

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **March 1, 2023**

**CLEAN HARBORS, INC.**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction  
of incorporation)

**001-34223**  
(Commission  
File Number)

**04-2997780**  
(IRS Employer  
Identification No.)

**42 Longwater Drive Norwell MA**  
(Address of Principal Executive Offices)

**02061-9149**  
(Zip Code)

Registrant's telephone number, including area code **(781) 792-5000**

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

**Name of each exchange on which  
registered**

**Title of each class**

**Trading Symbol**

Common Stock, \$0.01 par value

CLH

New York Stock Exchange

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 1, 2023, Clean Harbors, Inc. (the "Company") announced that Eric J. Dugas, currently the Company's Senior Vice President, Finance and Chief Accounting Officer has been appointed Executive Vice President ("EVP") and Chief Financial Officer effective March 31, 2023. Mr. Dugas will also continue to serve as the Company's principal accounting officer. Mr. Dugas, who has been with the Company since 2014, will succeed Michael Battles who, as previously announced, will become co-CEO with Chief Operating Officer Eric Gerstenberg effective March 31, 2023. The Company also announced that Brian Weber has been promoted to EVP and President, Safety-Kleen Sustainability Solutions effective April 1, 2023. Mr. Weber previously served as Executive Vice President of Corporate Planning and Development and has been with the Company since 1990.

The terms of Mr. Dugas' employment with the Company are set forth in an accepted employment offer letter which is filed as Exhibit 10.64 to this report. In summary, the base salary for Mr. Dugas will be \$425,000 annually. In addition to eligibility for the Company's standard benefits, Mr. Dugas will be eligible to receive cash bonuses under the Company's Senior Executive Incentive Plan ("SEIP") and Management Incentive Plan ("MIP") and to participate in the Company's Long Term Incentive Plan which includes both time based and performance based restricted stock. The employment offer letter also provides for one year of severance benefits for Mr. Dugas.

The terms of Mr. Weber's employment with the Company are set forth in an accepted employment offer letter which is filed as Exhibit 10.65 to this report. In summary, the base salary for Mr. Weber will be \$550,000 annually. Mr. Weber will continue to be able to receive cash bonuses under the Company's SEIP and MIP bonuses as well as the Company's Long Term Incentive Plan which includes both time based and performance based restricted stock. Mr. Weber's previous severance agreement remains in effect.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being furnished herewith:

- 10.64\* [Eric J. Dugas accepted offer letter dated February 24, 2023](#)
- 10.65\* [Brian Weber accepted offer letter dated February 24, 2023](#)
- 99.1 [Press Release of the Company, dated March 1, 2023, announcing Executive Officer Updates](#)
- 104 Cover Page Interactive Data File (embedded within Inline XBRL document)

\*A "management contract or compensation plan or arrangement" filed as an exhibit to this report pursuant to Item 5.02 of Form 8-K and Item 6.01(b)(10) (iii) of Regulation S-K.

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Clean Harbors, Inc.  
(Registrant)

March 1, 2023

/s/ Michael L. Battles  
Executive Vice President and Chief Financial Officer



42 Longwater Drive  
P.O. Box 9149  
Norwell, MA 02061-9149

February 24, 2023

Dear Eric:

I am pleased to offer you a promotion to Executive Vice President & Chief Financial Officer, reporting to Co-Chief Executive Officer Mike Battles. This position will continue to be based out of our Norwell, MA location.

The terms set forth in this offer will become effective March 31, 2023, pending your written acceptance of this offer and signing and returning an updated a Confidentiality, Non-Solicitation and Non-Competition Agreement.

### **Base Salary**

Your base compensation will be at the rate of \$425,000.00 annually (\$17,708.33 paid semi-monthly).

### **Annual Incentive**

You will be eligible to participate in the Senior Executive Incentive Plan ("SEIP"), with a bonus opportunity of up to 80% of your base salary. The SEIP is based on achievement of individual goals set by you and goals tied to the Company's priorities and must be agreed upon by you and your supervisor. The SEIP is subject to annual review and approval by the Executive Staff of Clean Harbors.

You will also be eligible to participate in the Company's Management Incentive Program ("MIP"), with a bonus target opportunity of 50% of your base salary. The MIP is based on annual achievement of the Company's Revenue, EBITDA, Free Cash Flow and Safety Total Recordable Incident Rate (TRIR) targets and is subject to annual review and approval by the Compensation Committee of the Board of Directors.

### **Long-Term Incentive**

You will be eligible to participate in the Company's Performance Based Restricted Stock Program, at a rate equivalent to 110% of your base salary, beginning with the 2023 plan year. The Performance Based Stock Program is based on the Company's achievement of specific goals for EBITDA Margin % and ROIC and vests over a five-year period, subject to performance targets being met.

You will also be eligible to participate in the Company's Time-Based Restricted Stock Program, at a rate equivalent to 30% of your base salary. The Time-Based Stock Program is designed to retain and reward key leaders in the Company, and vests over a five-year period.

These programs are subject to annual review and approval by the Compensation Committee of the Board of Directors. Details of these programs will be sent under separate cover.

### **Severance Agreement**

Your existing Severance Agreement dated July 1, 2019, remains in full force and effect, but Severance Benefits will be increased to up to one year.

*"People and Technology Creating a Safer, Cleaner Environment"*

## Offer Contingencies

This offer is contingent upon your review and signature of the Confidentiality, Non-Solicitation and Non-Competition Agreement that accompanies this letter.

It is mutually understood that employment with the Company is "at will" in nature, which means an employee may resign at any time and the Company may terminate employment with or without notice. It also is mutually understood that a continuing condition of your employment is your agreement to comply with the Company's Standards of Ethical Professional Conduct and with other various Company policies and procedures which may be adopted from time to time.

Please sign below, indicating that you have reviewed this offer and accept the provisions as stated. If you have any questions, please feel free to contact me at 781.792.5000.

We believe that the quality of our employees will define our future. As such, we select employees who have outstanding abilities and potential for continued success. I look forward to your ongoing contribution and level of expertise.

Sincerely,

/s/ Melkeya McDuffie

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Melkeya McDuffie

Executive Vice President, Human Resources

/s/ Eric J. Dugas

\_\_\_\_\_  
Eric Dugas

February 27, 2023

\_\_\_\_\_  
Date

I have reviewed this offer of "At Will Employment." I accept the provisions as stated, and I understand and agree that my acceptance does not create and shall not be considered nor construed as an employment contract with Clean Harbors.

*"People and Technology Creating a Safer, Cleaner Environment"*



42 Longwater Drive  
P.O. Box 9149  
Norwell, MA 02061-9149

February 24, 2023

Dear Brian:

I am pleased to offer you a promotion to President SK Sustainability Solutions, reporting to Co-Chief Executive Officer, Mike Battles. This position will continue to be based out of our Norwell, MA location.

The terms set forth in this offer will become effective March 31, 2023, pending your written acceptance of this offer and signing and returning a Confidentiality, Non-Solicitation and Non-Competition Agreement.

### **Base Salary**

Your base compensation will be at the rate of \$550,000.00 annually (\$22,916.66 paid semi-monthly).

### **Annual Incentive**

You will be eligible to participate in the Senior Executive Incentive Plan (“SEIP”), with a bonus opportunity of up to 80% of your base salary. The SEIP is based on achievement of individual goals set by you and goals tied to the Company’s priorities and must be agreed upon by you and your supervisor. The SEIP is subject to annual review and approval by the Compensation Committee of the Board of Directors.

You will also be eligible to participate in the Company’s Management Incentive Program (“MIP”), with a bonus target opportunity of 50% of your base salary. The MIP is based on annual achievement of the Company’s Revenue, EBITDA, Free Cash Flow and Safety Total Recordable Incident Rate (TRIR) target. The MIP is subject to annual review and approval by the Compensation Committee of the Board of Directors.

### **Long-Term Incentive**

You will be eligible to participate in the Company’s Performance Based Restricted Stock Program, at a rate equivalent to 120% of your base salary, beginning with the 2023 plan year. The Performance Based Stock Program is based on the Company’s achievement of specific goals for EBITDA Margin % and ROIC and vests over a five-year period, subject to performance targets being met.

You will also be eligible to participate in the Company’s Time-Based Restricted Stock Program, at a rate equivalent to 40% of your base salary. The Time-Based Stock Program is designed to retain and reward key leaders in the Company, and vests over a five-year period.

In addition, you will receive a one-time grant of 5,000 shares which will also vest over a five-year period.

These programs are subject to annual review and approval by the Compensation Committee of the Board of Directors. Details of these programs will be sent under separate cover.

### **Severance Agreement**

Your existing Severance Agreement dated April 8, 2010, remains in full force and effect.

*“People and Technology Creating a Safer, Cleaner Environment”*

**Offer Contingencies**

This offer is contingent upon your review and signature of the Confidentiality, Non-Solicitation and Non-Competition Agreement that accompanies this letter.

It is mutually understood that employment with the Company is "at will" in nature, which means an employee may resign at any time and the Company may terminate employment with or without notice. It also is mutually understood that a continuing condition of your employment is your agreement to comply with the Company's Standards of Ethical Professional Conduct and with other various Company policies and procedures which may be adopted from time to time.

Please sign below, indicating that you have reviewed this offer and accept the provisions as stated. If you have any questions, please feel free to contact me at 781.792.5000.

We believe that the quality of our employees will define our future. As such, we select employees who have outstanding abilities and potential for continued success. I look forward to your ongoing contribution and level of expertise.

Sincerely,

/s/ Melkeya McDuffie  
Melkeya McDuffie  
Executive Vice President, Human Resources

/s/ Brian Weber  
Brian Weber

February 27, 2023  
Date

I have reviewed this offer of "At Will Employment." I accept the provisions as stated, and I understand and agree that my acceptance does not create and shall not be considered nor construed as an employment contract with Clean Harbors.

*“People and Technology Creating a Safer, Cleaner Environment”*





Press Release

**Clean Harbors Announces Executive Leadership Update**

- *Chief Accounting Officer Eric Dugas Named EVP and Chief Financial Officer*
- *EVP Brian Weber Appointed President of Safety-Kleen Sustainability Solutions*

**NORWELL, Mass. – March 1, 2023** – [Clean Harbors, Inc.](#) (“Clean Harbors”) (NYSE: CLH), the leading provider of environmental and industrial services throughout North America, today announced that it has appointed Eric Dugas as EVP and Chief Financial Officer, effective March 31, 2023. Dugas will succeed Michael Battles who, as previously announced, will become co-CEO with Chief Operating Officer Eric Gerstenberg on that date.

“Since his arrival in 2014, Eric has proven himself as a thoughtful and talented finance leader,” Battles said. “Over the past nine years, he has already participated in many of the key elements of being a public company CFO, including debt raises, equity conferences and close engagement with the operational business leaders. Eric is a strategic thinker who during his time with the Company has gained a strong understanding of the business and markets in which we operate, has deep knowledge of accounting rules for our industry and carries a strong capital allocation discipline. He will be a great business partner to the organization in his well-earned new role.”

Dugas was named CAO shortly after joining the Company. Dugas spent more than a decade at Deloitte & Touche before joining the Company. In 2019, he completed the Advanced Management Program at Harvard Business School. Dugas holds a Bachelor of Science in Accounting from Boston College and is a Certified Public Accountant (CPA).

The Company also announced today that EVP of Corporate Planning and Development Brian Weber has been named EVP and President of the Safety-Kleen Sustainability Solutions (SKSS) segment.

“Sustainability continues to be a growing part of the Clean Harbors story and we see significant opportunity to expand our SKSS business in both scale and scope,” said Gerstenberg. “Given his long operational experience with the organization, understanding of customer needs and business development expertise, Brian is the right person to spearhead the next stage of growth in SKSS. Brian has been successful at every level of the organization during his three decades with the Company that includes overseeing our Bulk Products and Services (BPS) business within SKSS. BPS includes a variety of services such as our sale and distribution of blended products through our OilPlus® closed loop program. We are confident that SKSS will benefit from his stewardship and he will derive additional shareholder value from those assets.”



Weber has been with Clean Harbors since 1990. He has served in a variety of senior management positions during that time and most recently was the Company's Executive Vice President of Corporate Planning and Development. Weber holds a Bachelor of Science degree in Business Management from Westfield State College.

### **About Clean Harbors**

Clean Harbors (NYSE: CLH) is North America's leading provider of environmental and industrial services. The Company serves a diverse customer base, including a majority of Fortune 500 companies. Its customer base spans a number of industries, including chemical, energy and manufacturing, as well as numerous government agencies. These customers rely on Clean Harbors to deliver a broad range of services such as end-to-end hazardous waste management, emergency spill response, industrial cleaning and maintenance, and recycling services. Through its Safety-Kleen subsidiary, Clean Harbors also is North America's largest re-refiner and recycler of used oil and a leading provider of parts washers and environmental services to commercial, industrial and automotive customers. Founded in 1980 and based in Massachusetts, Clean Harbors operates in the United States, Canada, Mexico, Puerto Rico and India. For more information, visit [www.cleanharbors.com](http://www.cleanharbors.com).

Clean Harbors • 42 Longwater Drive • PO Box 9149 • Norwell, Massachusetts 02061-9149 • 800.282.0058 • [www.cleanharbors.com](http://www.cleanharbors.com)



## Safe Harbor Statement

Any statements contained herein that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are generally identifiable by use of the words “believes,” “expects,” “intends,” “anticipates,” “plans to,” “seeks,” “should,” “estimates,” “projects,” “may,” “likely,” or similar expressions. Such statements may include, but are not limited to, statements about planned executive team changes, and other statements that are not historical facts. Such statements are based upon the beliefs and expectations of Clean Harbors’ management as of this date only and are subject to certain risks and uncertainties that could cause actual results to differ materially, and those items identified as “Risk Factors” in Clean Harbors’ most recently filed Form 10-K and Form 10-Q. Forward-looking statements are neither historical facts nor assurances of future performance. Therefore, readers are cautioned not to place undue reliance on these forward-looking statements. Clean Harbors undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements other than through its filings with the Securities and Exchange Commission, which may be viewed in the “Investors” section of Clean Harbors’ website at [www.cleanharbors.com](http://www.cleanharbors.com).

## Contacts:

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