



REPUBLIC SERVICES

WASTE COLLECTION • RECYCLING • TRANSFER • DISPOSAL

September 15, 2008

Dr. Douglas Selby
City of Las Vegas
400 East Stewart Avenue
Las Vegas, Nevada 89101

Re: Memorandum of Understanding Amending December 31, 1985 Garbage Disposal Agreement, dated as of June 12, 1999, among City of Las Vegas (the "City") and Republic DUMPCO, Inc. ("DUMPCO") and Republic Silver State Disposal, Inc. ("RSSD") (the "Agreement")

Dear Dr. Selby:

As you may be aware, Republic Services, Inc. ("Republic"), the parent company of DUMPCO and RSSD, recently agreed to acquire Allied Waste Industries, Inc. ("Allied"). The acquisition is currently scheduled to close prior to the end of calendar year 2008 and will result in Allied becoming a wholly-owned subsidiary of Republic. This transaction will establish one of the nation's leading waste and environmental service providers. The combined company will have more than 35,000 employees providing unmatched customer service and operating efficiency to greater than 13 million customers in 40 states and Puerto Rico.

The acquisition of Allied will be accomplished through a merger transaction in which all of the outstanding shares of Allied capital stock will be acquired by Republic in exchange for shares of Republic common stock (the "Acquisition"). As of the closing of the Acquisition, Allied shareholders shall hold greater than 50% of the ownership of Republic.

Republic wants to assure you that following the Acquisition, we will continue to operate in accordance with Republic's high professional standards and provide services to you in full compliance with the terms of the Agreement and your operational expectations. In particular, please note that DUMPCO and RSSD will continue as the parties under the Agreement and the Agreement will not be assigned or transferred in connection with the Acquisition.

Pursuant to the requirements of Section 2.14 of the Agreement, the prior written consent of the City must be obtained in the event of an assignment of any responsibilities under the Agreement, which assignment is deemed to occur in the event of any change in ownership involving 50% or more of the outstanding shares of Republic. Accordingly, I kindly ask that the appropriate representative of the City countersign this letter for purposes of granting the aforementioned required consent.

Thank you in advance for your cooperation. If you have any questions, please do not hesitate to contact me.

Sincerely,



Robert J. Coyle
Area President

Agreed and accepted:

City of Las Vegas

Name:

Title:

Dated: _____, 2008