

A RESOLUTION AUTHORIZING THE TRANSFER OF THE CONTRACT FOR GARBAGE COLLECTION FROM BFI WASTE SYSTEMS OF OHIO, INC. TO BROWNING-FERRIS INDUSTRIES OF OHIO, INC.

BE IT RESOLVED by the Council of the Village of Richfield, State of Ohio:

SECTION 1. That this Council does hereby authorize the transfer of the contract between the Village of Richfield and BFI Waste Systems of Ohio, Inc. to Browning-Ferris Industries of Ohio, Inc., a wholly-owned subsidiary of Browning-Ferris Industries, Inc., a Delaware corporation, in accordance with the attached letter dated July 29, 1997.

SECTION 2. This Resolution shall take effect and be in force from and after the earliest period allowed by law.

Passed: September 16, 1997

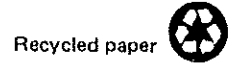
[Signature]  
President of Council

[Signature]  
Mayor

Dated: 9/16/97

ATTEST.

[Signature]  
Clerk of Council



July 29, 1997

Mr. Robert Wilkinson  
Village of Richfield  
4410 W. Streetsboro Road  
Richfield, Ohio 44286

**Re: Contract between the Village of Richfield and  
BFI Waste Systems of Ohio, Inc.**

Dear Mr. Wilkinson:

BFI Waste Systems of Ohio, Inc. hereby requests that the Village of Richfield give written consent to the transfer of the above referenced contract to Browning-Ferris Industries of Ohio, Inc., a wholly-owned subsidiary of Browning-Ferris Industries, Inc., a Delaware corporation. Browning-Ferris Industries of Ohio, Inc. hereby agrees to assume all of the existing obligations under the contract. It is desired to effectuate this transfer on or before September 30, 1997.

This transfer is being requested as a result of BFI's internal efforts to consolidate its U.S. subsidiaries; however, the current management and operations of the various facilities will not be affected by the merger of BFI Waste Systems of Ohio, Inc. into Browning-Ferris Industries of Ohio, Inc. We remain fully committed to servicing our customers.


Amended financial assurance as required under this contract will be provided prior to the effective date of the merger.

Please confirm your written consent to the transfer of the contract by executing this letter on behalf of the Village of Richfield and return it to the following address:

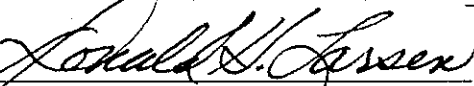
Michael J. O'Donnell  
Public Sector Executive  
Browning-Ferris Industries of Ohio, Inc.  
8100 Old Granger Road  
Garfield Heights, Ohio 44035

Sincerely,

BFI Waste Systems of Ohio, Inc.  
Browning-Ferris Industries of Ohio, Inc.

By:  MICHAEL J. O'DONNELL

AGREED AND ACCEPTED TO THIS 23<sup>RD</sup> DAY OF SEPTEMBER, 1997

By:  Title: Mayor  
Donald H. Larsen



September 19, 1997

Mr. Charles T. Riehl  
Walter Haverfield  
1300 Terminal Tower  
Cleveland, Ohio 44113

**Re: Village of Richfield Solid Waste and Recycling Contract**

Dear Mr. Riehl:

BFI's contract with the Village of Richfield is due to expire on December 31, 1997. Per our current contract, the Village of Richfield has the option to extend this contract after completion of the three year term.

BFI would like to offer the Village an opportunity to extend the contract for three years. BFI agrees to offer the following for your consideration:

- January 1, 1998 through December 31, 1998, the rate per household would be \$8.90 per unit, per month;
- January 1, 1999 through December 31, 1999, CPI adjustment, not to exceed 2% per household, per month; and
- January 1, 2000 through December 31, 2000, CPI adjustment, not to exceed 2% per household, per month.

In addition to the Village of Richfield, BFI will extend this price per unit, per month to Township of Richfield, if the merger is approved.

If you have any questions, please feel free to contact me at (216) 441-6300.

Sincerely,

BROWNING-FERRIS INDUSTRIES OF OHIO, INC.

A handwritten signature in black ink, appearing to read "M. O'Donnell".

Michael O'Donnell  
Public Sector Executive

cc: Mayor Larson  
Village Council  
Robert Wilkinson

MO:lr