

**CONDITIONAL CONSENT TO ASSIGNMENT OF
SOLID WASTE CONTRACT**

The City of Rochester Hills (hereinafter the "City") hereby conditionally consents to the assignment of that certain Amended and Restated Solid Waste, Yard Waste, and Recycling Collection, Transportation and Disposal Services Contract (hereinafter the "Contract"), made and entered into on October 28, 2013, between the City and Allied Waste Services of North America, LLC dba Allied Waste Services of Detroit North, Republic Services of Southeast Michigan (hereinafter "Republic"), by Republic, as Assignor, to GFL Environmental USA Inc. (hereinafter "GFL"), as Assignee. This conditional consent is given in connection with a proposed asset purchase transaction between Republic and GFL, whereby GFL will take over and assume Republic's rights, obligations and responsibilities under the aforesaid Contract.

The conditions of the City's consent are: (1) GFL, as Assignee, must and shall fully and satisfactorily assume and perform all of the Contractor's services, obligations and responsibilities under the Contract and shall fulfill and abide by all of the terms and conditions of the Contract; and (2) In the event the purchase transaction between Republic and GFL is not consummated, the City's consent to the assignment of the Contract shall be considered to be withdrawn and of no further force and effect.

Date: June __, 2017

CITY OF ROCHESTER HILLS

By: _____

Bryan Barnett, Mayor