.

IN WITNESS WHEREOF, HRRRA and Company have caused this MOU to be executed by their duly authorized officers or representatives and to be dated as of the date and year first written above.

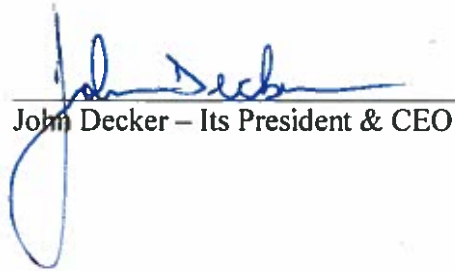
**HOUSATONIC RESOURCES
RECOVERY AUTHORITY**

By



Matt Knickerbocker – Its Chairman

By



John Decker – Its President & CEO