

**RESOLUTION No. 97- 115**

**A RESOLUTION OF THE CITY COUNCIL  
OF THE CITY OF PASO ROBLES  
CONSENTING TO A MERGER BETWEEN  
UNITED WASTE SYSTEMS, INC. AND USA WASTE SERVICES, INC.**

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**WHEREAS**, United Waste Systems, Inc.(d.b.a. Jolon Road Landfill) is currently under contract to the City of Paso Robles to manage the City's landfill; and

**WHEREAS**, Section 44 of the Agreement states, in part ..."*Contractor shall not assign this agreement nor any part thereof nor any right thereof...except with the express written consent of the City Council of the City.*"; and

**WHEREAS**, The City received a written request from United Waste on July 30, 1997, for the City Council to give written consent to the merger; and

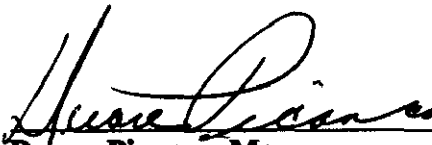
**WHEREAS**, In the correspondence attached hereto as exhibit "A", it is represented to the City that USA Waste Services, Inc. is a financially sound company, and that there will be no adverse effect on the financial stability of either company, or cause either company to become unable to perform the current Agreement, as amended, to operate the Paso Robles Landfill.

**THEREFORE, BE IT RESOLVED AS FOLLOWS:**

Section 1. That the City Council of the City of Paso Robles does hereby give its consent to the merger between United Waste Systems, Inc. and USA Waste Services, Inc. with the understanding that this merger will cause no adverse impacts on the financial stability or the capability of either company to perform under the terms and conditions of the current agreement, as amended, to operate the Paso Robles Landfill, as represented in the correspondence attached hereto as Exhibit "A".

**PASSED AND ADOPTED** by the City Council of the City of Paso Robles, this 19<sup>th</sup> day of August, 1997, on the following vote:

<b>AYES:</b>	Baron, Macklin, Swanson, and Picanco
<b>NOES:</b>	None
<b>ABSENT:</b>	Iversen
<b>ABSTAIN:</b>	None

  
\_\_\_\_\_  
Duane Picanco, Mayor

**ATTEST:**

  
\_\_\_\_\_  
Madelyn Paasch, City Clerk



**CARMEL MARINA  
CORPORATION**

P.O. BOX 1306/CASTROVILLE, CA 95012/(408) 384-5800

RECEIVED

JUL 30 1997

DEPT. OF PUBLIC WORKS

July 29, 1997

Mr. John McCarthy  
Public Works  
City of Paso Robles  
1000 Spring Street  
Paso Robles, CA 93446

Dear John:

We are pleased to announce that United Waste Systems, Inc. ("United Waste") has entered into an agreement to merge with U.S.A. Waste Services, Inc. ("U.S.A."), a publicly held company that is traded on the New York Stock Exchange. We anticipate that the merger will become effective as of approximately August 20, 1997, and that services provided to the City under the City's Agreement with Jolon Road Landfill Co., Inc. ("JRLC") will continue to be provided by JRLC, whose ultimate corporate parent will be U.S.A.

Because United Waste's merger with U.S.A. may be deemed to be a transfer of more than 10% of JRLC's stock, by this letter we request the City's consent under section 44 of our Agreement. Because of the short time frame and demands of the season, we and U.S.A. would be pleased to provide additional information or meet with you before or after the anticipated merger date. I will contact you to discuss the approval process.

JRLC looks forward to continuing its relationship with the City, and we look forward to U.S.A.'s involvement with the City.

Please do not hesitate to call me at 408-384-5800 if you have any questions.

Respectfully,

George E. Reddom  
Vice President & General Manager

GER/dl



**USA WASTE  
NORTHWEST REGION**  
A DIVISION OF UNITED WASTE SYSTEMS, INC.

155 North Redwood Drive  
Suite 250  
San Rafael, CA 94903  
(415) 479-3700  
(415) 479-3737 Fax

July 25, 1997

**RECEIVED**

**JUL 30 1997**

**DEPT. OF PUBLIC WORKS**

John McCarthy  
Public Works  
City of Paso Robles  
1000 Spring Street  
Paso Robles, CA 93446

Re: Proposed Merger

Dear Mr. McCarthy:

Recently, the City was informed by Jolon Road Landfill Co., Inc. ("JRLC"), which is performing solid waste disposal services, pursuant to an agreement with the City that its parent company, United Waste Systems, Inc. ("United Waste") will be merging with USA Waste Services, Inc. ("USA Waste"). That merger is anticipated to take effect on August 20, 1997. This letter is written to introduce USA Waste to the City, and to provide some background information about our company.

USA Waste is committed to providing continued top quality and responsive service to the City pursuant to JRLC's agreement; consistent with the high standard of performance we demand of ourselves. Accordingly, USA Waste acknowledges and confirms its assumption of all obligations set forth in JRLC's agreement.

The proposed transaction should be largely transparent to the people who receive solid waste disposal services. We anticipate that the management, drivers, customer service representatives and other employees who provide direct services to the City will remain on the job, thereby providing continuous uninterrupted services to the citizens of the City. The retention of operating personnel is very common in prior mergers and acquisitions.

USA Waste's operations in the City will continue to be managed by existing management. Management administering the agreement will report to a Division Vice President who reports directly to me, and I in turn report directly to Rodney R. Proto, President and Chief Operating Officer of USA Waste. I have worked in the industry for over twenty years. I currently serve as Regional Vice President for the Northwest Region of USA Waste.

The enclosed package includes copies of our 1996 annual report filed with the United States Securities and Exchange Commission. We are also pleased to provide the following additional information.

USA Waste was founded in 1984 as a regional provider of solid waste services in the Oklahoma and North Texas areas. In 1994, John E. Drury was named as CEO of the company. Since that time, USA Waste has embarked on a program of business expansion, which now makes it the nation's third largest provider of solid waste services. Annual revenues have grown from \$275 million in 1993 to over nearly \$3.4 billion in 1997. This substantial growth has been accomplished through a series of acquisitions and mergers, and a commitment to performance, integrity and a local based decentralized management philosophy. Decentralized management with local authority to meet the needs of our customers is a mainstay in the design and operation of our Company and a major key to our success.

In addition to our merger and acquisition activities involving local and regional waste companies, USA Waste has been involved in a series of acquisitions of other public companies in the industry, or of substantial assets of other public companies. Significant acquisitions in the past three years have included:

- ◆ Envirofill (1994)
- ◆ Chambers Development (1995)
- ◆ Western Waste (1996)
- ◆ Sanifill (1996)
- ◆ Laidlaw (Canada) (1997)
- ◆ Waste Management (Canada) (1997) (pending)
- ◆ Mid-American Waste (1997) (pending)
- ◆ United Waste (1997) (pending)

Senior management of USA Waste is centered around a group of seven executive officers, all of whom have had substantial backgrounds in the solid waste industry. They are:

- ◆ John E. Drury - Chairman of the Board and CEO
- ◆ Rodney R. Proto - President and COO
- ◆ Donald F. Moorehead, Jr. - Vice Chairman and Chief Development Officer
- ◆ Earl E. DeFrates - Executive Vice President and CFO
- ◆ Gregory T. Sangalis - Vice President, General Counsel and Secretary
- ◆ Bruce E. Snyder - Vice President and Chief Accounting Officer
- ◆ Ronald H. Jones - Vice President and Treasurer

Biographies of the executive officers are included on page 15 of the attached 10K.

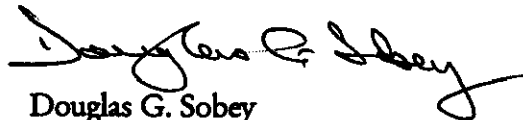
USA Waste is a publicly traded company with a large and diverse ownership. No person, entity or group of related persons or entities holds a controlling interest. As of March 25, 1997, USA Waste had 154,110,369 shares outstanding. Like most publicly traded companies, the majority of equity ownership (over 60%) is held by institutional investors.

John McCarthy  
July 25, 1997  
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We hope that this profile answers your questions and provides the background on USA Waste and the pending merger. Should you have any other questions or require additional data, please let me know and we will do our best to respond quickly to your inquiry.

One final point. As the corporate officer responsible for the Company's business in northern California, my job is to support the people who work directly with our customers to help them meet the needs of the communities we serve. We are committed to superior performance and work diligently to be responsive to our customers needs. We look forward to the privilege of serving you.

Sincerely,

A handwritten signature in dark ink, appearing to read "Douglas G. Sobey", written in a cursive style.

Douglas G. Sobey  
Vice President, Northwest Region

DGS  
Enclosures