

COMMONWEALTH OF KENTUCKY
HARDIN COUNTY FISCAL COURT

RESOLUTION NO. 2005- 084

This Resolution duly made and adopted this 27th day of August, 2005,
by the Hardin County Fiscal Court, County of Hardin, Commonwealth of Kentucky.

WHEREAS, Borders Recycling and Disposal, LLC ("Borders") and Hardin County have duly made and entered into a Contract and Franchise Agreement ("Contract") dated December 7, 2004 wherein Borders was awarded the exclusive franchise rights for the collection of solid waste to residential customers within the territorial limits of the non-incorporated areas of Hardin County;

WHEREAS, Borders has notified Hardin County of its intention to issue or transfer stock to additional individuals in order to secure additional capital to perform the Contract as indicated in the attached letter from Borders which by reference is made a part hereof; and

WHEREAS, Section 10.3 of the Contract requires any change of ownership of the Franchisee ("Borders") which differs materially from that described by the Franchisee ("Borders") and its bid proposal shall require approval from the Hardin County Fiscal Court.

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

1. The Hardin County Fiscal Court does hereby delegate and authorize the Hardin County Judge/Executive, Harry L. Berry, upon consultation with the Hardin County Attorney, Ken M. Howard, and the Hardin County Solid Waste Coordinator, Bob Hall, to approve on behalf of Hardin County any change in ownership of Borders as outlined in

the attached written request from Borders upon performing any and all due diligence as the Hardin County Judge/Executive deems necessary and appropriate to protect the interest of Hardin County as required by Section 10.3 of the Contract.

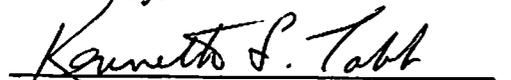
2. The Hardin County Judge/Executive or his designee is hereby authorized to perform any and all acts reasonably necessary to effectuate the purpose of this resolution.

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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