

AMENDMENT TO COOPERATION AGREEMENT

This Amendment to Cooperation Agreement (this "Amendment") is entered into as of October 23, 2013, by and between the LANCASTER COUNTY SOLID WASTE MANAGEMENT AUTHORITY ("LCSWMA"), a Pennsylvania municipal authority, and the COUNTY OF DAUPHIN (the "County"), a Pennsylvania third class county.

Background

LCSWMA and the County, as the parties to a Cooperation Agreement (the "Agreement") dated **October 23, 2013**, have determined to amend specific terms of the Agreement and enter into this Amendment to effect such amendments.

Therefore, intending to be legally bound by this Amendment, and in consideration of the mutual benefits and obligations arising under the Agreement and this Amendment, LCSWMA and the County agree as follows:

1. Section 3 of the Agreement is amended to redefine the "End Date" to mean the later of the twentieth (20th) anniversary of closing under the Purchase Agreement or of the date of final maturity of the 2013B Bonds, as defined herein, or earlier Termination Date.

2. Section 7 (b) of the Agreement is amended to add the following sentence: "Upon the County's receipt of RACP Grant funds from the Commonwealth of Pennsylvania, the County will notify LCSWMA of such receipt and upon submission to the County of a certification from the Chief Executive Officer of LCSWMA that LCSWMA has expended at least Eight Million Dollars (\$8,000,000) in eligible matching Facility purchase price and improvement costs as contemplated by the Harrisburg Strong Plan, the County will forward the RACP Grant funds to LCSWMA."

3. Section 13 of the Agreement is amended such that all references to Subordinated Loan shall be references to the Guaranteed Authority Bonds, Series B of 2013 (the "2013B Bonds"), of LCSWMA. Subsection (a) of Section 13 is further amended by deletion thereof and substitution of the following in replacement thereof:

"(a) The 2013B Bonds will be interest only for the Term. LCSWMA will be responsible for interest of Two Hundred Forty Thousand Dollars (\$240,000) per annum on the 2013B Bonds, payable semi-annually, on June 15 and December 15, during the Term, and the balance of the interest will be the responsibility of and shall be paid by the County. On each May 5 and November 5, LCSWMA will invoice the County for the County's share of interest, and when applicable principal, to be paid by the County, and the

County shall make payment of such invoiced amounts to LCSWMA on or before each May 15 and November 15."

4. Except as amended by this Amendment, the Agreement and all remaining terms and provisions thereof are hereby ratified and confirmed and remain in full force and effect.

COUNTY OF DAUPHIN

Dated: 10/23/13

By: , Chairman

By: 

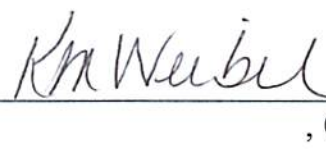
By: 

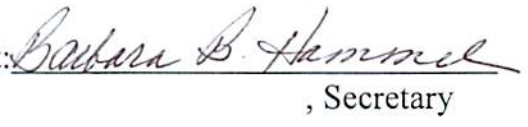
Attest:


Deputy Chief Clerk

LANCASTER COUNTY SOLID WASTE MANAGEMENT AUTHORITY

Dated: _____

By: , Chairman

Attest: , Secretary