



March 28, 2014

Mr. Mark J. Green  
Project Director  
Energy Answers Arecibo LLC  
Suite 229, 530 Constitución Ave.  
San Juan, PR 00901-2304

**RE: Acceptance Letter**

Dear Mr. Green:

It was a pleasure meeting with you on the potential business opportunities resulting from the development of the Resource Recovery Facility ("RRF") proposed by Energy Answers Arecibo, LLC. ("EAA") to be located in the Cambalache Ward of the Municipality of Arecibo, Puerto Rico. We look forward to a long and mutually beneficial business relationship that serves both EEA and our company.

As we discussed, the Penuelas Landfill (the Landfill) is a fully permitted, subtitle-D compliant, landfill currently under construction, with sufficient capacity to manage the non-hazardous ash residues generated by the proposed EAA RRF. The Landfill will be fully operational well in advance of the completion of the EAA RRF construction, which is anticipated to require approximately three years to complete.

Please allow this communication to serve as an acceptance letter confirming our interest and willingness to receive and dispose of the non-hazardous ash residues resulting from the above mentioned EAA's RRF. This acceptance is conditioned upon EAA documenting that it meets all promulgated federal and commonwealth regulations applicable to the generation of non-hazardous solid wastes, as well as conducting and providing confirmation of compliance with all required federal and commonwealth sampling and testing protocols for the non-hazardous solid wastes to be disposed of at our facility.

We ask that the existence of this acceptance letter be maintained confidential, as it is part of our company's strategic business and development plan for the future. For such reason the information herein included should be considered and treated as privileged and/or confidential Commercial Information subject to Federal and/or State Law restrictions. In the event that EEA and/or any of its representatives is requested or required by any third party to disclose any Confidential Information, EEA shall immediately, upon receipt of such request and prior to any disclosure, provide adequate notice to Ecosystems to allow, reject or condition such requirements.

Again, we look forward to a long standing business relationship with EAA.

Cordially,

A handwritten signature in blue ink, appearing to read "Ivelisse Estrada Rivero". The signature is fluid and cursive, with a long horizontal stroke extending to the left.

Ivelisse Estrada Rivero- Executive VP