

FIRST AMENDMENT

TO

OPERATION AND MAINTENANCE
OF THE
MID-CONNECTICUT RESOURCE RECOVERY FACILITY
AGREEMENT

BETWEEN

CONNECTICUT RESOURCES RECOVERY AUTHORITY

AND

NAES CORPORATION

The effective date ("Effective Date") of the Operation and Maintenance of the Mid-Connecticut Resource Recovery Facility Agreement shall be **December 16, 2010**.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals as of the day and year indicated below.

**CONNECTICUT RESOURCES RECOVERY
AUTHORITY**

By: Thomas D. Kirk
Thomas D. Kirk
Its President
Duly Authorized

12/22/2010
Date

NAES CORPORATION

By: Glen Canavera
Glen Canavera
Its Vice President, Marketing
Duly Authorized

12/20/2010
Date