

RESOLUTION NO. 95-171

A RESOLUTION OF THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, PROVIDING FOR THE APPROVAL OF THE CHANGE OF OWNERSHIP STRUCTURE OF SEABOARD WASTE SYSTEMS, INC.; PROVIDING THAT SEABOARD WASTE SYSTEMS, INC. WILL CONTINUE AS FRANCHISEE AUTHORIZED TO COLLECT AND TRANSPORT SOLID WASTE; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, St. Johns County (the "County") has entered into a contract with Seaboard Sanitation, Inc., a Florida Corporation, now known as Seaboard Waste Systems, Inc. (hereinafter referred to as "Seaboard") on the 23rd day of January, 1990, as amended on the 9th day of August, 1994, (the "Collection Contract") under which Collection Contract the County has granted Seaboard a franchise to collect and transport Solid Waste (as defined in such Collection Contract) in the County; and

WHEREAS, the Collection Contract between the County and Seaboard requires Seaboard to obtain the prior written consent of the Board of County Commissioners of St. Johns County (the "Board") before transferring any right or duty under said contract by transfer of ownership, transfer of corporate shares, or any other means that effects a change in the ownership structure of Seaboard; and

WHEREAS, Seaboard is a wholly owned subsidiary of Southland Environmental Services, Inc., a Florida corporation (hereinafter "Southland"); and

WHEREAS, Southland has entered into an agreement whereby it will merge with and into a subsidiary of Republic Waste Industries, Inc., a Delaware corporation (hereinafter "Republic") in a manner which will result in Southland being the surviving corporation whose capital stock will be wholly owned by Republic; and

WHEREAS, Republic fully intends to cause Seaboard to fulfill Seaboard's obligations under the aforementioned contract:

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA:

1. The change of ownership structure of Seaboard by the merger of Southland with and into Republic as described above is hereby approved by the Board.

2. Seaboard will continue in its present capacity as the holder of a franchise under the Collection Contract to collect and transport Solid Waste, as defined in such Collection Contract.

3. All resolutions or parts thereof in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

4. This Resolution shall become effective immediately upon its passage.

PASSED, APPROVED, AND ADOPTED BY THE BOARD OF COUNTY COMMISSIONERS OF ST. JOHNS COUNTY, FLORIDA, AT ITS REGULARLY SCHEDULED MEETING THIS 26th DAY OF SEPTEMBER, 1995.

BOARD OF COUNTY COMMISSIONERS
OF ST. JOHNS COUNTY, FLORIDA

By: Barbara Ward
Its Chairman

ATTEST:

BY:

Rosemary Lewis
Deputy Clerk

Seaboard Waste Systems

445A International Golf Parkway • St. Augustine, Florida 32095 • (904) 825-0991

September 6, 1995

Board of County Commissioners
P. O. Box 1533
St. Augustine, FL 32085-1533

Pursuant to requirements under Solid Waste Collection and Disposal Ordinance 89-20, Section 19, this joint application is presented by Southland Environmental Services, Inc. (Southland) and Seaboard Waste Systems, Inc. (Seaboard) seeking approval of the Board of County Commissioners, St. Johns County, to transfer 100% of the stock of Southland to Republic Waste Industries, Inc. (Republic).

Southland and Republic have entered into a contract whereby shares of Southland will be exchanged for shares of Republic. Southland will survive as a wholly-owned subsidiary of Republic and the manner in which business is conducted will be essentially unchanged.

Officers of Southland and its subsidiary will be as follows:

SEABOARD WASTE SYSTEMS, INC.

President	Felix A. Crawford
Vice President	Robert L. Crawford
Secretary/Treasurer	Alan B. Harrison

SOUTHLAND ENVIRONMENTAL SERVICES, INC.

President	Felix A. Crawford
Vice President	James H. Arnold
Secretary/Treasurer	Alan B. Harrison

Republic is a company whose stock is publicly traded on the NASDAQ exchange. The company was headquartered in Atlanta until August of this year when Mr. Wayne Huizenga made a substantial equity investment and subsequently relocated the headquarters to Ft. Lauderdale. Mr. Huizenga was elected to the Board of Directors and named Chief Executive Officer of Republic. Included herein is a Republic Form 10Q, as submitted to the Securities and Exchange Commission, for the Quarterly Period ending June 30, 1995.

As part of this application, Southland and Republic do jointly certify that they meet all requirements as designated in Ordinance 89-20, Section 29, Paragraphs a, b, c, d, and e. Specific representations are as follows:

- a. This application is made in good faith as represented by the signatures of Felix A. Crawford, President of Southland and Harris W. Hudson, President of Republic, who mutually warrant that all parts of this application are true and current to the best of their knowledge.
- b. Southland, who will continue to operate through its subsidiary, Seaboard, has demonstrated its ability to provide the required collection, transportation, and disposal services by doing so under agreements with St. Johns County since 1981. Current financial statements are on file with the County Administrator, the examination of which will reveal sufficient assets and financial capability to perform its obligations. Republic, who will be the parent of Southland, has successfully operated solid waste operations in several states and will add substantial operating and financial capabilities (See 10Q Form)
- c. Included is a Certificate of Insurance specifying limits in excess of those required by the County.
- d. Southland, through its subsidiary Seaboard, has serviced St. Johns County since 1981 in compliance with all federal, state and local laws and ordinances, including rules promulgated by the regulatory agencies. Southland has never been named as a party to any action resulting from violation of local, state, or federal laws, rules, or regulations. Republic is in compliance with all local, state, and Federal laws in force, within the communities in which they operate.

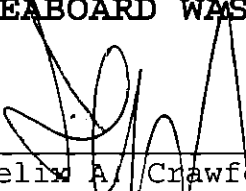
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- e. The applicant has on file with the Clerk of the Court a performance bond in the amount of \$200,000 as security for faithful performance of all obligations imposed on it by the Franchise. Republic will enhance the financial ability of the entities to provide bonds as required by the County.

This document represents the complete joint application filed by Southland and Republic, respectfully requesting that the Board of County Commissioners, St. Johns County, approve the transfer of stock control of Southland from Felix A. Crawford to Republic.

Sincerely,

SEABOARD WASTE SYSTEMS, INC.



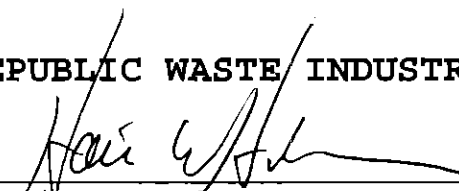
Felix A. Crawford
President

SOUTHLAND ENVIRONMENTAL SERVICES, INC.



Felix A. Crawford
President

REPUBLIC WASTE INDUSTRIES, INC.



Harris W. Hudson
President