

RESOLUTION NO. 603

A RESOLUTION OF THE CITY OF UNIVERSITY PLACE, WASHINGTON, RELATING TO REFUSE SERVICES AND APPROVING THE TRANSFER OF CONTROL OF HAROLD LEMAY ENTERPRISES, INCORPORATED TO WASTE CONNECTIONS, INC.

WHEREAS, Waste Connections, Inc. entered into an agreement on August 1, 2008, to purchase all of the stock of Harold Lemay Enterprises, Inc. (Lemay) and whereby Harold Lemay Enterprises, Inc. will become a wholly owned subsidiary of Waste Connections, Inc.; and

WHEREAS, Lemay currently provides certain waste disposal related services to a portion of the City of University Place, pursuant to a franchise agreement for the collection and disposal of solid waste, recyclable material and yard waste, dated January 1, 2004; and

WHEREAS, Waste Connections, Inc. will be the new owner of Lemay, which has a franchise with the City of University Place to provide refuse and recycling services within a portion of the City; and

WHEREAS, Lemay has recommended that the City of University Place approve the transfer of control of Lemay to Waste Connections, Inc.; and

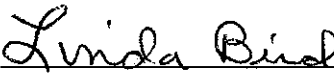
WHEREAS, the City of University Place has received oral and written assurances from Waste Connections, Inc. that its acquisition of Lemay will result in a seamless transition for the City with Lemay continuing to provide the services agreed upon in the Franchise Agreement under the ownership of Waste Connections, Inc., with no decreases in service to citizens affected by this acquisition; and

WHEREAS, the City of University Place and Waste Connections, Inc. confirms that the Franchise is currently in full force and effect and expires on December 31, 2015; Now Therefore,

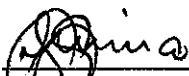
BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF UNIVERSITY PLACE, WASHINGTON:

1. Consent and Approve the Stock Acquisition. Pursuant to the official notification received on October 10, 2008, and in accordance with section 29.2 of the Franchise Agreement, the City hereby consents and approves of the acquisition by and transfer of control of Lemay to Waste Connections, Inc.
2. Directing the City Clerk to Transmit Copies. The City Clerk is hereby directed to transmit certified copies of this Resolution to Waste Connections, Inc. and to Lemay.
3. Authorize the City Manager. The City Manager is authorized to execute any necessary documents to achieve the transfer in accordance with this Resolution.
4. Effective Date. This Resolution shall take effect upon closing of the stock acquisition.

ADOPTED BY THE CITY COUNCIL OCTOBER 20, 2008.


Linda Bird, Mayor

ATTEST:


Emelita Genetia, City Clerk