

#3

Draft 7/13/05

from Palmer + Dodge
new 9-month disposal contract
with wheelabrator

July __, 2005

Wheelabrator North Andover Inc.
285 Holt Road
North Andover, MA 01845

Re: Acton Service Agreement

We have acted as special counsel to the North East Solid Waste Committee ("NESWC") in connection with the negotiation, execution and delivery by the Town of Acton, Massachusetts (the "Town"), of a Service Agreement dated as of July __, 2005 (the "Service Agreement") between the Town and Wheelabrator North Andover Inc. ("WNA").

We have examined the Service Agreement as executed by the Town. With respect to the authorization, execution and delivery of the Service Agreement by the Town we have also examined (and rely upon for purposes of this opinion) (i) a certified copy of proceedings of the Town authorizing the execution and delivery of the Service Agreement by the Town and (ii) the certificate of the Town Manager and Town Clerk to the effect that, among other things, the Town Manager has executed and delivered the Service Agreement and that no proceedings of the Town necessary to the authorization, execution and delivery of the Service Agreement have been repealed or amended. We have also examined the laws of the Commonwealth of Massachusetts applicable to the authorization, execution, delivery and performance by the Town of the Service Agreement.

Based on our examination, we are of the opinion, as of the date hereof and under existing law, that:

1. The Town was, as of the date of execution and delivery by it of the Service Agreement, and is, as of the date hereof, duly empowered to authorize, execute, deliver and perform the Service Agreement.

2. The Service Agreement has been duly and validly authorized, executed and delivered by the Town and, assuming due and valid authorization, execution and delivery by WNA, constitutes a valid and binding agreement of the Town, enforceable in accordance with its terms.

It is to be understood that the enforceability of the Service Agreement may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable and that its enforcement may also be subject to the exercise of judicial discretion in appropriate cases.

Very truly yours,

TO BE SIGNED BY PALMER & DODGE