

**COMMONWEALTH OF KENTUCKY
HARDIN COUNTY FISCAL COURT**

RESOLUTION NO. 2003-0117

This Resolution duly made and adopted this 23rd day of December, 2003, by the Hardin County Fiscal Court, County of Hardin, Commonwealth of Kentucky.

WHEREAS, the Hardin County Fiscal Court has previously adopted Ordinance No. 179, Series 2001 and a Contract and Franchise Agreement with Scott Waste Services, Inc. on December 20, 2001, and as amended by Ordinance No. 197, Series 2003 and an Amended Contract and Franchise Agreement dated March 25, 2003, granting an exclusive franchise for collection of garbage and solid waste of residential customers within the territorial limits of the non-incorporated areas of Hardin County;

WHEREAS, Section 10.3 (B) of said Contract and Franchise Agreement provides that any change in ownership of the Franchisee which differs significantly from that described by the Franchisee in its proposal shall be considered an assignment, transfer or conveyance requiring approval from the Hardin County Fiscal Court;

WHEREAS, Hardin County has received formal notification from Scott Waste Services, Inc. of its intent to sell 100% of its membership units as a limited liability corporation to Waste Connections, Inc., 35 Iron Point Circle, Suite 200, Folsom, California 95630.

NOW, THEREFORE, BE IT RESOLVED, by the Hardin County Fiscal Court as follows:

1. The transfer and sale of up to 100% of the membership units of Scott Waste Services, Inc. is hereby conditionally approved to Waste Connections, Inc. as required by Section 10.3 (B) of said Contract and Franchise Agreement. This approval is

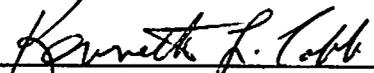
conditioned upon submission by Waste Connections, Inc. of its environmental compliance history within thirty (30) days from this date to the Hardin County Judge/Executive who is hereby delegated the authority to approve or disapprove of such environmental compliance history.

2. It is hereby further resolved that the Hardin County Judge/Executive is hereby authorized and directed to perform any and all acts reasonably necessary to effectuate the purpose and intent of this Resolution.

This Resolution duly made and adopted on the date hereinabove specified.


HARRY L. BERRY
HARDIN COUNTY JUDGE/EXECUTIVE

Attested by:


KENNETH L. TABB
HARDIN COUNTY COURT CLERK
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