AGREEMENT FOR
TRASH AND RECYCLING COLLECTION SERVICES FOR PUBLIC SPACES AND SPECIAL EVENTS

THIS AGREEMENT, made this 17th day of July 2014, is by and between the City of Fort Lauderdale, a Florida municipality, ("City"), whose address is 100 North Andrews Avenue, Fort Lauderdale, FL 33301-1016, and Republic Services of Florida, Limited Partnership, a company authorized to transact business in the State of Florida ("Contractor" or "Company"), whose address and phone number are 751 NW 31 Avenue Lauderhill, Florida 33311, Phone: 954-483-1830, Fax: 954-584-1453, Email: mtalbott@republicservices.com.

NOW THEREFORE, for and in consideration of the mutual promises and covenants set forth herein and other good and valuable consideration, the City and the Contractor covenant and agree as follows:

WITNESSETH:

I. DOCUMENTS

The following documents (collectively "Contract Documents") are hereby incorporated into and made part of this Agreement (Form P-0001):

(1) Invitation to Bid No. 542-11342, Trash and Recycling Collection Services for Public Spaces and Special Events, including any and all addenda, prepared by the City of Fort Lauderdale, ("ITB"or "Exhibit A").

(2) The Contractor's response to the ITB, dated April 17, 2014, ("Exhibit B").

All Contract Documents may also be collectively referred to as the "Documents." In the event of any conflict between or among the Documents or any ambiguity or missing specifications or instruction, the following priority is established:

A. First, specific direction from the City Manager (or designee).
B. Second, this Agreement (Form P-0001) dated July 17th, 2014, and any attachments.
C. Third, Exhibit A
D. Fourth, Exhibit B

II. SCOPE

The Contractor shall perform the Work under the general direction of the City as set forth in the Contract Documents.

Unless otherwise specified herein, the Contractor shall perform all Work identified in this Agreement. The parties agree that the scope of services is a description of Contractor's obligations and responsibilities, and is deemed to include preliminary considerations and prerequisites, and all labor, materials, equipment, and tasks which are such an inseparable part of the work described that exclusion would render performance by Contractor impractical, illogical, or unconscionable.

Contractor acknowledges and agrees that the City's Contract Administrator has no authority to make changes that would increase, decrease, or otherwise modify the Scope of Services to be provided under this Agreement.

By signing this Agreement, the Contractor represents that it thoroughly reviewed the documents incorporated into this Agreement by reference and that it accepts the description of the Work and the conditions under which the Work is to be performed.

III. TERM OF AGREEMENT

The initial contract period shall commence on August 1, 2014, and shall end on July 31, 2015. In the event the term of this Agreement extends beyond the end of any fiscal year of City, to wit, September 30th, the continuation of this Agreement beyond the end of such fiscal year shall be subject to both the appropriation and the availability of funds.

IV. COMPENSATION

The Contractor agrees to provide the services and/or materials as specified in the Contract Documents at the cost specified in Exhibit B. It is acknowledged and agreed by Contractor that this amount is the maximum payable and constitutes a limitation upon City's obligation to compensate Contractor for Contractor's services related to this Agreement. This maximum amount, however, does not constitute a limitation of any sort upon Contractor's obligation to perform all items of work required by or which can be reasonably inferred from the Scope of Services. Except as otherwise provided in the solicitation, no amount shall be paid to Contractor to reimburse Contractor's expenses.

V. METHOD OF BILLING AND PAYMENT

Contractor may submit invoices for compensation no more often than monthly, but only after the services for which the invoices are submitted have been completed. An original invoice plus one copy are due within fifteen (15) days of the end of the month except the final invoice which must be received no later than sixty (60) days after this Agreement expires. Invoices shall designate the nature of the services performed and/or the goods provided.

City shall pay Contractor within forty-five (45) days of receipt of Contractor's proper invoice, as provided in the Florida Local Government Prompt Payment Act.

To be deemed proper, all invoices must comply with the requirements set forth in this Agreement and must be submitted on the form and pursuant to instructions prescribed by the City's Contract Administrator. Payment may be withheld for failure of Contractor to comply with a term, condition, or requirement of this Agreement.

Notwithstanding any provision of this Agreement to the contrary, City may withhold, in whole or in part, payment to the extent necessary to protect itself from loss on account of inadequate or defective work that has not been remedied or resolved in a manner satisfactory to the City's Contract Administrator or failure to comply with this Agreement. The amount withheld shall not be subject to payment of interest by City.

VI. GENERAL CONDITIONS

A. Indemnification

Contractor shall protect and defend at Contractor's expense, counsel being subject to the City's approval, and indemnify and hold harmless the City and the City's officers, employees, volunteers, and agents from and against any and all losses, penalties, fines, damages, settlements, judgments, claims, costs, charges, expenses, or liabilities, including any award of attorney fees and any award of costs, in connection with or arising directly or indirectly out of any act or omission by the Contractor or by any officer, employee, agent, invitee, subcontractor, or sublicensee of the Contractor. The provisions and obligations of this section shall survive the expiration or earlier termination of this Agreement. To the extent considered necessary by the City Manager, any sums due Contractor under this Agreement may be retained by City until all of City's claims for indemnification pursuant to this Agreement have been settled or otherwise resolved, and any amount withheld shall not be subject to payment of interest by City.

B. Intellectual Property

Contractor shall protect and defend at Contractor's expense, counsel being subject to the City's approval, and indemnify and hold harmless the City from and against any and all losses, penalties, fines, damages, settlements, judgments, claims, costs, charges, royalties, expenses, or liabilities, including any award of attorney fees and any award of costs, in connection with or arising directly or indirectly out of any infringement or allegation of infringement of any patent, copyright, or other intellectual property right in connection with the Contractor's or the City's use of any copyrighted, patented or un-patented invention, process, article, material, or device that is manufactured, provided, or used pursuant to this Agreement. If the Contractor uses any design, device, or materials covered by letters, patent or copyright, it is mutually agreed and understood without exception that the bid prices shall include all royalties or costs arising from the use of such design, device, or materials in any way involved in the work.

C. Termination for Cause

The aggrieved party may terminate this Agreement for cause if the party in breach has not corrected the breach within ten (10) days after written notice from the aggrieved party identifying the breach. The City Manager may also terminate this Agreement upon such notice as the City Manager deems appropriate under the circumstances in the event the City Manager determines that termination is necessary to protect the public health or safety. The parties agree that if the City erroneously, improperly or unjustifiably terminates for cause, such termination shall be deemed a termination for convenience, which shall be effective thirty (30) days after such notice of termination for cause is provided.

This Agreement may be terminated for cause for reasons including, but not limited to, Contractor's repeated (whether negligent or intentional) submission for payment of false or incorrect bills or invoices, failure to perform the Work to the City's satisfaction; or failure to continuously perform the work in a manner calculated to meet or accomplish the objectives as set forth in this Agreement.

D. Termination for Convenience

The City reserves the right, in its best interest as determined by the City, to cancel this contract for convenience by giving written notice to the Contractor at least thirty (30) days prior to the effective date of such cancellation. In the event this Agreement is terminated for convenience, Contractor shall be paid for any services performed to the City's satisfaction pursuant to the Agreement through the termination date specified in the written notice of termination. Contractor acknowledges and agrees that he/she/it has received good, valuable and sufficient consideration from City, the receipt and adequacy of which are hereby acknowledged by Contractor, for City's right to terminate this Agreement for convenience.

E. Cancellation for Unappropriated Funds

The City reserves the right, in its best interest as determined by the City, to cancel this contract for unappropriated funds or unavailability of funds by giving written notice to the Contractor at least thirty (30) days prior to the effective date of such cancellation. The obligation of the City for payment to a Contractor is limited to the availability of funds appropriated in a current fiscal period, and continuation of the contract into a subsequent fiscal period is subject to appropriation of funds, unless otherwise provided by law.

F. Insurance

The Contractor shall furnish proof of insurance requirements as indicated below. The coverage is to remain in force at all times during the contract period. The following minimum insurance coverage is required. The commercial general liability insurance policy shall name the City of Fort Lauderdale, a Florida municipality, as an "additional insured." This MUST be written in the description section of the insurance certificate, even if there is a check-off box on the insurance certificate. Any costs for adding the City as "additional insured" shall be at the Contractor's expense.

The City of Fort Lauderdale shall be given notice 10 days prior to cancellation or modification of any required insurance. The insurance provided shall be endorsed or amended to comply with this notice requirement. In the event that the insurer is unable to accommodate, it shall be the responsibility of the Contractor to provide the proper notice. Such notification will be in writing by registered mail, return receipt requested and addressed to the Procurement Services Division.

The Contractor's insurance must be provided by an A.M. Best's "A-"rated or better insurance company authorized to issue insurance policies in the State of Florida, subject to approval by the City's Risk Manager. Any exclusions or provisions in the insurance maintained by the contractor that excludes coverage for work contemplated in this solicitation shall be deemed unacceptable, and shall be considered breach of contract.

Workers' Compensation and Employers' Liability Insurance

Limits: Workers' Compensation – Per Chapter 440, Florida Statutes
Employers' Liability - $500,000

Any firm performing work on behalf of the City of Fort Lauderdale must provide Workers' Compensation insurance. Exceptions and exemptions will be allowed by the City's Risk Manager, if they are in accordance with Florida Statute. For additional information contact the Department of Financial Services, Workers' Compensation Division at (850) 413-1601 or on the web at www.fldfs.com.

Commercial General Liability Insurance

Covering premises-operations, products-completed operations, independent contractors and contractual liability.

Limits: Combined single limit bodily injury/property damage $1,000,000.

This coverage must include, but not limited to:

a. Coverage for the liability assumed by the contractor under the indemnity provision of the contract.
b. Coverage for Premises/Operations
c. Products/Completed Operations
d. Broad Form Contractual Liability
e. Independent Contractors

Automobile Liability Insurance

Covering all owned, hired and non-owned automobile equipment.

Limits: Bodily injury	$250,000 each person, $500,000 each occurrence
Property damage	$100,000 each occurrence

Pollution Liability Insurance

Limits:	$1,000,000 per occurrence

Certificate holder should be addressed as follows:

City of Fort Lauderdale
Procurement Services Division
100 North Andrews Avenue, Room 619
Fort Lauderdale, FL 33301

G. <u>Environmental, Health and Safety</u>

Contractor shall place the highest priority on health and safety and shall maintain a safe working environment during performance of the Work. Contractor shall comply, and shall secure compliance by its employees, agents, and subcontractors, with all applicable environmental, health, safety and security laws and regulations, and performance conditions in this Agreement. Compliance with such requirements shall represent the minimum standard required of Contractor. Contractor shall be responsible for examining all requirements and determine whether additional or more stringent environmental, health, safety and security provisions are required for the Work. Contractor agrees to

utilize protective devices as required by applicable laws, regulations, and any industry or Contractor's health and safety plans and regulations, and to pay the costs and expenses thereof, and warrants that all such persons shall be fit and qualified to carry out the Work.

H. Standard of Care

Contractor represents that he/she/it is qualified to perform the Work, that Contractor and his/her/its subcontractors possess current, valid state and/or local licenses to perform the Work, and that their services shall be performed in a manner consistent with that level of care and skill ordinarily exercised by other qualified contractors under similar circumstances.

I. Rights in Documents and Work

Any and all reports, photographs, surveys, and other data and documents provided or created in connection with this Agreement are and shall remain the property of City; and Contractor disclaims any copyright in such materials. In the event of and upon termination of this Agreement, any reports, photographs, surveys, and other data and documents prepared by Contractor, whether finished or unfinished, shall become the property of City and shall be delivered by Contractor to the City's Contract Administrator within seven (7) days of termination of this Agreement by either party. Any compensation due to Contractor shall be withheld until Contractor delivers all documents to the City as provided herein.

J. Audit Right and Retention of Records

City shall have the right to audit the books, records, and accounts of Contractor and Contractor's subcontractors that are related to this Agreement. Contractor shall keep, and Contractor shall cause Contractor's subcontractors to keep, such books, records, and accounts as may be necessary in order to record complete and correct entries related to this Agreement. All books, records, and accounts of Contractor and Contractor's subcontractors shall be kept in written form, or in a form capable of conversion into written form within a reasonable time, and upon request to do so, Contractor or Contractor's subcontractor, as applicable, shall make same available at no cost to City in written form.

Contractor and Contractor's subcontractors shall preserve and make available, at reasonable times for examination and audit by City in Broward County, Florida, all financial records, supporting documents, statistical records, and any other documents pertinent to this Agreement for the required retention period of the Florida public records law, Chapter 119, Florida Statutes, as may be amended from time to time, if applicable, or, if the Florida Public Records Act is not applicable, for a minimum period of three (3) years after termination of this Agreement. If any audit has been initiated and audit findings have not been resolved at the end of the retention period or three (3) years, whichever is longer, the books, records, and accounts shall be retained until resolution of the audit findings. If the Florida public records law is determined by City to be applicable to Contractor and Contractor's subcontractors' records, Contractor and Contractor's subcontractors shall comply with all requirements thereof; however, Contractor and Contractor's subcontractors shall violate no confidentiality or non-disclosure requirement of either federal or state law. Any incomplete or incorrect entry in such books, records, and accounts shall be a basis for City's disallowance and recovery of any payment upon such entry.

Contractor shall, by written contract, require Contractor's subcontractors to agree to the requirements and obligations of this Section.

The Contractor shall maintain during the term of the contract all books of account, reports and records in accordance with generally accepted accounting practices and standards for records directly related to this contract.

K. Public Entity Crime Act

Contractor represents that the execution of this Agreement will not violate the Public Entity Crime Act, Section 287.133, Florida Statutes, as may be amended from time to time, which essentially provides that a person or affiliate who is a contractor, consultant, or other provider and who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a bid on a contract to provide any goods or services to City, may not submit a bid on a contract with City for the construction or repair of a public building or public work, may not submit bids on leases of real property to City, may not be awarded or perform work as a contractor, supplier, subcontractor, or consultant under a contract with City, and may not transact any business with City in excess of the threshold amount provided in Section 287.017, Florida Statutes, as may be amended from time to time, for category two purchases for a period of 36 months from the date of being placed on the convicted vendor list. Violation of this section shall result in termination of this Agreement and recovery of all monies paid by City pursuant to this Agreement, and may result in debarment from City's competitive procurement activities.

L. Independent Contractor

Contractor is an independent contractor under this Agreement. Services provided by Contractor pursuant to this Agreement shall be subject to the supervision of the Contractor. In providing such services, neither Contractor nor Contractor's agents shall act as officers, employees, or agents of City. No partnership, joint venture, or other joint relationship is created hereby. City does not extend to Contractor or Contractor's agents any authority of any kind to bind City in any respect whatsoever.

M. Inspection and Non-Waiver

Contractor shall permit the representatives of CITY to inspect and observe the Work at all times.

The failure of the City to insist upon strict performance of any other terms of this Agreement or to exercise any rights conferred by this Agreement shall not be construed by Contractor as a waiver of the City's right to assert or rely on any such terms or rights on any future occasion or as a waiver of any other terms or rights.

N. Assignment and Performance

Neither this Agreement nor any right or interest herein shall be assigned, transferred, or encumbered without the written consent of the other party. In addition, Contractor shall not subcontract any portion of the work required by this Agreement, except as provided in the Schedule of Subcontractor Participation. City may terminate this Agreement, effective immediately, if there is any assignment, or attempted assignment, transfer, or

encumbrance, by Contractor of this Agreement or any right or interest herein without City's written consent.

Contractor represents that each person who will render services pursuant to this Agreement is duly qualified to perform such services by all appropriate governmental authorities, where required, and that each such person is reasonably experienced and skilled in the area(s) for which he or she will render his or her services.

Contractor shall perform Contractor's duties, obligations, and services under this Agreement in a skillful and respectable manner. The quality of Contractor's performance and all interim and final product(s) provided to or on behalf of City shall be comparable to the best local and national standards.

In the event Contractor engages any subcontractor in the performance of this Agreement, Contractor shall ensure that all of Contractor 's subcontractors perform in accordance with the terms and conditions of this Agreement. Contractor shall be fully responsible for all of Contractor's subcontractors' performance, and liable for any of Contractor's subcontractors' non-performance and all of Contractor's subcontractors' acts and omissions. Contractor shall defend at Contractor's expense, counsel being subject to City's approval or disapproval, and indemnify and hold City and City's officers, employees, and agents harmless from and against any claim, lawsuit, third party action, fine, penalty, settlement, or judgment, including any award of attorney fees and any award of costs, by or in favor of any of Contractor's subcontractors for payment for work performed for City by any of such subcontractors, and from and against any claim, lawsuit, third party action, fine, penalty, settlement, or judgment, including any award of attorney fees and any award of costs, occasioned by or arising out of any act or omission by any of Contractor 's subcontractors or by any of Contractor's subcontractors' officers, agents, or employees. Contractor's use of subcontractors in connection with this Agreement shall be subject to City's prior written approval, which approval City may revoke at any time.

O. Conflicts

Neither Contractor nor any of Contractor's employees shall have or hold any continuing or frequently recurring employment or contractual relationship that is substantially antagonistic or incompatible with Contractor's loyal and conscientious exercise of judgment and care related to Contractor's performance under this Agreement.

Contractor further agrees that none of Contractor's officers or employees shall, during the term of this Agreement, serve as an expert witness against City in any legal or administrative proceeding in which he, she, or Contractor is not a party, unless compelled by court process. Further, Contractor agrees that such persons shall not give sworn testimony or issue a report or writing, as an expression of his or her expert opinion, which is adverse or prejudicial to the interests of City in connection with any such pending or threatened legal or administrative proceeding unless compelled by court process. The limitations of this section shall not preclude Contractor or any persons in any way from representing themselves, including giving expert testimony in support thereof, in any action or in any administrative or legal proceeding.

In the event Contractor is permitted pursuant to this Agreement to utilize subcontractors to perform any services required by this Agreement, Contractor agrees to require such

subcontractors, by written contract, to comply with the provisions of this section to the same extent as Contractor.

P. Schedule and Delays

Time is of the essence in this Agreement. By signing, Contractor affirms that it believes the schedule to be reasonable; provided, however, the parties acknowledge that the schedule might be modified as the City directs.

Q. Materiality and Waiver of Breach

City and Contractor agree that each requirement, duty, and obligation set forth herein was bargained for at arm's-length and is agreed to by the parties in exchange for *quid pro quo*, that each is substantial and important to the formation of this Agreement and that each is, therefore, a material term hereof.

City's failure to enforce any provision of this Agreement shall not be deemed a waiver of such provision or modification of this Agreement. A waiver of any breach of a provision of this Agreement shall not be deemed a waiver of any subsequent breach and shall not be construed to be a modification of the terms of this Agreement.

R. Compliance With Laws

Contractor shall comply with all applicable federal, state, and local laws, codes, ordinances, rules, and regulations in performing Contractor's duties, responsibilities, and obligations pursuant to this Agreement.

S. Severance

In the event a portion of this Agreement is found by a court of competent jurisdiction to be invalid or unenforceable, the provisions not having been found by a court of competent jurisdiction to be invalid or unenforceable shall continue to be effective.

T. Limitation of Liability

The City desires to enter into this Agreement only if in so doing the City can place a limit on the City's liability for any cause of action for money damages due to an alleged breach by the City of this Agreement, so that its liability for any such breach never exceeds the sum of $1,000. Contractor hereby expresses its willingness to enter into this Agreement with Contractor's recovery from the City for any damage action for breach of contract or for any action or claim arising from this Agreement to be limited to a maximum amount of $1,000 less the amount of all funds actually paid by the City to Contractor pursuant to this Agreement.

Accordingly, and notwithstanding any other term or condition of this Agreement, Contractor hereby agrees that the City shall not be liable to Contractor for damages in an amount in excess of $1,000 which amount shall be reduced by the amount actually paid by the City to Contractor pursuant to this Agreement, for any action for breach of contract or for any action or claim arising out of this Agreement. Nothing contained in this paragraph or elsewhere in this Agreement is in any way intended to be a waiver of the limitation placed upon City's liability as set forth in Section 768.28, Florida Statutes.

U. Jurisdiction, Venue, Waiver, Waiver of Jury Trial

This Agreement shall be interpreted and construed in accordance with and governed by the laws of the State of Florida. Venue for any lawsuit by either party against the other party or otherwise arising out of this Agreement, and for any other legal proceeding, shall be in the Seventeenth Judicial Circuit in and for Broward County, Florida, or in the event of federal jurisdiction, in the Southern District of Florida, Fort Lauderdale Division.

In the event Contractor is a corporation organized under the laws of any province of Canada or is a Canadian federal corporation, the City may enforce in the United States of America or in Canada or in both countries a judgment entered against the Contractor. The Contractor waives any and all defenses to the City's enforcement in Canada of a judgment entered by a court in the United States of America.

V. Amendments

No modification, amendment, or alteration in the terms or conditions contained herein shall be effective unless contained in a written document prepared with the same or similar formality as this Agreement and executed by the Mayor-Commissioner and/or City Manager, as determined by City Charter and Ordinances, and Contractor or others delegated authority to or otherwise authorized to execute same on their behalf.

W. Prior Agreements

This document represents the final and complete understanding of the parties and incorporates or supersedes all prior negotiations, correspondence, conversations, agreements, and understandings applicable to the matters contained herein. The parties agree that there is no commitment, agreement, or understanding concerning the subject matter of this Agreement that is not contained in this written document. Accordingly, the parties agree that no deviation from the terms hereof shall be predicated upon any prior representation or agreement, whether oral or written.

X. Payable Interest

Except as required and provided for by the Florida Local Government Prompt Payment Act, City shall not be liable for interest for any reason, whether as prejudgment interest or for any other purpose, and in furtherance thereof Contractor waives, rejects, disclaims and surrenders any and all entitlement it has or may have to receive interest in connection with a dispute or claim based on or related to this Agreement.

Y. Representation of Authority

Each individual executing this Agreement on behalf of a party hereto hereby represents and warrants that he or she is, on the date he or she signs this Agreement, duly authorized by all necessary and appropriate action to execute this Agreement on behalf of such party and does so with full legal authority.

AA.Uncontrollable Circumstances ("Force Majeure")

The City and Contractor will be excused from the performance of their respective obligations under this agreement when and to the extent that their performance is delayed or prevented by any circumstances beyond their control including, fire, flood, explosion,

strikes or other labor disputes, act of God or public emergency, war, riot, civil commotion, malicious damage, act or omission of any governmental authority, delay or failure or shortage of any type of transportation, equipment, or service from a public utility needed for their performance, provided that:

A. The non performing party gives the other party prompt written notice describing the particulars of the Force Majeure including, but not limited to, the nature of the occurrence and its expected duration, and continues to furnish timely reports with respect thereto during the period of the Force Majeure;

B. The excuse of performance is of no greater scope and of no longer duration than is required by the Force Majeure;

C. No obligations of either party that arose before the Force Majeure causing the excuse of performance are excused as a result of the Force Majeure; and

D. The non-performing party uses its best efforts to remedy its inability to perform. Notwithstanding the above, performance shall not be excused under this Section for a period in excess of two (2) months, provided that in extenuating circumstances, the City may excuse performance for a longer term. Economic hardship of the Contractor will not constitute Force Majeure. The term of the agreement shall be extended by a period equal to that during which either party's performance is suspended under this Section.

BB. Scrutinized Companies

Subject to *Odebrecht Construction, Inc., v. Prasad*, 876 F.Supp.2d 1305 (S.D. Fla. 2012), *affirmed, Odebrecht Construction, Inc., v. Secretary, Florida Department of Transportation*, 715 F.3d 1268 (11th Cir. 2013), this Section applies to any contract for goods or services of $1 million or more:

The Contractor certifies that it is not on the Scrutinized Companies with Activities in Sudan List or the Scrutinized Companies with Activities in the Iran Petroleum Energy Sector List and that it does not have business operations in Cuba or Syria as provided in section 287.135, Florida Statutes (2013), as may be amended or revised. The City may terminate this Contract at the City's option if the Contractor is found to have submitted a false certification as provided under subsection (5) of section 287.135, Florida Statutes (2013), as may be amended or revised, or been placed on the Scrutinized Companies with Activities in Sudan List or the Scrutinized Companies with Activities in the Iran Petroleum Energy Sector List or has been engaged in business operations in Cuba or Syria, as defined in Section 287.135, Florida Statutes (2013), as may be amended or revised.

CC. Public Records

Contractor shall:

(a) Keep and maintain public records that ordinarily and necessarily would be required by the City in order to perform the service.

(b) Provide the public with access to public records on the same terms and conditions that the City would provide the records and at a cost that does not exceed the cost

provided in Chapter 119, Florida Statutes (2013), as may be amended or revised, or as otherwise provided by law.

(c) Ensure that public records that are exempt or confidential and exempt from public records disclosure requirements are not disclosed except as authorized by law.

(d) Meet all requirements for retaining public records and transfer, at no cost, to the City, all public records in possession of the contractor upon termination of this contract and destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure requirements. All records stored electronically must be provided to the City in a format that is compatible with the information technology systems of the City.

IN WITNESS WHEREOF, the City and the Contractor execute this Contract as follows:

CITY OF FORT LAUDERDALE

By: _____
City Manager

Approved as to form:

_____
Assistant City Attorney

ATTEST

By: _____
Print Name: MIKE MAZOPOULOS
Title: CONTROLLER

Republic Services of Florida, Limited Partnership

By: _____
Print Name: Andrew King
Title: Area President

(CORPORATE SEAL)

STATE OF Florida :
COUNTY OF Palm Beach :

The foregoing instrument was acknowledged before me this 11 day of July, 2014, by Andrew King as Area President (title) for Republic Services of Florida, Limited Partnership.

(SEAL)

Notary Public, State of _____
(Signature of Notary Public)

Joanne Stanley
(Print, Type, or Stamp Commissioned Name of Notary Public)

JOANNE HOPE STANLEY
MY COMMISSION # EE838783
EXPIRES September 26, 2016
(407) 398-0153 FloridaNotaryService.com

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

EXHIBIT B

Bid Tabulation Packet for Solicitation 542-11342

Trash and Recycling Collection Services for Public Spaces and Special Events

Bid designation: Public

CITY OF FORT LAUDERDALE

City of Fort Lauderdale

Bid #542-11342 - Trash and Recycling Collection Services for Public Spaces and Special Events

Creation Date	**Dec 26, 2013**	End Date	**Apr 25, 2014 2:00:00 PM EDT**
Start Date	**Mar 11, 2014 4:41:14 PM EDT**	Awarded Date	**Not Yet Awarded**

542-11342--01-01 Trash and Recycling Collection Services

Supplier		Unit Price	Qty/Unit	Total Price	Attch	Docs
Republic Services	First Offer	$41,524.00*	12 / month	$498,288.00	Y	Y
Product Code:			**Supplier Product Code:**			
Agency Notes:			**Supplier Notes:**			

Supplier Totals

Republic Services **$498,288.00**

Bid Contact: **Danielle DiNicola**
ddinicola@republicservices.com
Ph 954-583-1830

Address: **751 NW 31 Street**
Lauderhill, FL 33311

Agency Notes: **Supplier Notes:**

**

Republic Services

Bid Contact **Danielle DiNicola**
ddinicola@republicservices.com
Ph 954-583-1830

Address **751 NW 31 Street**
Lauderhill, FL 33311

Item #	Line Item	Notes	Unit Price	Qty/Unit		Attch.	Docs
542-11342-01-01	Trash and Recycling Collection Services	**Supplier Product Code:**	**First Offer - $41,524.00**	12 / month	**$498,288.00**	Y	Y

Supplier Total **$498,288.00**

Republic Services

Item: **Trash and Recycling Collection Services**

Attachments

Republic Services Bid Submittal.pdf

City of FORT LAUDERDALE

City of Fort Lauderdale
Procurement Department
100 North Andrews Avenue, Room 619
Fort Lauderdale, FL 33301

ITB # 543-11342

"Trash and Recycling Collection Service for Public Spaces and Special Events"

Bid Submittal Deadline: April 25, 2014 at 2:00 PM

Submitted by:

REPUBLIC SERVICES

Republic Services of Florida, Limited Partnership
d/b/a All Service Refuse
751 NW 31st Avenue
Lauderhill, FL 33311

Mark Talbott
General Manager
954-583-1830

April 18th, 2014

City of Fort Lauderdale
Procurement Department
100 N Andrews Ave., Room 619
Fort Lauderdale, FL 33301

RE: ITB# 542-11342 Trash and Recycling Collection Services for Public Spaces and Special Events

Attached please find the response to ITB # 542-11342 for "Trash and Recycling Collection Services for Public Spaces and Special Events" for the City of Fort Lauderdale (City). On behalf of Republic Services of Florida, Limited Partnership dba All Service Refuse, we appreciate the opportunity to submit our response and look forward to continuing our long standing relationship with the City.

Republic Services of Florida, Limited Partnership is a wholly-owned subsidiary of Republic Services, Inc. Republic Services is the second largest provider of services in the domestic non-hazardous solid waste industry as measured by revenue. We provide non-hazardous solid waste collection services for commercial, industrial, municipal and residential customers through 348 collection companies in 40 states and Puerto Rico.

Today more than ever, municipalities and county governments are realizing the benefits of creating public-private partnerships. More than 80% of all cities outsource some or all of their waste and recycling to private garbage companies like Republic Services. Few companies can equal the operational capabilities, financial stability, capital resources and proven record that Republic Services brings.

Our commitment is simple… we commit to provide the City of Fort Lauderdale safe, environmentally responsible and service-focused collections that exceed expectations. We understand the needs of the City and look forward to building on our current partnership by being your environmental partner in achieving your solid waste collection goals.

Sincerely,

Mark W. Talbott
General Manager
Republic Services of Florida, Limited Partnership, dba All Service Refuse

Questionnaire

Please print or type:

1. Provide three references for which you have performed similar services.

Company Name: City of Fort Lauderdale
Address: 100 N. Andrews Avenue, Ft. Lauderdale, FL
Contact Name: Melissa Doyle, Solid Waste Coordinator
Telephone: 954.828.6111

Company Name: City of Coconut Creek
Address: 4800 W. Copans Road, Coconut Creek, FL 33063
Contact Name: Michael Heimbach, Asst. Operations Manager
Telephone: 954.956.1453

Company Name: Town of Pembroke Park
Address: 3150 SW 52nd Ave. Pembroke Park, FL 33023
Contact Name: Tom Wilde, Asst. Town Manager
Telephone: 954.966.4600 Ext. 1220

2. Number of years experience the proposer has had in providing similar services:
50+ Years

3. Have you ever failed to complete work awarded to you? If so, where and why?
No

4. List appropriate licenses as issued by Broward County.
Broward County Tax Receipt

5. Briefly describe the number of employees and supervisors available for this contract and the firm's ability to secure subcontractors, if necessary.
Republic Services currently employs 110+ drivers and will dedicate the necessary amount of drivers to perform the services of this contract. We maintain sufficient manpower to avoid service interruptions. In addition, Republic is fully staffed to handle all transition procedures and is prepared to execute this contract to its utmost potential. Republic does have the capacity to hire subcontractors if necessary.

6. Briefly describe your firm's financial status and provide proof of adequate line of credit or other financial

BidSync City of Fort Lauderdale Bid 542-11342 p. 7

assets to access funds for construction of multiple projects during the same time period.

Republic Services is America's second largest non-hazardous solid waste services company as measured by revenue.
The Company's 2013 Annual Report to Shareholders (Form 10-K) contains financial information about the company and is submitted in response to the request for financial information.
Republic Services, Inc. carries an "investment grade" credit rating.

The proposer understands that the information contained in these proposal pages is to be relied upon by the City in awarding the proposed contract, and such information is warranted by the proposer to be true. The proposer agrees to furnish such additional information, prior to acceptance of any proposal relating to the qualifications of the proposer, as may be required by the City.

Please review the questionnaire to make sure all questions have been answered. Attach additional sheets if necessary.. Failure to answer each question could result in the disqualification of your bid.

Company Overview

Mark Talbott- General Manager
Republic Services of Florida, LP d/b/a All Service Refuse
954-583-1830

Republic Services is the second largest provider of services in the domestic non-hazardous solid waste industry as measured by revenue. Our operations are national in scope, but the physical collection and disposal of waste is very much a local business; therefore, the dynamics and opportunities differ in each of our markets. By combining local operating management with standardized business practices, we can drive greater overall operating efficiency across the Company, while maintaining day-to-day operating decisions at the local level, closest to the customer.

During the past several years, we supported our internal growth strategy with our presence in markets with higher than average population growth. We believe our presence in these markets positions us to experience growth at rates that are generally higher than those of declining population growth.

Republic serves millions of residential customers under terms of contracts with more than 2,800 municipalities for waste collection and residential services.

Municipal Contracts	+ 2,800
Residential Customers:	+ 12,000,000
Commercial Customers:	+ 1,000,000

Since incorporation, Republic Services has been committed to the essential components of integrated solid waste management services: collection, recycling, composting, transfer and disposal. Each division of Republic Services is dedicated to preserving the environment while providing the most cost-effective programs for solid waste collection and disposal.

Republic Service has broad expertise in the waste management field, derived from a diverse array of hauling, transfer, recycling and disposal operations. Very few companies can equal the operational capabilities, financial stability, capital resources, broad experience, geographic dispersion, integrated infrastructure or transfer expertise that Republic Services brings to a project.

Collection Services. We provide solid waste collection services to commercial, industrial, municipal and residential customers through 333 collection operations. In 2012, 77% of our revenue was derived from collection services. Within the collection line of business, 35% of our revenue is from services provided to municipal and residential customers, 40% is from services provided to commercial customers, and 25% is from services provided to industrial and other customers.

Our residential collection operations involve the curbside collection of refuse from small containers into collection vehicles for transport to transfer stations or directly to landfills. We typically perform residential solid waste collection services under contracts with municipalities, which we generally secure by competitive bid. These contracts or franchises usually range in duration from one to five years, although some of our exclusive franchises are for significantly longer periods.

In our commercial and industrial collection operations, we supply our customers with waste containers of varying sizes. We also rent compactors to large waste generators. We typically perform commercial collection services under one- to three-year service agreements, and we determine fees by considerations such as market factors, collection frequency, type of equipment furnished, the type and volume or weight of the waste collected, transportation costs, the distance and cost of disposal.

Transfer Services. We own or operate 193 transfer stations, and in 2012 transfer services accounted for 5% of our revenue. Revenue at transfer stations is primarily generated by charging tipping or disposal fee. Our collection operations deposit waste at these transfer stations, as do other private and municipal haulers, for compaction and transfer to disposal sites or materials recovery facilities. Essentially, transfer stations provide collection operations with a cost effective means to consolidate waste and reduce transportation costs while providing our landfill sites with an additional "gate" to extend the geographic reach of a particular landfill site with the goal of increased internalization.

Recycling Services. We own or operate 71 materials recovery facilities and other recycling operations. These facilities generate revenue through the collection, processing, and sale of old corrugated cardboard (OCC), old newspaper (ONP), aluminum, glass and other materials. Most of these recyclable materials are internally collected by our residential and industrial collection operations.

Changing market demand for recyclable materials causes volatility in commodity prices. At current volumes and mix of materials, we believe a ten dollar per ton change in the price of recyclable materials will change annual revenue and operating income by approximately $29 million and $20 million, respectively, on an annual basis.

In certain instances we issue recycling rebates to municipalities or large industrial customers, which can be based on the price we receive upon the final sale of recyclable materials, a fixed contractual rate or other measures. We also receive rebates when we dispose of recyclable materials at third-party facilities.

Customers. We provide services to commercial, industrial, municipal and residential customers. No one customer has individually accounted for more than 3% of our consolidated revenue or of our reportable segment revenue in any of the last three years.

Background and History

Republic Services has been a publicly traded company since July 1, 1998. Our history dates back to the early 1990's when Republic Waste Industries was formed to consolidate a series of regional waste collection companies. The name was changed to Republic Industries and subsequently acquired businesses in several industries, including automotive dealerships and car rental businesses in addition to more than 100 non-hazardous solid waste companies.

Republic Services, Inc. was incorporated as a Delaware corporation on December 21, 1996.

In 1998, Republic Industries changed its name to AutoNation. That same year, AutoNation separated its non-hazardous solid waste services division from its other businesses by forming Republic Services, Inc., which completed an initial public offering of shares of common stock. Republic Services, Inc. began trading on the New York Stock Exchange under the ticker symbol "RSG" on July 1, 1998.

In 1999, AutoNation sold its remaining interest in Republic Services, Inc. in a secondary public offering. Republic Services continues to enjoy strong growth by offering customers quality services.

Republic Services experienced strong and dramatic growth from 1998 to 2008. In 2008, Republic Services acquired Allied Waste Industries to create a leader in the field of environmental protection and solid waste management.

As a result of our acquisition of Allied, Republic committed to a restructuring plan related to our corporate overhead and other administrative and operating functions. The plan included closing our corporate office in Florida, consolidating administrative functions to Arizona, the former headquarters of Allied, and reducing staffing levels.

We believe that our merger with Allied created a strong operating platform that will allow us to continue to provide quality service to our customers.

Our Priorities and Major Initiatives: Our priorities are designed to deliver total waste stream solutions, including recycling, to our customers while creating sustainable economic value for our stockholders. We believe focusing on the following priorities and major initiatives will allow us to best serve our customers:

Safety. Safety remains our highest priority for all of our employees and the communities we serve. Our long-standing commitment to safety is unwavering. We will continue to improve our driver safety training program and reward our people for operating in a safe and conscientious manner in all our lines of business

People. We work to create and maintain an environment that attracts, develops and retains people who assure our success with customers, differentiate us from our competitors and allow us to be an employer of choice for top talent.

Durability. We believe our decentralized management structure provides us with a competitive advantage by allowing us to quickly respond to and meet customer's needs and to stay in touch

with local businesses and municipalities. However, functions such as fleet maintenance and customer service are areas where we believe we can continue to build durable, consistent processes across all operating divisions. Through standardization of core functions, we believe we can minimize variability in our maintenance facilities, resulting in a safer fleet of vehicles with lower operating costs and increased efficiency. By converting certain of our residential routes to automated single driver side-load service, we believe we can more efficiently service our customers, improve safety, increase productivity and reduce labor costs. We have converted approximately 62% of our residential routes and 54% of our vehicle purchases in 2012 were CNG. We expect that using natural gas will reduce our overall fleet operating costs.

Customer Experience. We strive to provide the highest level of customer service. We derive our business from abroad customer base, which we believe will enable our company to experience stable growth. We also have municipal marketing representatives who are responsible for working with each municipality or community to which we provide residential service to ensure customer satisfaction. Additionally, the municipal representatives organize and drive the effort to obtain new or renew municipal contracts at competitive prices.

Ownership
Republic Services, Inc. is a publicly traded company on the New York Stock Exchange (NYSE symbol: RSG).

Ownership beyond five percent
The following table shows certain information as of December 31, 2012 with respect to the ownership of common stock by each shareholder who is known by Republic Services to own more than 5% of our outstanding common stock:

Name of Owner	Number of Shares	Percent
Cascade Investment, LLC	**89,634,760**	**24.5%**

No other individual or entity owns more than 5 percent of the Company.

Credit
Republic Services, Inc. has an "investment grade" rating.
No creditor is owed a debt greater than 10 percent of the Company's total assets.

Employees
We employed approximately 30,000 full-time employees, approximately 26% of whom were covered by collective bargaining agreements. From time to time, our operating locations may experience union organizing efforts. We have not historically experienced any significant work stoppages. We currently have no disputes or bargaining circumstances that we believe could cause significant disruptions in our business. Our management believes that we have good relations with our employees.

Management Team
Republic has the most experienced executive management teams in the solid waste industry. The corporate officers with responsibility for our operations have an average of more than

25 years of management experience in the solid waste industry. Our regional senior vice presidents and our area presidents have an average of 20 years of experience in the industry.

The following is a summary of experiences for select members of our management team.

Donald W. Slager, President and Chief Executive Officer
On January 1, 2011, Don Slager was named president and chief executive officer of Republic Services. Don served as president and chief operating officer of Allied Waste from 2005 to 2008 and assumed the same position with Republic Services as the result of the merger of Allied Waste and Republic in December 2008. Don was executive vice president and chief operating officer of Allied Waste between June 2003 and December 2004. Don also served as senior vice president - operations between December 2001 and June 2003; vice president - operations from February 1998 to December 2001; assistant vice president - operations from June 1997 to February 1998; and regional vice president of the West Region from June 1996 to June 1997.

Don served as district manager for the Chicago Metro District between 1992 and 1996. Before Allied's acquisition of National Waste Services in 1992, he served at National Waste Services as general manager from 1990 to 1992 and in other management positions beginning in 1985. Don began his career in the waste industry in 1980 working for Waste Management, Inc. He has completed the Northwestern University Kellogg School Advanced Executive Program and holds a certificate from the Stanford University Board Consortium Development Program.

Glenn Culpepper, Executive Vice President and Chief Financial Officer
Glenn Culpepper was named executive vice president and chief financial officer in 2013. He has a deep financial background and experience at large, decentralized, growth-oriented industrial companies. Immediately prior to joining Republic Services, he held the role of chief financial officer at Summit Materials, a leading business in the aggregates and building materials sector. Before that, he spent 21 years at CRH PLC, a large publicly-traded multinational construction materials company based in Dublin, Ireland, including two years as its principal financial officer and 13 years as the CFO of its North American operations, Oldcastle Materials. Mr. Culpepper received his B.A. and M.B.A. from the University of Michigan.

Brian Bales, Executive Vice President, Business Development
Brian Bales was named executive vice president, business development at Republic Services in December 2008 as a result of the merger of Republic and Allied Waste. Brian served as vice president corporate development at Republic Services from December 1998 to the time of the merger. Prior to joining Republic, Brian held various management positions with Ryder System, Inc. between 1993 and 1998 including director of finance, senior manager of strategic planning and development, and manager of financial planning and analysis.

From 1988 to 1993, Brian served as chief financial officer of a group of television production and post-production companies. Brian was a staff accountant in Price Waterhouse's Entrepreneurial Business Services practice from 1986 to 1988. Brian holds a Bachelor of Arts degree in business administration, majoring in accounting, from the University of Tennessee and is a Certified Public Accountant.

Michael P. Rissman, Executive Vice President, General Counsel and Corporate Secretary
Mike was named executive vice president, general counsel and corporate secretary of Republic Services in August 2009. Prior to that, he was appointed acting general counsel and corporate secretary of Republic Services in March 2009. He joined Allied Waste as vice president and deputy general counsel in 2007, and he took these same positions at Republic after our merger with Allied Waste in 2008.

Prior to joining Allied Waste, Mike was a partner at Mayer, Brown, Rowe & Maw, LLP, in Chicago. During his 17 years with Mayer Brown, he built a national litigation, transactional, and regulatory practice, which included managing a variety of solid and hazardous waste matters for a number of clients.

Mike began his law career in 1986 when he served as law clerk to U.S. District Judge Prentice Marshall in Chicago. Next, he worked as an associate at Wilmer, Cutler & Pickering in Washington, DC, before joining Mayer Brown.

Mike earned his A.B. from Harvard University, graduating magna cum laude in economics, and his J.D. with honors from the University of Chicago Law School.

Jeff Hughes, Executive Vice President, Human Resources
Jeff Hughes has served as executive vice president, human resources of Republic Services since December 2008. He leads activities related to organizational effectiveness, reward and recognition systems, management development, succession planning, labor and employee relations, and occupational safety.

Prior to the Republic merger with Allied Waste Industries, Jeff worked 18 years for Allied holding various leadership positions in both the field organization and at the corporate headquarters, culminating with senior vice president for eastern operations in 2004. Previously, Jeff was the assistant vice president of operations support at the Allied Waste corporate headquarters in Scottsdale, Arizona.

Jeff grew up in Kenosha, Wisconsin, and attended Ripon College where he earned a bachelor's degree in politics and government.

REPUBLIC SERVICES

The following outline provides a list of current similar municipal and county contract information on solid waste collection and recycling agreements that Republic Services has throughout the State of Florida. This list is a list of municipalities/government agencies that we serve in the State of Florida representing experience in the collection and delivery of residential and commercial horticultural, solid waste, and recycling materials.

CONTRACTUAL EXPERIENCE

CUSTOMER NAME	CONTACT NAME	TELEPHONE NUMBER
Hillsborough County **601 E. Kennedy Blvd.** **Tampa, Florida 33601**	**John Lyons** **Director – SWMD** **lyonsj@hillsboroughcounty.org**	**(813) 272-5977**

Prime Contractor

Description of Services: (Manual) Residential garbage, yard waste and recycling collection service for 70,000 homes in unincorporated Hillsborough County.
Commercial and Industrial rates are not part of the Hillsborough County contract – individual contracts are set up with Commercial and Industrial clients which are confidential.
Commercial FEL container collection service for 2,200 customers (6-days per week - Monday thru Saturday)
Industrial (Roll-off) container and compactor collection service for 1,200 customers (6-days per week – Monday thru Saturday)
Start Date: October 1, 1997 to present (15 years)

****

Orange County **5901 Young Pine road** **Orlando, FL 32829**	**James W. Becker** **Director – SWMD** **James.Becker@ocfl.net**	**(407) 836-6629**

Prime Contractor

Description of Services: (Manual) Residential garbage, yard waste and recycling collection service for 83.100 homes. (Zone 2-40,620-Zone 5-42,460) Commercial FEL and Industrial (Roll-off) container collection services are provided within the framework of open competition (6-days per week Monday thru Saturday).
Start Date: December 31, 2008 to present (Republic has been servicing parts of Orange County for more 10 years)

****

Palm Beach County
7501 N. Jog Road
West Palm Beach, FL 33412

John Archambo **(561) 697-2700 x 4725**
Director, Customer Information Systems
jarchambo@swa.org

Prime Contractor

Description of Services: (Manual) Residential garbage, yard waste and recycling collection service for approximately 101,000 single family homes and approximately 39,995 multi-family homes included in 5-zones of Palm Beach County.
Commercial: FEL container collection service of 4500 customers (6-days per week – Monday thru Saturday).
Industrial (Roll-off) container and compactor collection service (6-days per week – Monday thru Saturday).
Commercial and Industrial are included in the franchise agreements.
Start Date: October 1, 2008 to present (4 years for current contract. Republic has been servicing parts of the county for more then 20 years)
****

Hernando County
14450 Landfill Road
Brooksville, FL 34614

Scott Harper **(352) 754-4112 Ext. 114**
Assistant Utilities Director
sharper@hernandocounty.us

Prime Contractor

Description of Services: (Manual) Residential garbage and yard waste collection service for 55,000 homes.
Commercial FEL container collection service (6-days per week – Monday thru Saturday).
Industrial (Roll-off) container and compactor collection service (6-days per week – Monday thru Saturday).
Commercial and Industrial rates are not part of the Hernando County contract – individual contracts are set up with Commercial and Industrial clients which are confidential.
Start Date: January 1, 2012 to present (Republic has been servicing part of Hernando for more than 10 years)
****

Volusia County
3151 E. New York Avenue
DeLand, FL 32724

Leonard Marion **(386) 943-7889**
Solid Waste Director
lmarion@co.volusia.fl.us

Prime Contractor

Description of Services: (Semi-automated) Residential garbage with 96 gallon carts provided for solid waste (customer can put out an additional 36 gallon container of their own) and bins (provided by county) for dual stream recyclables. 44,800 homes.
Commercial FEL and Industrial (Roll-off) container collection services are provided within the framework of open competition (6-days per week Monday thru Saturday).
Start Date: 1/1/2012 to present
All Trucks are natural gas vehicles for this contract.
****

City of Sunrise **10770 W. Oakland Park Bl.** **Sunrise, FL 33351**	**Harry Cruz** **Utility Finance Mgr.** **Hcruz@sunrise.gov**	**(954) 746-3233**

Population 84,375 **Prime Contractor**

Description of Services: (Manual) Residential garbage, bulk waste service for 31,562 homes. (Automated) recycling collection with 18,000 carts.
Commercial: FEL container service 565 customers (6-days per week – Monday thru Saturday).
Industrial (Roll-off) container and compactor collection service (6-days per week – Monday thru Saturday).
Start Date: July 1, 1996 to present
****

City of Ft. Lauderdale **100 N Andrews Avenue** **Ft. Lauderdale, FL 33301**	**Melissa Doyle** **Solid Waste Coordinator** **mdoyle@fortlauderdale.gov**	**(954) 828-6111**

Prime Contractor

Description of Services: (Automated) Residential curbside containerized garbage, yard waste and single stream recycling collection service for 33,088 homes.
Start Date: Recycling- June 8, 2011 to present
Garbage and Yard Waste - February 1, 2014 to present
****

City of Coconut Creek **4800 W. Copans Road** **Coconut Creek, FL 33063**	**Jim Berrman** **Public Works Director** **jberrman@coconutcreek.net**	**(954) 973-6780**

Prime Contractor

Description of Services: (Manual) Residential curbside garbage, bulk waste and single stream semi-automated containerized recycling collection service for 7,767 homes.
Commercial FEL container collection service (6-days per week- Monday thru Saturday).
Start Date: February 1, 1995 to present
****

Business Plan

Mark Talbott- General Manager
Republic Services of Florida, LP d/b/a All Service Refuse
954-583-1830

The following is a business plan detailing the Republic Services of Florida, LIMITED PARTNERSHIP d/b/a All Service Refuse communication, staffing, equipment, and resources to satisfactorily perform under this contract.

Republic Services of Florida, Limited Partnership has been servicing the solid waste and recycling needs of municipalities in Broward County since 1999. We employ over 230 local residents. Very few companies can equal the operational capabilities, financial stability, capital resources, broad experience, geographic dispersion, integrated infrastructure or transfer expertise that Republic Services brings to a project.

Republic Service has broad expertise in the waste management field, derived from a diverse array of hauling, transfer, recycling and disposal operations, and is known for its seamless cross-functional integration, well organized, systematic planning of new contacts with key emphasis on an optimal clear communication between Republic and the City during, and after the start of a new contract. With every new contract, Republic prepares a comprehensive plan that outlines the responsibilities among the various key employees to ensure a smooth and transparent transition.

Safety is of paramount importance at Republic Services. As the leader in our industry, Republic Services is dedicated to the safety of our employees, customers and the general public. Meaning greater service reliability and lower costs for our customers. It is about choices and doing the right thing. It is who we are and what we do. We are Republic Services, the industry leader in safety and service.

Key Personnel

Republic Services has assembled a management and operations team that is unsurpassed in the industry. Our unique combination of traditional solid waste collection experience, recycling expertise, innovative management systems and knowledge of new technological advances in the solid waste industry places Republic Services in the best position to service the waste handling and recycling needs of Florida's communities.

Republic Services is structured along functional lines, which allows for decisions relevant to Franchise Agreement collections to be made by local managers who have direct responsibility for the Franchise Agreement and are knowledgeable of local solid waste collection, recycling, and disposal procedures. This ensures that the day-to-day operations of the Franchise Agreement will be managed by experienced local staff, with the support of a national network of solid waste professionals.

The following key personnel operate from the South Florida Area Offices. These individuals will oversee the City of Fort Lauderdale Agreement.

Andrew King
Area President
8619 Western Way
Jacksonville, FL, 32256
904-443-2010
aking@republicservices.com

Mike Rizopoulos
Controller
751 NW 31st Avenue
Lauderhill, FL 33311
954-327-9580
mrizopoulos@republicservices.com

David Lewis
Sales Manager
751 NW 31st Avenue
Lauderhill, FL 33311
954-327-9588
dlewis@republicservices.com

Mark Talbott
General Manager
751 NW 31st Avenue
Lauderhill, FL 33311
954-583-1830
mtalbott@republicservices.com

Danielle DiNicola
Municipal Services Manager
751 NW 31st Avenue
Lauderhill, FL 33311
954-327-9578
ddinicola@republicservices.com

Jon Miller
Operations Manager
751 NW 31st Avenue
Lauderhill, FL 33311
561-716-4446
jmiller2@republicservices.com

Personnel Policies

Republic Service's policy is to provide Company management with the resources to make informed hiring decisions, in accordance with the Company's policies. Hiring decisions are also governed by local, state and federal laws, and the Department of Transportation ("DOT"), Department of Labor, Equal Employment Opportunity Commission and any other governing institutions.

Republic Services conducts nationwide criminal searches on all applicants. We require that all applicants disclose if they have been convicted of or plead guilty, no contest or nolo contender to a felony. A conviction will not necessarily be a bar to employment. This information is only used for job-related purposes consistent with applicable law and is only relevant in determining whether the conviction is related to the job for which an applicant is applying. Republic Services complies with the Fair Credit Reporting Act and notifies applicants in writing of any adverse action not to employ an applicant due partially or wholly on the information obtained from the background results.

Under the Company's Drug and Alcohol Free Workplace Policy, Republic also requires that all new hires and re-hires submit to substance screening at the time of offer as a condition of employment. Contingent hires are disqualified for hire if they test positive, refuse to submit to a test, or refuse to sign the required acknowledgement.

On-Boarding

Republic Services provides new employees and rehires with the appropriate information and resources to perform their job duties in accordance with Company policies as stated in our Employee Handbook and within the Policies and Procedures Manual. On-boarding procedures are designed to inform new hires of these policies and to receive acknowledgement of such policies. In addition to receiving a personalized On-Boarding Journal, each new hire is required to attend the New-Hire Orientation.

Professional Development

Republic Services supports and promotes professional career development for active employees at all levels of the organization. Career development, in the form of external training, must be in the scope of the employee's position and business related. Internal training programs are required based upon the scope of the employee's position and Republic's systems, policies, procedures and legal compliance requirements.

REPUBLIC SERVICES

Customer Service Plan

Republic Service's vision towards customer service is to be the "best in class" by always putting the customer first. As our customer, you are our top priority. Our culture in customer service is to have an unwavering commitment to excellence by being proactive and providing the best customer service experience with top notch quality and efficiency.

Basic Customer Service Principles

Republic Service's core principles for customer service programs are based on being customer-focused and service oriented both externally and internally. These fundamental principles will be executed daily to foster a relationship of trust and integrity with the City of Fort Lauderdale.

- *Employ the highest quality personnel*
  Republic Services only hires the highest quality of personnel with emphasis on safety customer experience and integrity.

- *Ensure easy and immediate access for customers*
  Forecasting adequate staff is not only critical, it is our top priority in maintaining access to our professional staff and City residents to ensure efficiency. We've set ourselves apart from our competitors by associating Republic's brand with readiness to serve our customers promptly and by delivering quality service. With operating hours from 7:00am -6:00pm, our CSRs are able to resolve customer inquiries in a prompt manner.

- *Ensure timely and efficient complaint resolution and follow-up*
  Republic has a seamless process regarding complaints which involve empowering CSRs with levels of authority and applying one of our key ingredients of following up. Republic's state-of-the-art fielding process has produced an effective line of communication, which translates into efficient turnaround from the customer to the CRSs in obtaining an expeditious resolution.

Customer Service Approach

Republic's customer service department and response system is divided into two dynamic functional categories: administrative and operational. CSRs will handle both functional categories.

The CSRs operational responsibilities involve their use of radio dispatch (in concert with the dispatcher) to facilitate the resolution of general operational issues including missed pick-ups, spillage, container exchanges, or other operational issues requiring immediate action in the field by our drivers and/or supervisors.

Operations

Equipment

Republic will service the contract with current company split hopper truck. Utilizing this style of truck will allow collection from refuse and recycling in one pass with one truck. All of Republic Services trucks are in top condition and working order. Each contain the company name and have been properly identified with truck numbers that are a minimum of 3". No advertising is permitted on any of Republic Services vehicles except for vehicle manufacturer, or alternative fuel provider.

Public Spaces Cans

- Republic will service all public spaces cans as per the schedule on Appendix B (Schedule by Location) at a minimum but will adjust schedule as needed to prevent overflow.
- Republic shall collect any trash or recycling materials around and under the can within a 5 foot radius upon servicing to prevent windblown litter and unsightly conditions.
- Our drivers will visually inspect recycling cans and remove visible non-recyclable materials prior to emptying can. Any non-recycling materials removed will be placed with the trash.
- All lids, locks, access doors and other equipment shall be replaced/ secured once service has been performed.
- Republic will report daily to City Contract Coordinator or his designee any cans requiring service including cleaning, replacement or repair.
- Republic will respond to any complaint received by the City Contract Coordinator or his designee by 5:00pm the day the complaint is received. Complaints received after 5:00PM shall be responded to no later than 8:00am the following day.
- Republic Services will be responsible for the full replacement value of any can damage due to negligence on our behalf. Republic will not be responsible for normal wear and tear to public spaces cans.
- All trash will be delivered to the designated disposal facility, Wheelabrator. The City is responsible for all tipping fees as identified in the ITB.
- All recyclable materials will be delivered to the designated disposal facility, Sun Bergeron. The City is responsible for all tipping fees as identified in the ITB.

Special Event Collections

- Republic will attend planning meetings for certain special events to establish logistics, service needs and equipment/ staff requirements.

- Our drivers will visually inspect recycling cans and remove visible non-recyclable materials prior to emptying can. Any non-recycling materials removed will be placed with the trash.

- Republic will ensure all trash and recyclables are collected and removed from the special event location immediately following the event.

- We will only be responsible for servicing cans and other receptacles as described in the ITB (Appendix E) that are used during special events. This excludes dumpster, roll-off or other large-capacity specialized cans that may also be used.

- Republic Services will be responsible for the full replacement value of any can damage due to negligence on our behalf. Republic will not be responsible for normal wear and tear to public spaces cans.

- All trash will be delivered to the designated disposal facility, Wheelabrator. The City is responsible for all tipping fees as identified in the ITB.

- All recyclable materials will be delivered to the designated disposal facility, Sun Bergeron. The City is responsible for all tipping fees as identified in the ITB.

Transition and Routing-

- Republic will work with the City to insure a smooth transition.

- Republic will communicate with representatives from the City's Parks and Recreation Department to gain intelligence on special service concerns or areas.

- Republic will operate 1 Automated Garbage Routes. Republic will have 2 spare automated side load trucks.

- Republic will provide more equipment to accommodate any seasonal or temporary changes in collection volume.

Traffic Obstruction during Collection
In the event that there is a traffic obstruction that prevents collection vehicles from serving the customer, the following steps will be taken:

- The driver will immediately report the situation to the route supervisor as well as the Customer Service Department. This communication will assist both contact departments in quickly identifying the problem in the affected service addresses. The driver will then safely proceed around the obstruction on an alternate route to continue collection on the remainder of the route.

- The supervisor will communicate to authorized City personnel to inform them of the action taken. This information will be recorded in the affected customers account in the Republic INFOPRO system.

Safety
Safety is of paramount importance at Republic Services. As the leader in our industry, Republic Services is dedicated to the safety of our employees, customers and the general public. We strive to operate safely at all times because we know the profound negative impact that accidents and injuries have on people.

Record Keeping
Republic will provide and maintain all required records and reports regarding solid waste disposal. Republic will comply with the data retention obligations pursuant to the Collection Services Agreement and as is necessary for the City of Fort Lauderdale to evaluate all aspects of our service and contract compliance.

Refuse
Data will be collected on a daily basis in the following manner for solid waste materials. At the disposal/processing point, the trucks will be weighed and emptied, and the drivers will receive verification of tonnage prior to leaving the facility. Drivers will then complete their collected information by recording tonnage information by weight tag number.

Drivers will submit records with all weight tags to their supervisor who will then approve the records and forward the information to Republic's Data Input and Reporting Group (DIRG). The DIRG will input operations information into Republic's internal computerized data system. Data will be available at all times for the City of Fort Lauderdale for review to ensure accurate reporting and data retention.

Backup Data
All hardcopy reports and source documents (i.e., weight tickets, other initial hand-written records) will be maintained on-site through hardcopies depending on the age of the hard copy reports, source of documentation as well as backed up on a hard drive with security levels of access.

Maintenance

All Service Refuse has a sixteen (16) bay complete vehicle maintenance facility located at 751 NW 31 Ave., Lauderhill, FL 33311. All maintenance is completed at this facility with the exception of warranty work. The maintenance department is open six (6) days per week from 3:00am to 11:30pm.

Trucks will be maintained in a manner reflecting a professional image and providing safe and efficient operations for employees and customers. Preventative maintenance is vital to assure the longevity and productivity of the truck fleet. The Daily Inspection Sheets, completed by the drivers and the Maintenance Schedule are both valuable tools used by the shop facility as part of the maintenance shop regimen.

Superior Wash, Inc. of Pompano Beach, Florida washes every Republic Services vehicle once per week.

All materials and equipment are 100% asbestos free.

APPLICATION FOR REGISTRATION OF FICTITIOUS NAME

Note: Acknowledgements/certificates will be sent to the address in Section 1 only.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JUL 18 PM 1:51

GD820090001 1
07/18/08--01005--017 **50.00
This space for office use only

Section 1

1. All Service Refuse
Fictitious Name to be Registered (see instructions if name includes "Corp" or "Inc")

110 S.E. 6th Street, 28th Floor
Mailing Address of Business
Fort Lauderdale FL 33301
City State Zip Code

3. Florida County of principal place of business: multiple
(see instructions if more than one county)

Section 2

A. Owner(s) of Fictitious Name if Individual(s): (Use an attachment if necessary):

1. Last First M.I.
Address
City State Zip Code

2. Last First M.I.
Address
City State Zip Code

B. Owner(s) of Fictitious Name if other than an Individual: (Use attachment if necessary):

1. Republic Services of Florida, Limited Partnership
Entity Name
110 S.E. 6th Street, 28th Floor
Address
Fort Lauderdale FL 33301
City State Zip Code
Florida Registration Number: B99000000467
FEI Number: 65-0965470
☐ Applied for ☐ Not Applicable

2. Entity Name
Address
City State Zip Code
Florida Registration Number
FEI Number:
☐ Applied for ☐ Not Applicable

Section 3

I (we) the undersigned, being the sole (all the) party(ies) owning interest in the above fictitious name, certify that the information indicated on this form is true and accurate. In accordance with Section 865.09, F.S., I (we) understand that the signature(s) below shall have the same legal effect as if made under oath. (At Least One Signature Required)

Signature of Owner 7/16/2008 Date
David A. Barclan, V.P. of General Partner
Phone Number: 954-769-2400

Signature of Owner Date
Phone Number:

Section 4

FOR CANCELLATION COMPLETE SECTION 4 ONLY:
FOR FICTITIOUS NAME OR OWNERSHIP CHANGE COMPLETE SECTIONS 1 THROUGH 4:

I (we) the undersigned, hereby cancel the fictitious name _____, which was registered on _____ and was assigned registration number _____

Signature of Owner Date
Signature of Owner Date

Mark the applicable boxes ☐ Certificate of Status — $10 ☐ Certified Copy — $30

NON-REFUNDABLE PROCESSING FEE: $50

FL008 - 03/01/2005 C T System Online Single CR4E001 (11/03)

B. 7/18/08

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Fictitious Name Detail

Fictitious Name

ALL SERVICE REFUSE

Filing Information

Registration Number	G08200900011
Status	ACTIVE
Filed Date	07/18/2008
Expiration Date	12/31/2013
Current Owners	1
County	MULTIPLE
Total Pages	2
Events Filed	1
FEI/EIN Number	NONE

Mailing Address

18500 NORTH ALLIED WAY
PHOENIX, AZ 85054

Owner Information

REPUBLIC SERVICES OF FLORIDA, LIMITED PARTNERSHIP
18500 NORTH ALLIED WAY
PHOENIX, AZ 85054
FEI/EIN Number: 65-0965470
Document Number: B99000000467

Document Images

07/18/2008 -- REGISTRATION View image in PDF format
10/01/2010 -- CHANGE NAME/ADDRESS View image in PDF format

Previous on List | Next on List | Return to List | Filing History

Fictitious Name Search Submit

Copyright © and Privacy Policies
State of Florida, Department of State

Bid 542-11342

BROWARD COUNTY LOCAL BUSINESS TAX RECEIPT

115 S. Andrews Ave., Rm. A-100, Ft. Lauderdale, FL 33301-1895 – 954-831-4000

VALID OCTOBER 1, 2013 THROUGH SEPTEMBER 30, 2014

DBA:
Business Name: ALL SERVICE REFUSE REPUBLIC SERVICES OF FL LP

Receipt #: 326-3550
Business Type: COURIER/TRANSPORT/DLVRY/TOWIN((SOLID WASTE/RECYCLING/REMOVAL

Owner Name: REPUBLIC SERVICES INC
Business Location: 751 NW 31 AVE
FT LAUDERDALE
Business Phone: 954-583-1830

Business Opened: 09/27/2004
State/County/Cert/Reg:
Exemption Code:

BROWARD

Rooms	Seats	Employees	Machines	Professionals
		275		

For Vending Business Only — Number of Machines: — Vending Type:

Tax Amount	Transfer Fee	NSF Fee	Penalty	Prior Years	Collection Cost	Total Paid
150.00	0.00	0.00	0.00	0.00	0.00	150.00

THIS RECEIPT MUST BE POSTED CONSPICUOUSLY IN YOUR PLACE OF BUSINESS

THIS BECOMES A TAX RECEIPT

WHEN VALIDATED

This tax is levied for the privilege of doing business within Broward County and is non-regulatory in nature. You must meet all County and/or Municipality planning and zoning requirements. This Business Tax Receipt must be transferred when the business is sold, business name has changed or you have moved the business location. This receipt does not indicate that the business is legal or that it is in compliance with State or local laws and regulations.

Mailing Address:

REPUBLIC SERVICES INC
751 NW 31 AVE
FORT LAUDERDALE, FL 33311

Receipt #03B-13-00000045
Paid 10/01/2013 150.00
09/30/2013 Effective Date

2013 - 2014

City of Fort Lauderdale

BidSync

4/25/2014

CERTIFICATE OF LIABILITY INSURANCE

~~Bid 542-11342~~
DATE (MM/DD/YYYY)
10/09/2013

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER	CONTACT NAME:	
CANNON COCHRAN MANAGEMENT SERVICES, INC. 17015 N. SCOTTSDALE RD. SCOTTSDALE, AZ 85255	PHONE (A/C No.Ext):	FAX (A/C No.Ext):
	E-MAIL ADDRESS:certificateteam@ccmsi.com	

INSURED	INSURER(S) AFFORDING COVERAGE	NAIC #
REPUBLIC SERVICES, INC. 18500 N. ALLIED WAY PHOENIX, AZ 85054	INSURER A: OLD REPUBLIC INSURANCE COMPANY	24147
	INSURER B: ILLINOIS UNION INSURANCE COMPANY	27960
	INSURER C: NATIONAL FIRE & MARINE INSURANCE COMPANY	20079
	INSURER D:	
	INSURER E:	
	INSURER F:	

COVERAGES **CERTIFICATE NUMBER: 374480** **REVISION NUMBER: 2**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	GENERAL LIABILITY [X] COMMERCIAL GENERAL LIABILITY [ ] CLAIMS-MADE [X] OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: [ ] POLICY [ ] PROJECT [ ] LOC			MWZY 60248	06/30/2013	06/30/2014	EACH OCCURRENCE	$ 5,000,000
							DAMAGE TO RENTED PREMISES (Ea occurrence)	$ 5,000,000
							MED EXP (Any one person)	
							PERSONAL & ADV INJURY	$ 5,000,000
							GENERAL AGGREGATE	$ 5,000,000
							PRODUCTS -COMP/OP AGG	$ 5,000,000
A	AUTOMOBILE LIABILITY [X] ANY AUTO [X] ALL OWNED AUTOS [X] SCHEDULED AUTOS [X] HIRED AUTOS [X] NON-OWNED AUTOS			MWTB 21945	06/30/2013	06/30/2014	COMBINED SINGLE LIMIT (Ea accident)	$ 5,000,000
							BODILY INJURY(Per person)	
							BODILY INJURY (Per accident)	
							PROPERTY DAMAGE (Per accident)	
	[ ] UMBRELLA LIAB [ ] OCCUR [ ] EXCESS LIAB [ ] CLAIMS-MADE [ ] DED [ ] RETENTION $						EACH OCCURRENCE	
							AGGREGATE	
A A A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY Y/N ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? [N] (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	N/A		MWC 118477 00 AOS MWXS 1024 Excess WC OH MWXS 1023 Excess NSWC TX	06/30/2013 06/30/2013 06/30/2013	06/30/2014 06/30/2014 06/30/2014	[X] WC STATU-TORY LIMITS [ ] OTHER	
							E.L. EACH ACCIDENT	$ 3,000,000
							E.L. DISEASE -EA EMPLOYEE	$ 3,000,000
							E.L. DISEASE -POLICY LIMIT	$ 3,000,000
B	POLLUTION LEGAL LIABILITY			PPLG27064061002	06/30/2013	06/30/2014	$25,000,000 Per Occurrence $25,000,000 Aggregate	

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

Division Number: 3752 - Named Insured Includes: Republic Services of Florida, Limited Partnership - Dba: All Service Refuse Hauling
Division Number: 3761 - Named Insured Includes: Envirocycle, Inc. - Dba: Envirocycle

CERTIFICATE HOLDER

City of Fort Lauderdale
Procurement Services Division
100 N Andrews Avenue, Room 619
Fort Lauderdale, FL 33301
United States

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

© 1988-2010 ACORD CORPORATION. All rights reserved.

AGENCY CUSTOMER ID: _____

LOC #: _____

ADDITIONAL REMARKS SCHEDULE

AGENCY		NAMED INSURED
		REPUBLIC SERVICES, INC. 18500 N. ALLIED WAY PHOENIX, AZ 85054
POLICY NUMBER See First Page		
CARRIER See First Page	NAIC CODE	EFFECTIVE DATE:

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM.

FORM NUMBER: 25 FORM TITLE: CERTIFICATE OF LIABILITY INSURANCE

The following provisions apply when required by written contract. As used below, the term certificate holder also includes any person or organization that the insured has become obligated to include as a result of an executed contract or agreement.

GENERAL LIABILITY:
Certificate holder is Additional Insured when required by written contract.
Coverage is primary and non-contributory when required by written contract.
Waiver of Subrogation in favor of the certificate holder is included when required by written contract.

AUTO LIABILITY:
Certificate holder is Additional Insured when required by written contract.
Waiver of Subrogation in favor of the certificate holder is included when required by written contract.

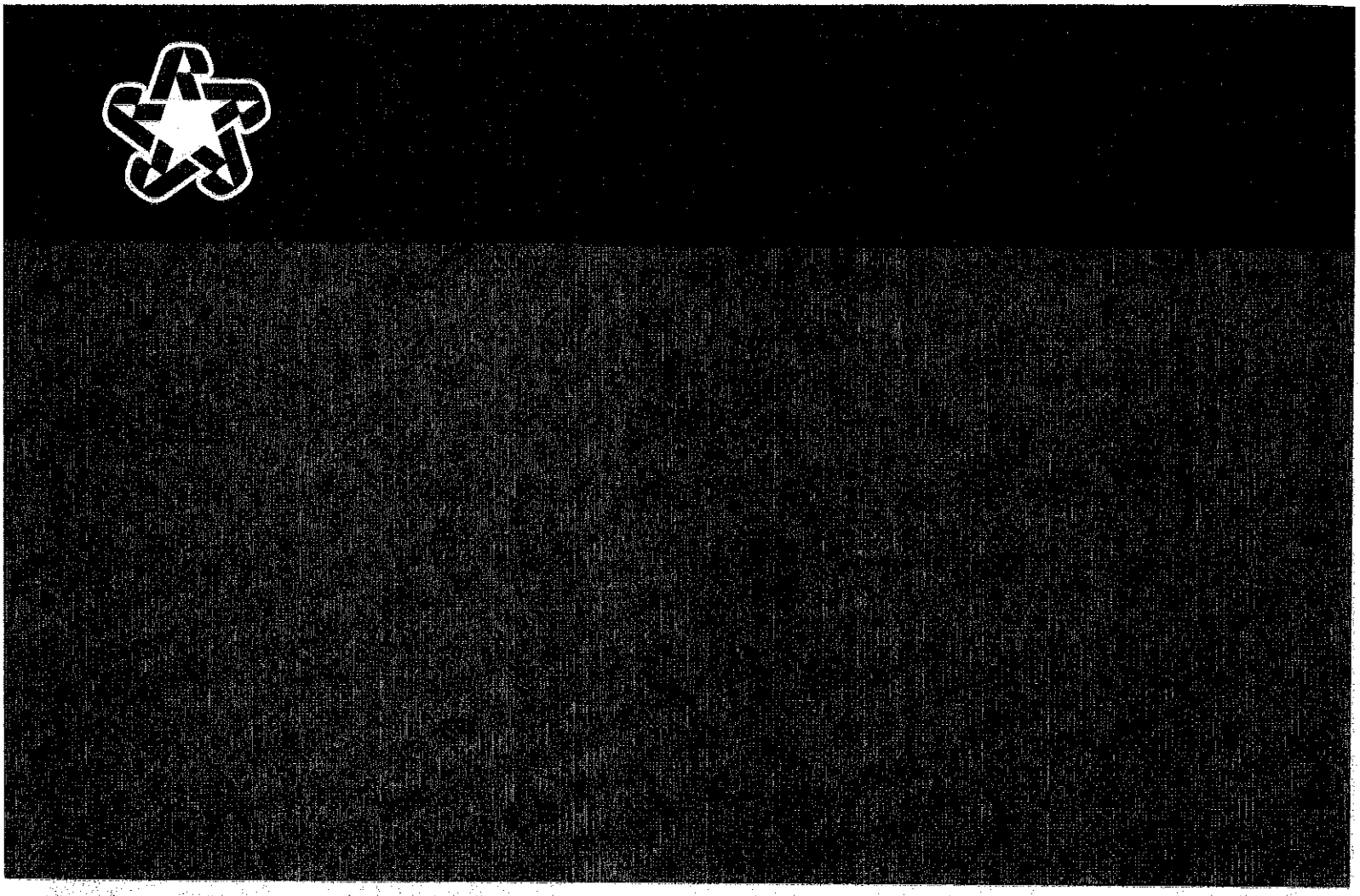
WORKERS COMPENSATION AND EMPLOYERS LIABILITY:
Waiver of Subrogation in favor of the certificate holder is included when required by written contract where allowed by state law.

TEXAS EXCESS INDEMNITY AND EMPLOYERS LIABILITY:
Republic Services, Inc. and its subsidiaries are registered non-subscribers to the Texas Workers Compensation Act. Republic Services, Inc. has filed an approved Indemnity Plan with the Texas Department of Insurance which offers an alternative in benefits to employees rather than the traditional Workers Compensation Insurance in Texas. The excess policy (#MWXS 1023) shown on this certificate provides excess Indemnity and Employers Liability coverage for the approved Indemnity Plan.

Contractual Liability is included in the General Liability coverage form. The General Liability policy does not contain an endorsement excluding Contractual Liability.

Additional Insured includes: City of Fort Lauderdale, when required by written contract.

ACORD 101 (2008/01)
© 1988-2010 ACORD CORPORATION. All rights reserved.
The ACORD name and logo are registered marks of ACORD



Republic Services, Inc.
2013 Summary Annual Report

Our Values

RESPECTFUL

We value others and demonstrate that in everything we do.

RESPONSIBLE

We do the right thing — always and every day.

RELIABLE

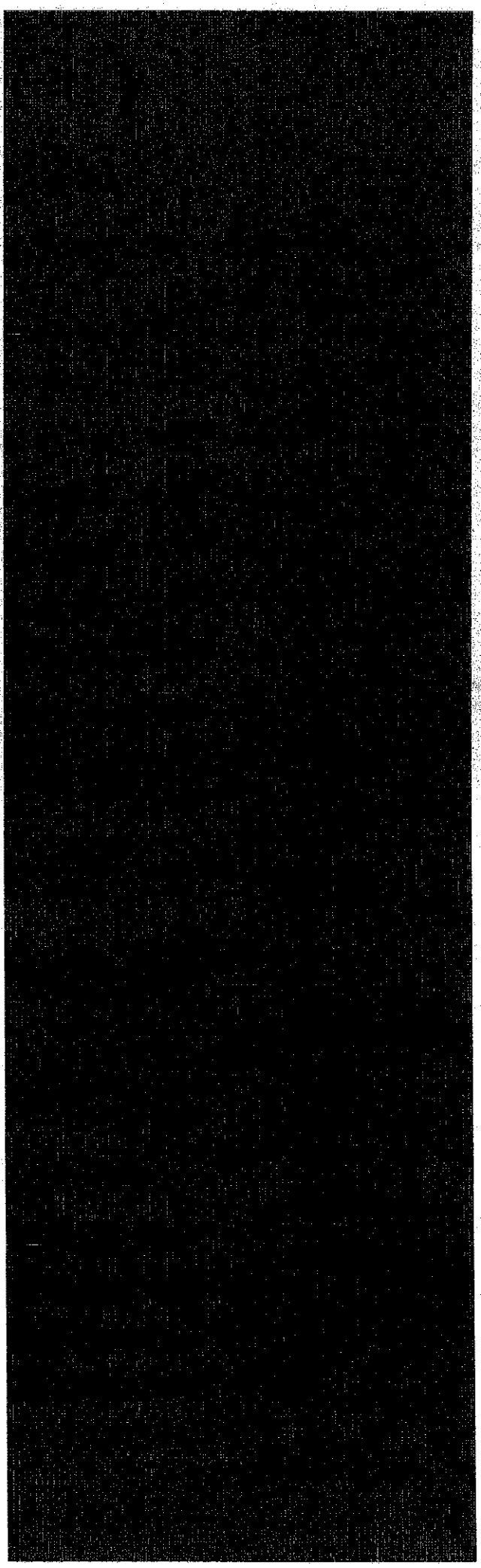
We are trustworthy and accountable.

RESOURCEFUL

We maximize our strengths to get the job done.

RELENTLESS

We work hard and never give up.



Our Values align directly with our customers' expectations.

City of Fort Lauderdale

THOUGHTFUL

"Understand my needs and wants."

CREDIBLE

"Do what you say, say what you do."

DEPENDABLE

"Be there, especially when I need you."

MEANINGFUL

"Help me make a difference for the environment."

EFFORTLESS

"Make it easy for me to do business with you."

BidSync

Delivering an Exceptional Customer Experience – at Each Touch Point, Every Day.

At Republic Services, there are no more important relationships than the ones we forge with each of our customers. We begin by listening, to understand their needs and wants today, and to anticipate how each customer may evolve – whether it is a household, a small local business, a sports complex or an oil refinery.

We affirm our commitment to both new customers and those we've been privileged to serve for years every day through a breadth and depth of service offerings. After all, it's our customers who have entrusted us with their business, and with it, clear expectations to meet or exceed our obligations.

That's why our service approach starts with being friendly and accessible, and naturally extends to our customer-friendly products and services, easy-to-use solutions and tools, environmental commitments and investments.

In the end, it means making a difference in our customers' lives, while helping them feel at ease, uplifted, even delighted – in choosing Republic Services.

Message from Don Slager, President & CEO

Fellow Stockholders:

Over the last several years, Republic Services has taken important steps to strengthen our foundation and position us well for future growth opportunities. Each year, our business plan advances our multi-year initiatives designed to profitably grow the business, improve service delivery, and manage our cost structure. 2013 was no exception.

We executed our strategic plan to create long-term shareholder value, while leveraging an improving economy to report the first full year of positive volume performance in seven years. We delivered strong financial results that exceeded our full year guidance for adjusted earnings per share and adjusted free cash flow. After reinvesting in the business, and consistent with our underlying approach to cash utilization, we returned a majority of free cash flow to our shareholders. In fact, we have returned approximately $2 billion to our shareholders over the last three years.

We are extremely pleased with our achievements, motivated by our outlook going forward, and ever grateful for our employees' tireless dedication to achieving success.

Staying the Course: Investing in the Core Business

Last year, we invested approximately $82 million in acquisitions for a post-synergy EBITDA purchase multiple of approximately four-and-a-half times. These transactions were tuck-in acquisitions in existing markets with annual revenue of approximately $60 million. We anticipate maintaining a steady pace of acquisition investment of approximately $100 million per year.

We also were awarded several privatizations of municipal solid waste services during 2013, with total annual revenue of approximately $11 million. These are profitable growth opportunities for Republic Services while lowering costs and mitigating risks for the municipalities we serve.

We exited 2013 with 66 percent of our residential routes now automated, expanding our ongoing commitment to creating a safer work environment, improving driver productivity, and enhancing the customer experience. Cost savings generated from the addition of 1,000 automated trucks over the last three years was approximately $12 million.

To date, approximately 45 percent of our fleet has completed and been certified under our OneFleet maintenance initiative. We expect that 50 percent of the fleet will be certified by mid-2014, at which point we will begin realizing benefits. Additionally, we expect to cost-effectively extend the useful life of our fleet by one year, reducing future capital requirements by approximately $200 million over a four-to-five year period beginning in 2015.

Stewarding our Blue Planet™: Expanding Environmental Outcomes

We remain committed stewards of the planet's natural resources, finding opportunities to reduce our footprint, while expanding capabilities to meet customers' evolving needs and generate returns. In

2013, our recycling volume grew 8.5 percent, primarily due to recent investments made in strategic markets. We anticipate further investment in select and prioritized markets.

We continued to invest in our compressed natural gas (CNG) fleet and natural gas infrastructure, with 12 percent of our fleet now operating on natural gas. CNG creates a cleaner environment for the communities we serve, while lowering our costs. During 2013, about 50 percent of the trucks purchased were fueled by CNG.

Growing Employee Engagement

All of our 31,000 employees are vital links in the chain that delivers an exceptional customer experience. Strong engagement also goes hand in hand with having a diverse workforce and inclusive work environment.

We define inclusion as actively and intentionally creating an environment in which all individuals are welcomed and valued. In 2013, we launched the MOSAIC Council (Mission of Supporting an Inclusive Culture), an internal advisory group made up of representatives from across geographies and functional areas to oversee the development of strategy and activities that result in a more diverse workforce and more inclusive environment.

With drivers making up nearly 50 percent of our workforce, they are both the life blood of our company and a critical touch point with our customers. We celebrate driver achievements regularly, particularly when they are recognized as the industry's best. Over the last four years, Republic drivers have been recognized 10 out of 12 times as "Driver of the Year" for their safety and performance records by the National Waste & Recycling Association, more than any other company.

2014: Looking Ahead

We have the right focus, the right approach and the right team in place to build off our momentum in 2014. Our strategy remains dedicated to generating cash flow growth and improved returns on invested capital. We are steadfast in our commitment to an effective cash utilization strategy, which includes increasing cash returns to our stockholders through dividends and share repurchases.

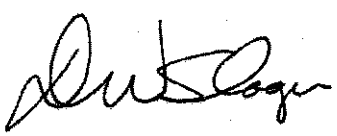
Looking ahead, we expect to enhance revenue quality through a targeted market approach, improved pricing tools that enhance both sales and service level transactions, and service offerings that differentiate Republic Services, expand our reach, and build customer loyalty. Plus, with a strong commitment across the organization to magnify our customer-focused approach, we will create greater value for all stakeholders.

We will continue to manage our cost structure through programs designed to achieve operational excellence, including efficiencies gained through fleet automation, CNG conversion and standardized maintenance practices.

Along with many industry veterans in our ranks, we have recently strengthened our expertise in such crucial areas as customer service, revenue management, recycling and diversion, alliance development, talent acquisition, and procurement. These individuals, together with everyone from our field leadership to our front-line employees, are committed to creating an even stronger company in 2014.

My sincere thanks to all of our employees for their collaboration and dedication to service excellence, to our customers for the opportunity to serve them, to our Board of Directors for their insightful leadership, and to our stockholders for your continued investment and trust in Republic Services.

We are all committed to delivering for you.



Donald W. Slager
President and Chief Executive Officer

Strength in Numbers 2013

$8.417 BILLION REVENUE

$714 MILLION ADJUSTED FREE CASH FLOW[1]

$562 MILLION CASH RETURNED TO STOCKHOLDERS

$82 MILLION NET INVESTMENTS IN ACQUISITIONS

39 STATES & PUERTO RICO

336 COLLECTION OPERATIONS

199 TRANSFER STATIONS

190 ACTIVE LANDFILL OPERATIONS

12,000 COLLECTION ROUTES

1,750 NATURAL GAS TRUCKS

29 NATURAL GAS FUELING STATIONS

4.7 MILLION TONS RECYCLED

69 RECYCLING FACILITIES

69 LANDFILL GAS AND RENEWABLE ENERGY PROJECTS

2 SOLAR ENERGY PROJECTS

31,000 EMPLOYEES

INDUSTRY RECOGNIZED SAFETY PROGRAM

10 INDUSTRY AWARDED "DRIVERS OF THE YEAR" (SINCE 2010)

[1] See "Adjusted Free Cash Flow" section of Republic's Current Report on Form 8-K, dated February 6, 2014, for a reconciliation of adjusted free cash flow to cash provided by operating activities and a description of why we present it.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

Commission file number: 1-14267

REPUBLIC SERVICES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**65-0716904**
(State of Incorporation)	*(I.R.S. Employer Identification No.)*
18500 North Allied Way **Phoenix, Arizona** *(Address of Principal Executive Offices)*	**85054** *(Zip Code)*

Registrant's telephone number, including area code: (480) 627-2700

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on which Registered
Common Stock, par value $.01 per share	**The New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☑ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☑

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) Yes ☑ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☑

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

As of June 30, 2013, the aggregate market value of the shares of the Common Stock held by non-affiliates of the registrant was $12.3 billion.

As of February 5, 2014, the registrant had outstanding 360,614,010 shares of Common Stock (excluding treasury shares of 50,594,739).

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement relative to the 2014 Annual Meeting of Stockholders are incorporated by reference in Part III hereof.

TABLE OF CONTENTS

PART I		
Item 1.	Business	2
Item 1A.	Risk Factors	15
Item 1B.	Unresolved Staff Comments	24
Item 2.	Properties	24
Item 3.	Legal Proceedings	24
Item 4.	Mine Safety Disclosures	26
PART II		
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	27
Item 6.	Selected Financial Data	28
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations	30
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	72
Item 8.	Financial Statements and Supplementary Data	74
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	137
Item 9A.	Controls and Procedures	137
Item 9B.	Other Information	138
PART III		
Item 10.	Directors, Executive Officers and Corporate Governance	138
Item 11.	Executive Compensation	138
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	138
Item 13.	Certain Relationships and Related Transactions, and Director Independence	139
Item 14.	Principal Accounting Fees and Services	139
PART IV		
Item 15.	Exhibits, Financial Statement Schedules	139
	Signatures	147

Unless the context requires otherwise, all references in this Form 10-K to "Republic," "the Company," "we," "us" and "our" refer to Republic Services, Inc. and its consolidated subsidiaries.

PART I

ITEM 1. BUSINESS

Overview

We are the second largest provider of services in the domestic non-hazardous solid waste industry, as measured by revenue. We provide non-hazardous solid waste collection services for commercial, industrial, municipal and residential customers through 336 collection operations in 39 states and Puerto Rico. We own or operate 199 transfer stations, 190 active solid waste landfills and 69 recycling centers. We also operate 69 landfill gas and renewable energy projects. We were incorporated as a Delaware corporation in 1996.

Based on an industry trade publication, the United States non-hazardous solid waste services industry generates annual revenue of approximately $55 billion, of which approximately 45% is recognized by publicly owned waste companies. Industry data also indicates that the non-hazardous waste industry in the United States remains fragmented as privately held companies and municipal and other local governmental authorities generate approximately 35% and 20%, respectively, of total industry revenue. We believe growth in the solid waste industry historically has been linked primarily to growth in the overall economy, including the level of new household and business formation and changes in residential and commercial construction activity.

Our operations are national in scope, but the physical collection and disposal of waste is very much a local business and the dynamics and opportunities differ in each of our markets. By combining local operating management with standardized business practices, we drive greater overall operating efficiency across the company while maintaining day-to-day operating decisions at the local level, closest to the customer.

We manage our operations through three geographic operating regions that are also our reportable segments: East, Central and West. Each region is organized into several areas and each area contains multiple business units or operating locations. Each of our regions and all of our operating areas provide collection, transfer, recycling and landfill services. We believe this structure facilitates integrating our operations within each region, which is a critical component of our operating strategy. It also allows us to maximize the growth opportunities in each of our markets and to operate the business efficiently, while minimizing administrative overhead costs and maintaining effective controls and standards over operational and administrative matters, including financial reporting. See Note 14, *Segment Reporting*, to our consolidated financial statements in Item 8 of this Form 10-K for further discussion of our operating segments.

Our Core Priorities

Commitment to Safety

We are dedicated to the safety of our employees, our customers and the communities we serve. Our *Think, Choose, Live* slogan encapsulates our everyday safety messaging to our employees to: *Think* about what you are doing, *Choose* the safe answer, and *Live* to go home to your family. With the phrase printed on numerous items, including hard hats and equipment our employees touch, there are constant reminders for employees to go home in the same condition that they came to work. Our goal is to ensure every one of our employees returns home safely each night. As a leader in the waste industry, we implement initiatives to help all employees take ownership of safety:

- *Focus 6 Program.* Our Focus 6 Program provides employees with guidance, tips and techniques to prevent the six most common types of serious accidents - backing, intersections, rear collisions, roll over, employee and pedestrian. The training employees receive from Focus 6 is the foundation of the countless decisions they have to make every day to stay safe.

- *Celebrate Safety Records.* We believe good safety records are something to celebrate, and we take pride in recognizing employees and divisions that demonstrate a relentless commitment to safety. Employees with the best driving records are eligible for the industry's most prestigious award, EIA's Driver of the Year. Every year since 2009, Republic drivers have been awarded this distinguished safety honor.

- *Educational Programs.* We have implemented an employee safety observation program that provides our employees with the tools to make safety a priority. Approximately 95% of our management team has completed modules within this program. Upon hire, our drivers also must complete a robust educational program, which approximately 85% of our drivers completed in 2013.

Commitment to Compliance

We also are dedicated to compliance. Compliance with laws and our policies and procedures is essential to our efforts to gain and keep the confidence and support of customers, regulatory and other governmental agencies, suppliers and the public. Most important, compliance is simply the right thing to do and is a critical part of the way we do business. Accordingly, we require all of our employees and independent contractors to comply with all applicable laws and rules, our Compliance Program and our Code of Business Ethics and Conduct. We also require them to report any violation or illegal activity to us so that we may deal with it appropriately.

Commitment to Sustainability

We are devoted to delivering convenient, cost-effective waste and recycling solutions across our national network in a way that also minimizes strain on the planet's resources. We partner with our customers and communities to advance sustainable solutions for our planet. Our commitment to sustainability can be seen in practice through our:

- expansion of recycling capabilities;
- operation of landfill gas and solar energy projects; and
- fleet conversion to compressed natural gas.

We have made, and continue to make, significant investments in high-impact areas of our business to provide meaningful improvement in environmental, economic, and social conditions. These investments demonstrate our commitment to sustainability, while creating tangible value for our shareholders.

Customer Experience

We strive to provide the highest level of customer service. This means placing the focus squarely on our customers by listening and responding as well as anticipating their wants and needs. We then determine how to best meet our customers' expectations by delivering and implementing superior, customized solutions. We frequently visit customers to ensure customer service and satisfaction, and confirm their expectations are being met. We also have municipal marketing representatives who are responsible for working with municipalities or communities to which we provide residential service.

The expanded use of technology is one of the ways in which we intend to continue to meet our customers' expectations. We desire to make it easy and seamless for our customers to do business with us. For example, in the near future our technology will allow more customers to access information and perform functions, such as changing or making service requests and interacting with customer service representatives, online. By increasing the ease of use and functionality of our web-based market presence, we believe we will enhance customer satisfaction and retention while we lower our costs.

Commitment to People

Training and developing our people is a priority. We aspire to be a company where the best people want to work and are committed to doing their best work every day. We work to create and maintain an environment that

attracts, develops and retains people who assure our success with customers, differentiate us from our competitors and allow us to be an employer of choice for top talent. As of December 31, 2013, we employed approximately 31,000 full-time employees, approximately 26% of whom were covered by collective bargaining agreements.

Creating Shareholder Value

We are committed to creating long-term shareholder value by generating consistent earnings and cash flow growth, while continually improving returns on invested capital. Our incentive compensation programs are aligned with these objectives at all levels of management. We value regular communication and interaction with our stockholders, and regularly participate in investor meetings and conferences.

Management Team

We believe we have one of the most experienced management teams in the solid waste industry.

Donald W. Slager became our Chief Executive Officer (CEO) and remained our President on January 1, 2011, after having served as our President and Chief Operating Officer (COO) from the Allied Waste Industries, Inc. (Allied) acquisition in December 2008 until then. In addition to his duties as CEO, Mr. Slager resumed the role of principal operating executive from November 2011 until August 2012 and beginning October 2013 to the present. Prior to the Allied acquisition, Mr. Slager worked for Allied from 1992 through 2008 and served in various management positions, including President and COO from 2004 through 2008 and Executive Vice President and COO from 2003 to 2004. From 2001 to 2003, Mr. Slager served as Senior Vice President, Operations. Mr. Slager held various management positions at Allied from 1992 to 2003, and was previously General Manager at National Waste Services, where he served in various management positions since 1985. Mr. Slager has over 33 years of experience in the solid waste industry. Mr. Slager has been a member of our Board of Directors since June 24, 2010.

Glenn A. Culpepper was elected Executive Vice President – Chief Financial Officer (CFO), in January 2013. Mr. Culpepper has more than 30 years of broad-based financial experience. He joined Republic from Summit Materials, a leading business in the aggregates and building materials sector, where he had been CFO for the last two years. Prior to that, Mr. Culpepper spent 21 years at CRH PLC, a large publicly-traded multinational construction materials company based in Dublin, Ireland, including two years as its principal financial officer and member of its board of directors, and 13 years as the CFO of its North American operations, Oldcastle Materials. Prior to CRH, Mr. Culpepper held roles of increasing responsibility in audit, tax and mergers and acquisitions at Price Waterhouse.

Jeffrey A. Hughes was named Executive Vice President, Human Resources in December 2008. Before that, Mr. Hughes served as Senior Vice President, Eastern Region Operations for Allied from 2004 until the Allied acquisition in December 2008. Mr. Hughes served as Assistant Vice President of Operations Support for Allied from 1999 to 2004 and as a District Manager for Allied from 1988 to 1999. Mr. Hughes has over 26 years of experience in the solid waste industry.

Michael P. Rissman has served as our Executive Vice President, General Counsel and Corporate Secretary since August 2009. Previously, Mr. Rissman had served as acting General Counsel and Corporate Secretary from March 2009. Mr. Rissman joined Allied as Vice President and Deputy General Counsel in July 2007 and continued in the same positions at Republic following the Allied acquisition in December 2008. Prior to joining Allied, Mr. Rissman was a partner at Mayer Brown LLP in Chicago, where he worked from 1990 until coming to Allied.

Our local management teams have extensive industry experience in growing, operating and managing solid waste companies and have substantial experience in their local geographic markets. This allows us to quickly respond to and meet our customers' needs and stay in touch with local businesses and municipalities. Each regional management team includes a region president, vice president, vice president-controller, vice president of human

resources, vice president of sales, vice president of operations support, director of safety, director of engineering and environmental management, and director of market planning and development. We believe our strong regional management teams allow us to effectively and efficiently drive our initiatives and help ensure consistency throughout the organization. Our regional management teams and area presidents have extensive authority, responsibility and autonomy for operations within their respective geographic markets. As a result of retaining experienced managers with extensive knowledge of, and involvement in, their local communities, we are proactive in anticipating customers' needs and adjusting to changes in our markets. We also seek to implement the best practices of our various regions, areas and business units throughout our operations to continue improving our operations and our operating margins.

Integrated Operations

We believe we have created a company with a strong, national operating platform that allows us to compete more effectively and efficiently in the local markets in which we operate. We seek to achieve a high rate of internalization by controlling waste streams from the point of collection through processing or disposal. During the year ended December 31, 2013, approximately 68% of the total waste volume we collected was disposed at landfills we own or operate (internalization). Our fully integrated markets generally have a lower cost of operations and more favorable cash flows than our non-integrated markets. Through acquisitions, landfill operating agreements and other market development activities, we create market-specific, integrated operations typically consisting of one or more collection operations, transfer stations and landfills. We also operate recycling centers in markets where diversion of waste is a priority and it is profitable to do so.

Growth Initiatives

Our growth initiatives are designed to deliver total waste stream solutions to our customers while creating sustainable economic value for our stockholders. We believe focusing on the following growth initiatives will improve profitability and generate value for our stockholders:

Internal Growth

Within our markets, our goal is to deliver sustainable, long-term profitable growth while efficiently operating our assets to generate acceptable rates of return. We allocate capital to businesses, markets and development projects both to support growth and to achieve acceptable rates of return. The key components of our internal growth strategy are:

Price Growth. We seek to secure price increases necessary to offset increased costs, to improve our operating margins and to obtain adequate returns on our substantial investments in vehicles, equipment, landfills, transfer stations and recycling facilities.

Volume Growth. We believe waste volumes are driven by population growth, household formation and new business formation. Volume growth through increases in our customer base and service offerings is the most capital efficient method to grow our business. We seek to obtain long-term contracts for collecting solid waste under residential collection contracts with municipalities, exclusive franchise agreements, as well as commercial and industrial contracts. By obtaining such long-term agreements, we can grow our contracted revenue base at the same rate as the underlying population growth in these markets. In addition, by securing a base of long-term recurring revenue, we are better able to protect our market position from competition. We work to increase volumes while ensuring that prices charged for services provide an appropriate return on our capital investment.

Sales and Marketing Activities and National Accounts. We manage our sales and marketing activities to enable us to capitalize on our leading position in many of the markets in which we operate. While most of our marketing activity is local in nature, we also employ a National Accounts selling organization in response to the needs of national and regional customers. The National Accounts team is designed to provide the best total solution to our customers' evolving waste management needs in an environmentally responsible manner. We partner with national clients to reach their sustainability goals, optimize waste streams, balance equipment and service

intervals, and provide customized reporting. The National Accounts team centralizes certain services like customer support and billing to effectively manage customer needs, while helping minimize costs. With our extended geographic reach, this team effectively serves our customers nationwide.

Acquisitions and Public-Private Partnerships

Our acquisition growth strategy focuses primarily on acquiring privately held solid waste and recycling companies that complement our existing business platform. We believe our ability to acquire privately held companies is enhanced by increasing competition in the solid waste industry, increasing capital requirements due to changes in solid waste regulatory requirements, and the limited number of exit strategies for privately held companies. We also will continue to evaluate opportunities to acquire operations and facilities that are being divested by other publicly owned waste companies. We expect to maintain a steady pace of acquisition investment of approximately $100 million annually.

We also focus on the waste and recycling operations and facilities of municipal and other local governmental authorities for growth opportunities. We believe our ability to acquire operations and facilities from municipalities that are privatizing is growing, as they increasingly seek to raise capital and reduce risk.

The consolidation of acquired businesses into existing operations, whether through acquisitions or public-private partnerships, reduces costs by decreasing capital and expenses used for truck routing, personnel, equipment and vehicle maintenance, inventories and back-office administration.

Expansion of Recycling Capabilities

We believe approximately 26% of municipal solid waste is recycled. Communities have increasingly committed to their residents to enhance and expand their recycling programs. We continue to focus on innovative waste disposal processes and programs to help our customers achieve their goals related to sustainability and environmentally sound waste practices. We currently own or operate 69 recycling centers. During 2013, we invested approximately $30 million to develop and upgrade our recycling centers. We will continue to look for opportunities to expand our recycling capabilities in markets where these services are desired and provide an appropriate return on our investment.

Development Activities

We seek to identify opportunities to further our position as an integrated service provider in markets where we are not fully integrated. Where appropriate, we obtain permits to build transfer stations, recycling centers and landfills that would vertically integrate our waste services or expand the service areas for our existing disposal sites. Development projects, while generally less capital intensive than acquisitions, typically require extensive permitting efforts that can take years to complete with no assurance of success. We undertake development projects when we believe there is a reasonable probability of success and where reasonably priced acquisition opportunities are not available.

We continuously evaluate our existing operating assets and their deployment within each market to determine if we have optimized our position and to ensure appropriate return on investment of capital. Where operations are not generating acceptable returns, we examine opportunities to achieve greater efficiencies and returns through integrating additional assets. If such enhancements are not possible, we may ultimately decide to divest the existing assets and reallocate resources to other markets.

Cost Control Initiatives

Our cost control initiatives are designed to deliver the best service possible to our customers in the most efficient, productive and environmentally sound way possible.

Fleet Automation

Approximately 66% of our residential routes have been converted to automated single driver trucks. By converting our residential routes to automated service, we reduce labor costs, improve driver productivity and create a safer work environment for our employees. Additionally, communities using automated vehicles have higher participation rates in recycling programs, thereby complementing our initiative to expand our recycling capabilities.

Fleet Conversion to Compressed Natural Gas (CNG)

Approximately 12% of our fleet operates on natural gas. We expect to continue our gradual fleet conversion to CNG, our preferred alternative fuel technology, as part of our ordinary annual fleet replacement process. We believe a gradual fleet conversion is most prudent to realize the full value of our previous fleet investments. Approximately 50% of our replacement vehicle purchases during 2013 were CNG vehicles. We believe using CNG vehicles provides us a competitive advantage in communities with strict clean emission objectives or initiatives that focus on protecting the environment. Although upfront costs are higher, we expect that using natural gas will reduce our overall fleet operating costs through lower fuel expenses.

Standardized Maintenance

Based on an industry trade publication, we operate the eighth largest vocational fleet in the United States. As of December 31, 2013, our average fleet age in years, by line of business, was as follows:

	Approximate Number of Vehicles	Average Age
Residential	7,600	7
Commercial	4,300	6
Industrial	3,600	9
Total	15,500	7

Through standardization of core functions, we believe we can minimize variability in our maintenance processes resulting in higher vehicle quality while extending the service life of our fleet. We believe operating a more reliable, safer and efficient fleet will lower our operating costs. We have completed implementation of standardized maintenance programs for approximately 45% of our fleet maintenance operations as of December 31, 2013.

Cash Utilization Strategy

Key components of our cash utilization strategy include increasing free cash flow and improving our return on invested capital. Our definition of free cash flow, which is not a measure determined in accordance with United States generally accepted accounting principles (U.S. GAAP), is cash provided by operating activities less purchases of property and equipment, plus proceeds from sales of property and equipment as presented in our consolidated statements of cash flows. For a discussion and reconciliation of free cash flow, you should read the "Free Cash Flow" section of our *Management's Discussion and Analysis of Financial Condition and Results of Operations* contained in Item 7 of this Form 10-K.

We believe free cash flow drives shareholder value and provides useful information regarding the recurring cash provided by our operations. Free cash flow also demonstrates our ability to execute our cash utilization strategy, which includes investments in acquisitions and returning a majority of free cash flow to our shareholders through dividends and share repurchases. We are committed to an efficient capital structure and maintaining our investment grade rating.

We manage our free cash flow by ensuring that capital expenditures and operating asset levels are appropriate in light of our existing business and growth opportunities, as well as by closely managing our working capital, which consists primarily of accounts receivable, accounts payable, and accrued landfill and environmental costs.

Dividends

In July 2003, our board of directors initiated a quarterly cash dividend of $0.04 per share. Our quarterly dividend has increased from time to time thereafter, the latest increase occurring in July 2013 to $0.26 per share, representing a compound annual growth rate since 2003 of 20.6%, and a 10.6% increase over that of the prior year. We expect to continue paying quarterly cash dividends and may consider additional dividend increases if we believe they will enhance stockholder value.

Share Repurchases

We have had a share repurchase program since November 2010. From November 2010 to December 31, 2013, we used $1,039.2 million to repurchase 35.5 million shares of our common stock at a weighted average cost per share of $29.30. In October 2013, the board of directors added $650 million to the existing share repurchase authorization. As of December 31, 2013, there was $760.6 million remaining under our share repurchase authorization. During 2014, we expect to use approximately $400 million of our authorization to repurchase our outstanding shares of common stock.

Strong Capital Structure

Since our merger with Allied on December 5, 2008, we have refinanced $5,288.2 million in senior notes and $1,206.2 million in tax-exempt financings. This reduced the average coupon rate on our senior notes and tax-exempt financings, on a weighted average basis, by more than 175 basis points while extending our debt maturities and giving greater stability to our capital structure. As a result of the refinancing, our debt maturity and revolver capacity profile is as follows:

	2014	2015	2016	2017	2018	Thereafter
Credit facilities	$ -	$ -	$ 1,000.0	$ 1,250.0	$ -	$ -
Senior notes	-	-	-	-	700.0	5,025.7
Debentures	-	-	-	-	-	200.5
Tax-exempt financings	11.3	4.8	-	-	-	1,071.6
Total	$ 11.3	$ 4.8	$ 1,000.0	$ 1,250.0	$ 700.0	$ 6,297.8

A key component of our financial strategy includes maintaining investment grade ratings on our senior debt, which was rated BBB+ by Standard & Poor's, BBB by Fitch and Baa3 by Moody's as of December 31, 2013. Such ratings have allowed us, and should continue to allow us, to readily access capital markets at competitive rates.

Operations

Our operations primarily consist of providing collection, transfer and disposal of non-hazardous solid waste and recovering and recycling certain materials.

Collection Services. We provide solid waste collection services to commercial, industrial, municipal and residential customers through 336 collection operations. In 2013, 77% of our revenue was derived from collection services. Within the collection line of business, 34% of our revenue is from services provided to municipal and residential customers, 40% is from services provided to commercial customers and 26% is from services provided to industrial (both permanent and temporary) and other customers.

Our residential collection operations involve the curbside collection of refuse from small containers into collection vehicles for transport to transfer stations, or directly to landfills or recycling centers. We typically perform residential solid waste collection services under contracts with municipalities, which we generally secure by competitive bid and which give us exclusive rights to service all or a portion of the homes in the respective

municipalities. These contracts or franchises usually range in duration from one to five years, although some of our exclusive franchises are for significantly longer periods. We also perform residential solid waste collection services on a subscription basis, in which individual households contract directly with us. The fees received for subscription residential collection are based primarily on market factors, frequency and type of service, the distance to the disposal facility and the cost of disposal. In general, subscription residential collection fees are paid quarterly in advance by the residential customers receiving the service.

In our commercial and industrial collection operations, we supply our customers with waste containers of varying sizes. We also rent compactors to large waste generators. We typically perform commercial collection services under one- to three-year service agreements, and fees are determined based on a number of factors including the market, collection frequency, type of equipment furnished, type and volume or weight of the waste collected, transportation costs, and the cost of disposal.

We also provide waste collection services to industrial and construction facilities on a contractual basis with terms ranging from a single pickup to one year or longer. Our construction services are provided to the commercial construction and home building sectors. We collect the containers or compacted waste and transport the waste to either a transfer station or directly to a landfill for disposal.

We also provide recycling services based on our collection customers' requirements to complete our service offerings.

Transfer Services. We own or operate 199 transfer stations. Revenue at transfer stations is primarily generated by charging tipping or disposal fees, which accounted for approximately 5% of our revenue during 2013. Our collection operations deposit waste at these transfer stations, as do other private and municipal haulers, for compaction and transfer to disposal sites or recycling centers. Transfer stations provide collection operations with a cost effective means to consolidate waste and reduce transportation costs while providing our landfills with an additional "gate" to extend their geographic reach.

When our own collection operations use our transfer stations, this improves internalization by allowing us to retain fees we would otherwise pay to third-party disposal sites. It also allows us to manage costs associated with waste disposal because: (1) transfer trucks have larger capacities than collection trucks, allowing us to deliver more waste to the landfill in each trip; (2) waste is accumulated and compacted at strategically located transfer stations to increase efficiency; and (3) we can retain volume by managing the waste to one of our own landfills rather than to a competitor's.

Landfill Services. We own or operate 190 active landfills. We charge tipping fees to third parties, which accounted for approximately 12% of our revenue during 2013. As of December 31, 2013, we had approximately 37,000 permitted acres and total available permitted and probable expansion disposal capacity of 4.9 billion in-place cubic yards. The in-place capacity of our landfills is subject to change based on engineering factors, requirements of regulatory authorities, our ability to continue to operate our landfills in compliance with applicable regulations, and our ability to successfully renew operating permits and obtain expansion permits at our sites. Some of our landfills accept non-hazardous special waste, including utility ash, asbestos and contaminated soils.

Most of our active landfill sites have the potential for expanded disposal capacity beyond the currently permitted acreage. We monitor the availability of permitted disposal capacity at each of our landfills and evaluate whether to pursue an expansion at a given landfill based on estimated future waste volumes and prices, market needs, remaining capacity and the likelihood of obtaining an expansion. To satisfy future disposal demand, we are currently seeking to expand permitted capacity at certain of our landfills; however, we cannot assure you that all proposed or future expansions will be permitted as designed.

We also have responsibility for 124 closed landfills, for which we have associated closure and post-closure obligations.

Recycling Services. We own or operate 69 recycling centers. These facilities generate revenue through the processing and sale of old corrugated cardboard (OCC), old newspaper (ONP), aluminum, glass and other materials, which accounted for approximately 4% of our revenue during 2013. Approximately 70% of our recycling center volume relates to OCC, ONP and other mixed paper. Of the 4.7 million tons we sold during 2013, 2.2 million moved through our recycling centers and 2.5 million we collected and delivered to third parties.

Changing market demand for recyclable materials causes volatility in commodity prices. At current volumes and mix of materials, we believe a $10 per ton change in the price of recyclable materials will change annual revenue and operating income by approximately $31 million and $19 million, respectively.

In certain instances we issue recycling rebates to municipalities or large industrial customers, which can be based on the price we receive upon the final sale of recyclable materials, a fixed contractual rate or other measures. We also receive rebates when we dispose of recyclable materials at third-party facilities.

As consumer demand for recycling services has increased, we have met that demand by integrating recycling components to each of our collection service offerings. Our goal is to provide a complete waste stream management solution to our customers in an environmentally sustainable way.

We continue to invest in proven technologies to control costs and to simplify and streamline recycling for our customers. For example, advanced sorting equipment, such as disk screens, magnets and optical sorters, identifies and separates different kinds of paper, metals, plastics and other materials to increase efficiency and maximize our recycling efforts.

Other Services. Other revenue consists primarily of National Accounts revenue generated from nationwide contracts in markets outside our operating areas, where the associated waste handling services are subcontracted to local operators. Thus, substantially all of this revenue is offset with related subcontract costs, which are recorded in cost of operations.

Competition

We operate in an intensely competitive industry. Competition in the non-hazardous solid waste industry comes from a few other large, national publicly-owned companies, several regional publicly- and privately-owned solid waste companies, and thousands of small privately-owned companies. In any given market, competitors may have larger operations and greater resources. In addition, we compete with municipalities that maintain waste collection or disposal operations. These municipalities may have financial advantages due to the availability of tax revenue and tax-exempt financing.

We compete for collection accounts primarily on the basis of price and the quality of our services. From time to time, our competitors reduce the price of their services in an effort to expand market share or to win a competitively bid municipal contract. Our ability to maintain and increase prices in certain markets may be impacted by our competitors' pricing policies. This may have an impact on our future revenue and profitability.

Seasonality and Severe Weather

Our operating revenues tend to be somewhat higher in the summer months, primarily due to higher volumes of construction and demolition waste. The volumes of industrial and residential waste in certain regions also tend to increase during the summer months. Our second and third quarter revenues and results of operations typically reflect this seasonality.

Our operations can be adversely affected by periods of inclement or severe weather, which could increase the volume of waste collected under our existing contracts (without corresponding compensation), delay the collection and disposal of waste, reduce the volume of waste delivered to our disposal sites, or delay the construction or expansion of our landfill sites and other facilities. Our operations also can be favorably affected by severe weather, which could increase the volume of waste in situations where we are able to charge for our additional services.

Regulation

Our facilities and operations are subject to a variety of federal, state and local requirements that regulate, among other things, the environment, public health, safety, zoning and land use. Operating and other permits, licenses and other approvals generally are required for landfills and transfer stations, certain solid waste collection vehicles, fuel storage tanks and other facilities that we own or operate. These permits are subject to denial, revocation, modification and renewal in certain circumstances. Federal, state and local laws and regulations vary, but generally govern wastewater or storm water discharges, air emissions, the handling, transportation, treatment, storage and disposal of hazardous and non-hazardous waste, and the remediation of contamination associated with the release or threatened release of hazardous substances. These laws and regulations provide governmental authorities with strict powers of enforcement, which include the ability to revoke or decline to renew any of our operating permits, obtain injunctions, or impose fines or penalties in the event of violations, including criminal penalties. The U.S. Environmental Protection Agency (EPA) and various other federal, state and local authorities administer these regulations.

We strive to conduct our operations in compliance with applicable laws, regulations and permits. However, from time to time we have been issued citations or notices from governmental authorities that have resulted in the need to expend funds for remedial work and related activities at various landfills and other facilities or in the need to expend funds for fines, penalties or settlements. We cannot assure you that citations and notices will not be issued in the future despite our strong regulatory compliance efforts. We have established final capping, closure, post-closure and remediation reserves that we believe, based on currently available information, will be adequate to cover our current estimates of regulatory costs; however, we cannot assure you that actual costs will not exceed our reserves.

Federal Regulation. The following summarizes the primary federal environmental and occupational health and safety-related statutes that affect our facilities and operations:

- *The Solid Waste Disposal Act, including the Resource Conservation and Recovery Act* (RCRA). RCRA establishes a framework for regulating the handling, transportation, treatment, storage and disposal of hazardous and non-hazardous solid waste, and requires states to develop programs to ensure the safe disposal of solid waste in sanitary landfills.

  Subtitle D of RCRA establishes a framework for regulating the disposal of municipal solid waste. Regulations under Subtitle D currently include minimum comprehensive solid waste management criteria and guidelines, including location restrictions, facility design and operating criteria, final capping, closure and post-closure requirements, financial assurance standards, groundwater monitoring requirements and corrective action standards. All of the states in which we operate have implemented permit programs pursuant to RCRA and Subtitle D. These state permit programs may include landfill requirements that are more stringent than those of Subtitle D. Our failure to comply with any of these environmental requirements at any of our locations may lead to temporary or permanent loss of an operating permit, which would result in costs in connection with securing new permits and reduced revenue from lost operational time.

  All of our planned landfill expansions and new landfill development projects have been engineered to meet or exceed Subtitle D requirements. Operating and design criteria for existing operations have been modified to comply with these regulations. Compliance with Subtitle D regulations has resulted in increased costs and may in the future require substantial additional expenditures in addition to other costs normally associated with our waste management activities.

- *The Comprehensive Environmental Response, Compensation and Liability Act of 1980* (CERCLA). CERCLA, among other things, provides for the cleanup of sites from which there is a release or threatened release of a hazardous substance into the environment. CERCLA may impose strict joint and several liability for the costs of cleanup and for damages to natural resources upon current owners and operators of a site, parties who were owners or operators of a site at the time the hazardous substances were disposed of, parties who transported the hazardous substances to a site, and parties who arranged for the disposal of the hazardous substances at a

site. Under the authority of CERCLA and its implementing regulations, detailed requirements apply to the manner and degree of investigation and remediation of facilities and sites where hazardous substances have been or are threatened to be released into the environment. Liability under CERCLA is not dependent on the existence or disposal of only "hazardous wastes," but also can be based upon the existence of small quantities of more than 700 "substances" characterized by the EPA as "hazardous," many of which are found in common household waste. Among other things, CERCLA authorizes the federal government to investigate and remediate sites at which hazardous substances have been or are threatened to be released into the environment, or to order persons potentially liable for the cleanup of the hazardous substances to do so themselves. In addition, the EPA has established a National Priorities List of sites at which hazardous substances have been, or are threatened to be, released and which require investigation or cleanup.

CERCLA liability is strict liability. It can be founded upon the release or threatened release, even as a result of unintentional, non-negligent or lawful action, of hazardous substances, including very small quantities of such substances. Thus, even if we have never knowingly transported or received hazardous substances, it is likely that hazardous substances have been deposited or "released" at landfills or other facilities that we presently or historically have owned or operated, or at properties owned by third parties to which we have transported waste. Therefore, we could be liable under CERCLA for the cost of cleaning up such hazardous substances at such sites and for damages to natural resources, even if those substances were deposited at our facilities before we acquired or operated them. The costs of a CERCLA cleanup can be very expensive and can include the costs of disposing of hazardous substances at appropriately-licensed facilities. Given the difficulty of obtaining insurance for environmental impairment liability, any such liability could have a material impact on our business, financial condition, results of operations and cash flows.

- *The Federal Water Pollution Control Act of 1972* (the Clean Water Act). This act regulates the discharge of pollutants from a variety of sources, including solid waste disposal sites, into streams, rivers and other waters of the United States. Runoff from our landfills and transfer stations that is discharged into surface waters through discrete conveyances must be covered by discharge permits that generally require us to conduct sampling and monitoring, and, under certain circumstances, to reduce the quantity of pollutants in those discharges. Storm water discharge regulations under the Clean Water Act require a permit for certain construction activities and for runoff from industrial operations and facilities, which may affect our operations. If a landfill or transfer station discharges wastewater through a sewage system to a publicly owned treatment works, the facility must comply with discharge limits imposed by that treatment works. In addition, states may adopt groundwater protection programs under the Clean Water Act or the Safe Drinking Water Act that could affect the manner in which our landfills monitor and control their waste management activities. Furthermore, if development at any of our facilities alters or affects wetlands, we may be required to secure permits before such development starts. In these situations, permitting agencies may require mitigation of wetland impacts.

- *The Clean Air Act.* The Clean Air Act imposes limitations on emissions from various sources, including landfills. In March 1996, the EPA promulgated regulations that require large municipal solid waste landfills to install landfill gas monitoring systems. These regulations apply to landfills that commenced construction, reconstruction or modification on or after May 30, 1991, and, principally, to landfills that can accommodate 2.5 million cubic meters or more of municipal solid waste. The regulations apply whether the landfills are active or closed. The date by which each affected landfill must have a gas collection and control system installed and made operational varies depending on calculated emission rates at the landfill. Efforts to curtail the emission of greenhouse gases and to ameliorate the effect of climate change may require our landfills to deploy more stringent emission controls and monitoring systems, with resulting capital or operating costs. Many state regulatory agencies also currently require monitoring systems for the collection and control of certain landfill gas. Certain of these state agencies are also implementing greenhouse gas control regulations that would also apply to landfill gas emissions. See Item 1A, *Risk Factors – "Regulation of greenhouse gas emissions could impose costs on our operations, the magnitude of which we cannot yet estimate,"* in this Form 10-K.

In addition, our vehicle fleet also may become subject to higher efficiency standards or other carbon-emission restrictions. Over the past two years, the EPA and the National Highway Traffic Safety Administration

(NHTSA) have adopted regulations mandating the reduction of vehicle tail pipe emissions as a means of reducing greenhouse gas emissions. The regulations take the form of fuel economy standards. The EPA and the NHTSA have developed fuel economy standards in two vehicle categories: (1) conventional automobiles and light-duty trucks; and (2) heavy-duty tucks, including solid waste collection vehicles and tractor trailers. We own and operate vehicles in both categories. For conventional automobiles and light-duty trucks, in May 2010 the EPA and the NHTSA finalized fuel economy standards for model years 2012 through 2016. In October 2011, the EPA and the NHTSA initiated a second round of rulemaking for conventional automobiles and pick-up trucks in model years 2017 through 2025. In August 2011, the EPA and the NHTSA finalized standards for heavy-duty trucks, including solid waste collection vehicles and tractor trailers, for model years 2014 through 2018. In issuing the fuel economy standards for heavy-duty trucks and tractor trailers, the government estimated the standards would increase the cost of the average tractor-trailer by approximately $6,200, but that the vehicle would save fuel costs over its operating life.

- *The Occupational Safety and Health Act of 1970* (OSHA). This act authorizes the Occupational Safety and Health Administration of the U.S. Department of Labor to promulgate occupational safety and health standards. A number of these standards, including standards for notices of hazardous chemicals and the handling of asbestos, apply to our facilities and operations.

State and Local Regulation. Each state in which we operate has its own laws and regulations governing solid waste disposal, water and air pollution, and, in most cases, releases and cleanup of hazardous substances and liabilities for such matters. States also have adopted regulations governing the design, operation, maintenance and closure of landfills and transfer stations. Some counties, municipalities and other local governments have adopted similar laws and regulations. In addition, our operations may be affected by the trend in many states toward requiring solid waste reduction and recycling programs. For example, several states have enacted laws that require counties or municipalities to adopt comprehensive plans to reduce, through solid waste planning, composting, recycling or other programs, the volume of solid waste deposited in landfills. Additionally, laws and regulations restricting the disposal of certain waste in solid waste landfills, including yard waste, newspapers, beverage containers, unshredded tires, lead-acid batteries, electronic wastes and household appliances, have been adopted in several states and are being considered in others. Legislative and regulatory measures to mandate or encourage waste reduction at the source and waste recycling also have been considered, or are under consideration by, the U.S. Congress and the EPA.

To construct, operate and expand a landfill, we must obtain one or more construction or operating permits, as well as zoning and land use approvals. These permits and approvals may be burdensome to obtain and to comply with, are often opposed by neighboring landowners and citizens' groups, may be subject to periodic renewal, and are subject to denial, modification, non-renewal and revocation by the issuing agency. Significant compliance disclosure obligations often accompany these processes. In connection with our acquisition of existing landfills, we may be required to spend considerable time, effort and money to bring the acquired facilities into compliance with applicable requirements and to obtain the permits and approvals necessary to increase their capacity.

Other Regulations. Many of our facilities own and operate underground storage tanks that are generally used to store petroleum-based products. These tanks are subject to federal, state and local laws and regulations that mandate their periodic testing, upgrading, closure and removal. In the event of leaks or releases from these tanks, these regulations require that polluted groundwater and soils be remediated. We believe that all of our underground storage tanks meet all applicable regulations. If underground storage tanks we own or operate leak, we could be liable for response costs and, if the leakage migrates onto the property of others, we could be liable for damages to third parties. We are unaware of facts indicating that issues of compliance with regulations related to underground storage tanks will have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

With regard to our solid waste transportation operations, we are subject to the jurisdiction of the Surface Transportation Board and are regulated by the Federal Highway Administration, Office of Motor Carriers, and by regulatory agencies in states that regulate such matters. Various state and local government authorities have adopted, or are considering adopting, laws and regulations that would restrict the transportation of solid waste

across state, county, or other jurisdictional lines. In 1978, the U.S. Supreme Court ruled that a law that restricts the importation of out-of-state solid waste is unconstitutional; however, states have attempted to distinguish proposed laws from those involved in and implicated by that ruling. In 1994, the U.S. Supreme Court ruled that a flow control law, which attempted to restrict solid waste from leaving its place of generation, imposes an impermissible burden upon interstate commerce and is unconstitutional. In 2007, however, the U.S. Supreme Court upheld the right of a local government to direct the flow of solid waste to a publicly-owned and publicly-operated waste facility. A number of county and other local jurisdictions have enacted ordinances or other regulations restricting the free movement of solid waste across jurisdictional boundaries. Other governments may enact similar regulations in the future. These regulations may cause a decline in volumes of waste delivered to our landfills or transfer stations and may increase our costs of disposal, thereby adversely affecting our operations and our financial results.

Liabilities Established for Landfill and Environmental Costs. We have established reserves for landfill and environmental costs, which include landfill site final capping, closure and post-closure costs. We periodically reassess such costs based on various methods and assumptions regarding landfill airspace and the technical requirements of Subtitle D of RCRA, and we adjust our rates used to expense final capping, closure and post-closure costs accordingly. Based on current information and regulatory requirements, we believe that our recorded reserves for such landfill and environmental expenditures are adequate; however, environmental laws may change, and we cannot assure you that our recorded reserves will be adequate to cover requirements under existing or new environmental laws and regulations, future changes or interpretations of existing laws and regulations, or adverse environmental conditions previously unknown to us. Refer to the *"Contractual Obligations"* section of our *Management's Discussion and Analysis of Financial Condition and Results of Operations* contained in Item 7 of this Form 10-K for further information.

Liability Insurance and Bonding

The nature of our business exposes us to the possible risk of liabilities arising out of our operations, including damages to the environment, property, employees or the general public. Although we focus on operating safely and prudently, we occasionally receive claims, alleging damages, negligence or other wrongdoing in the planning or performance of work, which resulted in harm to the environment, property, employees or the general public. These liabilities can be significant. We also could be subject to fines and civil and criminal penalties in connection with alleged violations of regulatory requirements. We maintain various policies of insurance that, subject to limitations, exclusions, deductibles or self insurance, provide coverage for these types of claims. While we believe the amount of insurance is appropriate for our type of business, we can neither assure you that such insurance would be adequate, in scope or amount, in the event of a major loss, nor that we will not be exposed to uninsured liabilities that could have a material adverse effect on our consolidated financial condition, results of operations or cash flows. We also cannot assure you that we would continue to maintain the insurance should market conditions in the insurance industry make such coverage cost prohibitive.

Accruals for self insurance or deductibles are based on claims filed and actuarial estimates of claims development and claims incurred but not reported. Due to the variable condition of the insurance market, we have experienced, and may experience in the future, increased self-insurance or deductible retention levels and increased premiums. As we assume more risk for self-insurance through higher retention levels, we may experience more variability in our self-insurance reserves and expense.

In the normal course of business, we also purchase surety bonds, insurance policies, letters of credit, or marketable securities deposits in connection with municipal residential collection contracts, financial assurance for closure and post-closure of landfills, environmental remediation, environmental permits, and business licenses and permits as a financial guarantee of our performance.

Availability of Reports and Other Information

Our corporate website is www.republicservices.com. We make available on that website, free of charge, access to our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy

Statements on Schedule 14A, and amendments to those materials filed or furnished with the Securities and Exchange Commission (SEC) pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934. We make such materials available as soon as reasonably practicable after we electronically submit them to the SEC. Our corporate website also contains our Certificate of Incorporation, Bylaws, Corporate Governance Guidelines, Code of Ethics, Political Contributions Policy, and Charters of the Nominating and Corporate Governance Committee, Audit Committee and Management Development and Compensation Committee of the board of directors. In addition, the SEC website is www.sec.gov. The SEC makes available on that website, free of charge, reports, proxy and information statements, and other information regarding issuers, such as us, that file electronically with the SEC. Information on our website or the SEC website is not part of this Form 10-K. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K and applicable New York Stock Exchange (NYSE) rules regarding amendments to or waivers of our Code of Ethics by posting this information on our website at www.republicservices.com.

ITEM 1A. RISK FACTORS

This Form 10-K contains certain forward-looking information about us that is intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as "guidance," "expect," "will," "may," "anticipate," "plan," "estimate," "project," "intend," "should," "can," "likely," "could," "outlook," "believe" and similar expressions are intended to identify forward-looking statements. These statements include statements about our plans, strategies and prospects. Forward-looking statements are not guarantees of performance. These statements are based upon our management's current beliefs and expectations and are subject to risk and uncertainties, including the risks set forth below in these Risk Factors, which could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot assure you that the expectations will prove to be correct. Accordingly, you should not place undue reliance on the forward-looking statements, which speak only as of the date of this Form 10-K. Except to the extent required by applicable law or regulation, we undertake no obligation to update or publish revised forward-looking statements to reflect events or circumstances after the date of this Form 10-K or to reflect the occurrence of unanticipated events.

We have substantial indebtedness, which may limit our financial flexibility.

As of December 31, 2013, we had approximately $7 billion in principal value of debt and capital leases outstanding. This amount of indebtedness and our debt service requirements may limit our financial flexibility to access additional capital and make capital expenditures and other investments in our business, to withstand economic downturns and interest rate increases, to plan for or react to changes in our business and our industry, and to comply with the financial and other covenants of our debt instruments. Further, our ability to comply with these financial and other covenants may be affected by changes in economic or business conditions or other events that are beyond our control. If we do not comply with these covenants, we may be required to take actions such as reducing or delaying capital expenditures, reducing or eliminating dividends or stock repurchases, selling assets, restructuring or refinancing all or part of our existing debt, or seeking additional equity capital.

General economic conditions can directly and adversely affect our operating results.

Our business is directly affected by changes in national and general economic factors and overall economic activity that are outside of our control, including consumer confidence and interest rates. A weak economy generally results in decreases in volumes of waste generated, which adversely affects our revenues. In addition, we have a relatively high fixed-cost structure, which is difficult to adjust quickly to match declining waste volume levels. Consumer uncertainty and the loss of consumer confidence may decrease overall economic activity and thereby limit the amount of services we provide. Additionally, the decline in waste volumes may result in increased competitive pricing pressure and increased customer turnover, resulting in lower revenue and increased operating costs. Recent and continuing economic conditions have negatively impacted the portion of our collection business servicing commercial and industrial accounts in general, and the manufacturing and

construction industries in particular. We cannot assure you that worsening economic conditions would not have a significant adverse impact on our consolidated financial condition, results of operations or cash flows. Further, recovery in the solid waste industry historically has lagged behind recovery in the general economy. Accordingly, we cannot assure you that an improvement in general economic conditions will result in an immediate, or any, improvement in our consolidated financial condition, results of operations or cash flows.

The weak U.S. economy may expose us to credit risk for amounts due from governmental agencies, large national accounts, industrial customers and others.

The weak U.S. economy has reduced the amount of taxes collected by various governmental agencies. We provide services to a number of these agencies, including numerous municipalities. These governmental agencies may suffer financial difficulties resulting from a decrease in tax revenue and may ultimately be unable or unwilling to pay amounts owed to us. In addition, the weak economy may cause other customers, including our large national accounts or industrial clients, to suffer financial difficulties and ultimately to be unable or unwilling to pay amounts owed to us. This could negatively impact our consolidated financial condition, results of operations and cash flows.

The waste industry is highly competitive and includes competitors that may have greater financial and operational resources, flexibility to reduce prices or other competitive advantages that could make it difficult for us to compete effectively.

We principally compete with large national waste management companies, numerous municipalities, and numerous regional and local companies. Competition for collection accounts is primarily based on price and the quality of services. Competition for disposal business is primarily based on price, geographic location and quality of operations. One of our competitors may have greater financial and operational resources than we do. Further, many counties and municipalities that operate their own waste collection and disposal facilities have the benefits of tax revenue or tax-exempt financing. Our ability to obtain solid waste volume for our landfills also may be limited by the fact that some major collection operations also own or operate landfills to which they send their waste. In certain markets in which we do not own or operate a landfill, from time to time our collection operations may have difficulty competing effectively. If we were to lose market share or if we were to lower prices to address competitive issues, it could negatively impact our consolidated financial condition, results of operations and cash flows.

Price increases may not be adequate to offset the impact of increased costs and may cause us to lose volume.

We seek to secure price increases necessary to offset higher costs, to maintain or improve operating margins, and to obtain adequate returns on our substantial investments in assets such as our landfills. From time to time, our competitors reduce their prices in an effort to expand their market share. Contractual, general economic or market-specific conditions also may limit our ability to raise prices. For example, many of our contracts have price adjustment provisions that are tied to an index such as the consumer price index. Particularly in a weak U.S. economy such as the current one, our costs may increase in excess of the increase, if any, in the consumer price index. This may continue to be the case even when the U.S. economy recovers because a recovery in the solid waste industry historically has lagged behind a recovery in the general economy. As a result, we may be unable to offset increases in costs, improve our operating margins and obtain adequate investment returns through price increases. Price increases also might cause us to lose volume to lower-cost competitors.

Increases in the cost of fuel or petrochemicals would increase our operating expenses, and we cannot assure you that we would be able to recover such cost increases from our customers.

We depend on fuel purchased in the open market to operate our collection and transfer trucks and other equipment used for collection, transfer and disposal. Fuel prices are unpredictable and fluctuate significantly based on events beyond our control, including geopolitical developments, actions by the Organization of the Petroleum Exporting Countries and other oil and gas producers, supply and demand for oil and gas, war, terrorism and unrest in oil-producing countries, adverse weather and regional production patterns. Due to

contractual or market factors, we may not be able to offset such volatility through fuel recovery fees. Our fuel costs were $516.7 million in 2013, or 6.1% of revenue, compared to $530.1 million in 2012, or 6.5% of our revenue.

To manage our exposure to volatility in fuel prices, we have entered into multiple swap agreements whereby we receive or make payments to counter-parties should the price of fuel vary from a specified amount. During 2013, approximately 19% of our fuel volume purchases were hedged with swap agreements. Additionally, we are able to collect fuel recovery fees from some customers. For 2013, we were able to recover approximately 74% of our fuel costs with fuel recovery fees. At current consumption levels, a twenty-cent per gallon change in the price of diesel fuel changes our fuel costs by approximately $25 million on an annual basis. Offsetting these changes in fuel expense would be changes in our fuel recovery fee charged to our customers. At current participation rates, a twenty-cent per gallon change in the price of diesel fuel changes our fuel recovery fee by approximately $20 million. Accordingly, a substantial rise or drop in fuel costs could result in a material impact to our revenue and cost of operations.

Over the last several years, regulations have been adopted mandating changes in the composition of fuels for motor vehicles. The renewable fuel standards that the EPA sets annually affect the type of fuel our motor vehicle fleet uses. Pursuant to the Energy Independence and Security Act of 2007, the EPA establishes annual renewable fuel volume requirements for four different categories of renewable fuels (renewable fuel, advanced biofuel, cellulosic biofuel, and biomass-based diesel). These volume requirements set standards for the proportion of refiners' or importers' total fuel volume that must contain renewable fuels (as designated by regulation). The total volume metrics for each year vary based upon a number of factors (e.g., the availability of such fuels), and it is difficult to predict the ultimate quantity that the EPA will eventually mandate for 2014 and beyond. These regulations are one of many factors that may affect the cost of the fuel we use.

Our operations also require the use of products (such as liners at our landfills) whose costs may vary with the price of petrochemicals. An increase in the price of petrochemicals could increase the cost of those products, which would increase our operating and capital costs. Petrochemical prices, and hence our operating and capital costs, may be further affected by regulatory efforts to reduce greenhouse gases from the industries that produce such petrochemicals. We are also susceptible to increases in indirect fuel recovery fees from our vendors.

Fluctuations in prices for recycled commodities that we sell to customers may adversely affect our consolidated financial condition, results of operations and cash flows.

We purchase or collect and process recyclable materials such as paper, cardboard, plastics, aluminum and other metals for sale to third parties. Our results of operations may be affected by changing prices or market requirements for recyclable materials. The resale and purchase prices of, and market demand for, recyclable materials are volatile due to changes in economic conditions and numerous other factors beyond our control. These fluctuations may affect our consolidated financial condition, results of operations and cash flows.

To manage our exposure to fluctuations in prices for recycled commodities, we have entered into multiple hedging arrangements whereby we receive or make payments to counter-parties should the price of recycled commodities vary from a specified amount or range. During 2013, approximately 24% of our tonnage sold was hedged with such arrangements. At current volumes and mix of materials, we believe a $10 per ton change in the price of recyclable materials will change annual revenue and operating income by approximately $31 million and $19 million, respectively, on an annual basis. Accordingly, a substantial rise or drop in recycled commodity prices could result in a material impact to our revenue and cost of operations.

Adverse weather conditions, including those brought about by climate change, may limit our operations and increase the costs of collection and disposal.

Our collection and landfill operations could be adversely impacted by extended periods of inclement weather, or by increased severity of weather and climate extremes resulting from climate change, some of which we may already be experiencing. Recent studies suggest that global warming is occurring faster than previously

projected, with the EPA projecting a 4° to 11° Fahrenheit temperature increase in the United States by the end of the century. In addition to sea level rise, this temperature increase is expected to result in more severe droughts, floods, and other extreme weather events. Any of these factors could increase the volume of waste collected under our existing contracts (without corresponding compensation), interfere with collection and landfill operations, delay the development of landfill capacity or reduce the volume of waste generated by our customers. In addition, adverse weather conditions may result in the temporary suspension of our operations, which can significantly affect our operating results in the affected regions during those periods.

We may be unable to maintain our credit ratings or execute our financial strategy.

Our ability to execute our financial strategy depends in part on our ability to maintain investment grade ratings on our debt. The credit rating process is contingent upon a number of factors, many of which are beyond our control. We cannot assure you that we will be able to maintain our investment grade ratings in the future. If we were unable to do so, our interest expense would increase and our ability to obtain financing on favorable terms may be adversely affected.

Our financial strategy also depends on our ability to generate sufficient cash flow to reinvest in our existing business, fund internal growth, acquire other solid waste businesses, pay dividends, repurchase stock, and take other actions to enhance stockholder value. We cannot assure you that we will succeed in executing our broad-based pricing initiatives, that we will generate sufficient cash flow to execute our financial strategy, that we will be able to pay cash dividends at our present rate, or increase them, or that we will be able to continue our share repurchase program.

The solid waste industry is a capital-intensive industry and our capital expenditures may exceed current expectations, which could require us to obtain additional funding for our operations or impair our ability to grow our business.

Our ability to remain competitive and to grow our business largely depends on our cash flow from operations and access to capital. If our capital efficiency programs cannot offset the impact of inflation and business growth, it may be necessary to increase the amount we spend. Additionally, if we make acquisitions or further expand our operations, the amount we spend on capital, capping, closure, post-closure, environmental remediation and other items will increase. Our cash needs also will increase if the expenditures for capping, closure, post-closure and remediation activities increase above our current estimates, which may occur over a long period due to changes in federal, state or local government requirements and other factors beyond our control. Increases in expenditures would negatively impact our cash flows.

We may be unable to obtain or maintain required permits or to expand existing permitted capacity of our landfills, which could decrease our revenue and increase our costs.

We cannot assure you that we will be able to obtain or maintain the permits we require to operate because permits to operate new landfills and transfer stations, or to expand the permitted capacity of existing landfills, have become more difficult and expensive to obtain and maintain. Permits often take years to obtain as a result of numerous hearings and compliance requirements with regard to zoning, environmental and other regulations. These permits are also often subject to resistance from citizen or other groups and other political pressures. Local communities and citizen groups, adjacent landowners or governmental agencies may oppose the issuance of a permit or approval we may need, allege violations of the permits under which we currently operate or laws or regulations to which we are subject, or seek to impose liability on us for environmental damage. Responding to these challenges has at times increased our costs and extended the time associated with establishing new landfills and transfer stations and expanding existing landfills. In addition, failure to receive regulatory and zoning approval may prohibit us from establishing new landfills or transfer stations or expanding existing landfills. Our failure to obtain the required permits to operate our landfills and transfer stations could have a material adverse impact on our consolidated financial condition, results of operations and cash flows. In addition, we may have to dispose collected waste at landfills operated by our competitors or haul the waste long distances at a higher cost to one of our other landfills, either of which could significantly increase our waste disposal costs.

If we do not appropriately estimate landfill capping, closure and post-closure costs, our financial condition and results of operations may be adversely affected.

A landfill must be closed and capped, and post-closure maintenance commenced, once the landfill's permitted capacity is reached and additional capacity is not authorized. We have significant financial obligations relating to capping, closure and post-closure costs at our existing owned or operated landfills, and will have material financial obligations with respect to any future owned or operated landfills. We establish accruals for the estimated costs associated with capping, closure and post-closure financial obligations. We could underestimate such costs, and our financial obligations for capping, closure or post-closure costs could exceed the amounts accrued or amounts otherwise receivable pursuant to trust funds established for this purpose. Additionally, if a landfill must be closed earlier than expected or its remaining airspace is reduced for any other reason, the accruals for capping, closure and post-closure could be required to be accelerated. If our capping, closure or post-closure costs exceed the amounts accrued, or if such accruals are required to be accelerated, this could have a material adverse impact on our consolidated financial condition, results of operations and cash flows.

Alternatives to landfill disposal could reduce our disposal volumes and cause our revenues and operating results to decline.

Most of the states in which we operate landfills require counties and municipalities to formulate comprehensive plans to reduce the volume of solid waste deposited in landfills through waste planning, composting, recycling or other programs. Some state and local governments mandate waste reduction at the source and prohibit the disposal of certain types of wastes, such as yard waste, at landfills. Further, many of our customers voluntarily are diverting waste to alternatives to landfill disposal, such as recycling and composting, while also working to reduce the amount of waste they generate. Many of the largest companies in the U.S. are setting zero-waste goals in which they strive to send no waste to landfills. Although such actions help to protect our environment, they have reduced, and will in the future reduce, the volume of waste going to landfills and may affect the prices that we can charge for landfill disposal. Accordingly, we cannot assure you that we will be able to operate our landfills at their current volumes or charge current prices for landfill disposal services due to possible decreases in demand for such services. If we cannot expand our service offerings and grow lines of business to service waste streams that do not go to landfills and to provide services for customers that wish to reduce waste entirely, this could have a negative impact on our consolidated financial condition, results of operations and cash flows. Further, even if we can develop such service offerings and lines of business, disposal alternatives nonetheless could have a negative impact on our consolidated financial condition, results of operations and cash flows.

The possibility of landfill and transfer station site development projects, or expansion projects not being completed or certain other events could result in material charges to income.

In accordance with U.S. GAAP, we capitalize certain expenditures relating to development, expansion and other projects. If a facility or operation is permanently shut down or determined to be impaired, or a development, expansion or other project is not completed or is determined to be impaired, we will charge against earnings any unamortized capitalized expenditures relating to such facility or project that we are unable to recover through sale, transfer or otherwise. We also carry a significant amount of goodwill on our consolidated balance sheets, which we must assess for impairment annually, and more frequently in the case of certain triggering events. We may incur charges against earnings in accordance with this policy, or other events may cause impairments. Such charges could have a material adverse impact on our results of operations.

We are subject to costly environmental regulations and flow-control regulations that may affect our operating margins, restrict our operations and subject us to additional liability.

Complying with laws and regulations governing the collection, treatment, storage, transfer and disposal of solid and hazardous wastes and materials, air quality and emissions of greenhouse gases, water quality and the remediation of contamination associated with the release of hazardous substances is costly. Laws and regulations often require us to enhance or replace our equipment and to modify landfill operations or initiate final closure of a landfill. We cannot assure you that we will be able to implement price increases sufficient to offset the costs of

complying with these laws and regulations. In addition, environmental regulatory changes could accelerate or increase expenditures for capping, closure and post-closure, and environmental and remediation activities at solid waste facilities and obligate us to spend sums in addition to those presently accrued for such purposes.

Our collection, transfer, and landfill operations are and will continue to be affected by state or local laws or regulations that restrict the transportation of solid waste across state, county or other jurisdictional lines or that direct the flow of waste to a specified facility or facilities. Such laws and regulations could negatively affect our operations, resulting in declines in landfill volumes and increased costs of alternate disposal.

In addition to the costs of complying with environmental regulations, we incur costs to defend against litigation brought by government agencies and private parties who allege we are in violation of our permits and applicable environmental laws and regulations, or who assert claims alleging nuisance, environmental damage, personal injury or property damage. As a result, we may be required to pay fines or implement corrective measures, or we may have our permits and licenses modified or revoked. A significant judgment against us, the loss of a significant permit or license, or the imposition of a significant fine could have a material adverse impact on our consolidated financial condition, results of operations and cash flows. We establish accruals for our estimates of the costs associated with our environmental obligations. We could underestimate such accruals and remediation costs could exceed amounts accrued. Such shortfalls could result in significant unanticipated charges to income.

Regulation of greenhouse gas emissions could impose costs on our operations, the magnitude of which we cannot yet estimate.

Efforts to curtail the emission of greenhouse gases and to ameliorate the effects of climate change continue to progress. Our landfill operations emit anthropogenic methane, identified as a greenhouse gas, and our vehicle fleet emits, among other things, carbon dioxide, which also is a greenhouse gas. Conventional wisdom still suggests that passage of comprehensive, federal climate change legislation is highly unlikely. Nonetheless, should comprehensive federal climate change legislation be enacted, we expect it to impose costs on our operations, the materiality of which we cannot predict.

Absent comprehensive federal legislation to control greenhouse gas emissions, the EPA is moving ahead administratively under its existing Clean Air Act authority. The EPA is compelled to issue rules by the U.S. Supreme Court's April 2007 *Massachusetts v. EPA* ruling that greenhouse gases are "pollutants" for purposes of the Clean Air Act and the EPA's December 2009 finding that continued emissions of greenhouse gases endanger human health and welfare. With respect to our light- and heavy-duty vehicle fleet, the EPA has since finalized regulations limiting greenhouse gas emissions and increasing fuel economy standards. the EPA and the NHTSA have finalized such regulations applicable to heavy-duty vehicles through model-year 2018 and to light-duty vehicles through model-year 2025. We cannot assure you that federal efforts to curtail greenhouse gas emissions and to increase the fuel efficiency of light-duty and heavy-duty vehicles will not have a material effect on our consolidated financial condition, results of operations or cash flows.

As it relates to stationary sources of greenhouse gases, in May 2010 the EPA finalized the Prevention of Significant Deterioration and Title V Greenhouse Gas Tailoring Rule (Tailoring Rule). The Tailoring Rule sets levels of greenhouse gas emissions at new or modified stationary emission sources that trigger permit and control obligations based upon such sources' total greenhouse gas emissions. Recent efforts to challenge the Tailoring Rule before the U.S. Court of the Appeals for the District of Columbia (the "DC Circuit") have failed. Most recently, a federal appellate court decision has called into question certain regulatory deferrals that had been established for biogenic carbon dioxide emissions, including those from landfills. The D.C. Circuit struck down the EPA's July 2011 rule deferring the application of the Tailoring Rule to biogenic carbon emissions. At this time, it is uncertain what action the EPA will take with respect to regulating the biogenic carbon emissions from the management of municipal solid waste. We cannot assure you that the eventual application of the Tailoring Rule to our landfills will not have a material effect on our landfill operations or on our consolidated financial condition, results of operations or cash flows.

We may have environmental liabilities that are not covered by our insurance. Changes in insurance markets also may impact our financial results.

We may incur liabilities for the deterioration of the environment arising from our operations or properties. We maintain high deductibles for our environmental liability insurance coverage. If we were to incur substantial liability for environmental damage, our insurance coverage may be inadequate to cover such liability. This could have a material adverse impact on our consolidated financial condition, results of operations and cash flows.

Also, due to the variable condition of the insurance market, we may experience future increases in self-insurance levels as a result of increased retention levels and increased premiums. As we assume more risk for self-insurance through higher retention levels, we may experience more variability in our self-insurance reserves and expense.

Despite our efforts, we may incur additional hazardous substances liability in excess of amounts presently known and accrued.

We are a potentially responsible party at many sites under CERCLA, which provides for the remediation of contaminated facilities and imposes strict, joint and several liability for the cost of remediation on current owners and operators of a facility at which there has been a release or a threatened release of a "hazardous substance." CERCLA liability also extends to parties who were site owners and operators at the time hazardous substances were disposed, and on persons who arrange for the disposal of such substances at the facility (i.e., generators of the waste and transporters who selected the disposal site). Hundreds of substances are defined as "hazardous" under CERCLA and their presence, even in minute amounts, can result in substantial liability. Notwithstanding our efforts to comply with applicable regulations and to avoid transporting and receiving hazardous substances, we may have additional liability under CERCLA, or similar state laws or RCRA, in excess of our current reserves because such substances may be present in waste collected by us or disposed of in our landfills, or in waste collected, transported or disposed of in the past by companies we have acquired. Actual costs for these liabilities could be significantly greater than amounts presently accrued for these purposes, which could have a material adverse impact on our consolidated financial position, results of operations and cash flows.

Currently pending or future litigation or governmental proceedings could result in material adverse consequences, including judgments or settlements.

We are and will continue to be involved in lawsuits, regulatory inquiries, and governmental and other legal proceedings arising out of the ordinary course of our business. Many of these matters raise complicated factual and legal issues and are subject to uncertainties. The timing of the final resolutions to lawsuits, regulatory inquiries, and governmental and other legal proceedings is uncertain. Further, the possible outcomes or resolutions to these matters could include adverse judgments or settlements, either of which could require substantial payments and adversely affect our consolidated financial condition, results of operations and cash flows.

We may be unable to manage our growth effectively.

Our growth strategy places significant demands on our financial, operational and management resources. To continue our growth, we may need to add administrative and other personnel, and may need to make additional investments in operations and systems. We cannot assure you that we will be able to find and train qualified personnel, or do so on a timely basis, or to expand our operations and systems to the extent, and in the time, required.

We may be unable to execute our acquisition growth strategy.

Our ability to execute our growth strategy depends in part on our ability to identify and acquire desirable acquisition candidates and on our ability to successfully integrate acquired operations into our business. The

integration of our operations with those of acquired companies may present significant challenges to our management. In addition, competition for acquisition candidates may prevent us from acquiring certain acquisition candidates. Thus, we cannot assure you that:

- desirable acquisition candidates exist or will be identified;
- we will be able to acquire any of the candidates identified;
- we will effectively integrate companies we acquire; or
- any acquisitions will be profitable or accretive to our earnings.

If any of these factors force us to alter our growth strategy, our growth prospects could be adversely affected.

Businesses we acquire may have undisclosed liabilities.

Our due diligence investigations of acquisition candidates may fail to discover certain undisclosed liabilities. If we acquire a company having undisclosed liabilities such as environmental, remediation or contractual liabilities, as a successor owner we may be responsible for such undisclosed liabilities. We try to minimize our exposure to such liabilities by conducting due diligence, by obtaining indemnification from each seller of the acquired companies, by deferring payment of a portion of the purchase price as security for the indemnification and by acquiring only specified assets. However, we cannot assure you that we will be able to obtain indemnification or that any indemnification obtained will be enforceable, collectible or sufficient in amount, scope or duration to fully offset any undisclosed liabilities arising from our acquisitions.

Our consolidated financial statements are based on estimates and assumptions that may differ from actual results.

Our consolidated financial statements have been prepared in accordance with U.S. GAAP and necessarily include amounts based on management's estimates. Actual results may differ from these amounts. Significant items requiring management to make subjective or complex judgments about matters that are inherently uncertain include the recoverability of long-lived assets, the depletion and amortization of landfill development costs, accruals for final capping, closure and post-closure costs, valuation allowances for accounts receivable and deferred tax assets, liabilities for potential litigation, claims and assessments, and liabilities for environmental remediation, multiemployer pension plans, employee benefit plans, deferred taxes, uncertain tax positions, self-insurance and our estimates of the fair values of assets acquired and liabilities assumed in any acquisition. We cannot assure you that the liabilities recorded for items such as these will be adequate to cover the costs we ultimately will face.

The introduction of new accounting rules, laws or regulations could adversely impact our reported results of operations.

Complying with new accounting rules, laws or regulations could adversely impact our results of operations or cause unanticipated fluctuations in our results of operations or financial conditions in future periods.

We may be subject to workforce influences, including work stoppages, which could increase our operating costs and disrupt our operations.

As of December 31, 2013, approximately 26% of our workforce was represented by various local labor unions. If our unionized workers were to engage in strikes, work stoppages or other slowdowns, we could experience a significant disruption of our operations and an increase in our operating costs, which could have an adverse impact on our consolidated financial condition, results of operations and cash flows. Additional groups of employees may seek union representation in the future and, if successful, the negotiation of collective bargaining agreements could divert management's attention and result in increased operating costs. If a greater percentage of our workforce becomes unionized, our consolidated financial condition, results of operations and cash flows could be adversely impacted due to the potential for increased operating costs.

Our obligation to fund multiemployer pension plans to which we contribute, or our withdrawal from such plans, may have an adverse impact on us.

We contribute to 26 multiemployer pension plans under collective bargaining agreements (CBAs) covering union-represented employees. Approximately 20% of our total current employees participate in such multiemployer plans. We do not administer these plans and generally are not represented on the boards of trustees of these plans. The Pension Protection Act enacted in 2006 (the PPA) requires under-funded pension plans to improve their funding ratios. Based on the information available to us, we believe that some of the multiemployer plans to which we contribute are either "critical" or "endangered" as those terms are defined in the PPA. Except as discussed in Note 11, *Employee Benefit Plans,* to our consolidated financial statements in Item 8 of this Form 10-K, we cannot determine at this time the amount of additional funding, if any, we may be required to make to these plans and, therefore, have not recorded any related liabilities. However, plan assessments could have an adverse impact on our results of operations or cash flows for a given period.

Further, under current law, upon the termination of a multiemployer pension plan, or in the event of a withdrawal by us (which we consider from time to time) or a mass withdrawal of contributing employers (each, a Withdrawal Event), we would be required to make payments to the plan for our proportionate share of the plan's unfunded vested liabilities. We cannot assure you that there will not be a Withdrawal Event with respect to any of the multiemployer pension plans to which we contribute or that, in the event of such a Withdrawal Event, the amounts we would be required to contribute would not have a material adverse impact on our consolidated financial condition, results of operations and cash flows.

For additional discussion and detail regarding multiemployer pension plans see, Note 11, *Employee Benefit Plans,* to our consolidated financial statements in Item 8 of this Form 10-K.

The costs of providing for pension benefits and related funding requirements are subject to changes in pension fund values and fluctuating actuarial assumptions, and may have a material adverse impact on our results of operations and cash flows.

We sponsor a defined benefit pension plan that is funded with trustee assets invested in a diversified portfolio of debt and equity securities. Our costs for providing such benefits and related funding requirements are subject to changes in the market value of plan assets. Our pension expenses and related funding requirements are also subject to various actuarial calculations and assumptions, which may differ materially from actual results due to changing market and economic conditions, interest rates and other factors. A significant increase in our pension obligations and funding requirements could have a material adverse impact on our consolidated financial condition, results of operations and cash flows.

The loss of key personnel could have a material adverse effect on our consolidated financial condition, results of operations, cash flows and growth prospects.

Our future success depends on the continued contributions of several key employees and officers. The loss of the services of key employees and officers, whether such loss is through resignation or other causes, or the inability to attract additional qualified personnel, could have a material adverse effect on our financial condition, results of operations, cash flows and growth prospects.

A cybersecurity incident could negatively impact our business and our relationships with customers.

We use computers in substantially all aspects of our business operations. We also use mobile devices, social networking and other online activities to connect with our employees and our customers. Such uses give rise to cybersecurity risks, including security breach, espionage, system disruption, theft and inadvertent release of information. Our business involves the storage and transmission of numerous classes of sensitive and/or confidential information and intellectual property, including customers' personal information, private information about employees, and financial and strategic information about the Company and its business partners. We also rely on a Payment Card Industry compliant third party to protect our customers' credit card

information. While the Company pursues its strategy to grow through acquisitions and to pursue new initiatives that improve our operations and cost structure, the Company is also expanding and improving its information technologies, resulting in a larger technological presence and corresponding exposure to cybersecurity risk. If we fail to assess and identify cybersecurity risks associated with acquisitions and new initiatives, we may become increasingly vulnerable to such risks. Additionally, while we have implemented measures to prevent security breaches and cyber incidents, our preventive measures and incident response efforts may not be entirely effective. The theft, destruction, loss, misappropriation, or release of sensitive and/or confidential information or intellectual property, or interference with our information technology systems or the technology systems of third parties on which we rely, could result in business disruption, negative publicity, brand damage, violation of privacy laws, loss of customers, potential liability and competitive disadvantage.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our corporate office is located at 18500 North Allied Way, Phoenix, Arizona 85054, where we currently lease approximately 145,000 square feet of office space. We also maintain regional administrative offices in all of our regions.

Our principal property and equipment consists of land, landfills, buildings, vehicles and equipment. We own or lease real property in the states in which we conduct operations. As of December 31, 2013, we owned or operated 336 collection operations, 199 transfer stations, 190 active solid waste landfills and 69 recycling centers in 39 states and Puerto Rico. In aggregate, our active solid waste landfills total approximately 105,000 acres, including approximately 37,000 permitted acres. We also own or have responsibilities for 124 closed landfills. We believe that our property and equipment are adequate for our current needs.

ITEM 3. LEGAL PROCEEDINGS

We are subject to extensive and evolving laws and regulations and have implemented safeguards to respond to regulatory requirements. In the normal course of our business, we become involved in legal proceedings. Some of these actions may result in fines, penalties or judgments against us, which may impact earnings and cash flows for a particular period. Although we cannot predict the ultimate outcome of any legal matter with certainty, except as described below we do not believe the outcome of our pending legal proceedings will have a material adverse impact on our consolidated financial position, results of operations or cash flows.

As used herein, the term *legal proceedings* refers to litigation and similar claims against us and our subsidiaries, excluding: (1) ordinary course accidents, general commercial liability and workers compensation claims, which are covered by insurance programs, subject to customary deductibles, and which, together with self-insured employee health care costs, are discussed in Note 7, *Other Liabilities,* to our consolidated financial statements in Item 8 of this Form 10-K; and (2) environmental remediation liabilities, which are discussed in Note 8, *Landfill and Environmental Costs,* to our consolidated financial statements in Item 8 of this Form 10-K.

We accrue for legal proceedings when losses become probable and reasonably estimable. We have recorded an aggregate accrual of approximately $51 million relating to our outstanding legal proceedings as of December 31, 2013, including those described in this Form 10-K and others not specifically identified herein. As of the end of each applicable reporting period, we review each of our legal proceedings and, where it is probable that a liability has been incurred, we accrue for all probable and reasonably estimable losses. Where we are able to reasonably estimate a range of losses we may incur with respect to such a matter, we record an accrual for the amount within the range that constitutes our best estimate. If we are able to reasonably estimate a range but no amount within the range appears to be a better estimate than any other, we use the amount that is the low end of such range. If we had used the high ends of such ranges, our aggregate potential liability would have been approximately $67 million higher than the amount recorded as of December 31, 2013.

General Legal Proceedings

Luri Matter

On August 17, 2007, a former employee, Ronald Luri, sued Republic Services, Inc., Republic Services of Ohio Hauling LLC, Republic Services of Ohio I LLC, Jim Bowen and Ron Krall in the Cuyahoga County Common Pleas Court in Ohio. Plaintiff alleges that he was unlawfully fired in retaliation for refusing to discharge or demote three employees who were all over 50 years old. On July 3, 2008, a jury verdict was awarded against us in the amount of $46.6 million, including $43.1 million in punitive damages. On September 24, 2008, the court awarded pre-judgment interest of $0.3 million and attorney fees and litigation costs of $1.1 million. Post-judgment interest accrued at a rate of 8% for 2008, 5% for 2009, 4% for 2010 and 2011, and 3% for 2012 and 2013. We appealed to the Court of Appeals, and on May 19, 2011 the court reduced the punitive damages award to $7.0 million. Plaintiff appealed to the Ohio Supreme Court, challenging the reduction of punitive damages. We cross-appealed, seeking a new trial on the ground that the proceedings in the trial court violated Ohio's punitive damages statute, which requires that the compensatory and punitive damages phases of trial be bifurcated in certain types of cases. On February 15, 2012, in a case called Havel v. Villa St. Joseph, the Ohio Supreme Court upheld the constitutionality of the bifurcation requirement. On July 3, 2012, the Ohio Supreme Court reversed the judgment against us and remanded the case for application of its decision in Havel. On October 4, 2013, the Cuyahoga County Common Pleas Court declared that defendants are entitled to a new trial. On October 18, 2013, plaintiff filed a notice that he is appealing that declaration to the Court of Appeals of Cuyahoga County, Ohio, Eighth Appellate District.

Congress Development Landfill Matter

Congress Development Co. (CDC) is a general partnership that owns and operates the Congress Landfill. The general partners in CDC are our subsidiary, Allied Waste Transportation, Inc. (Allied Transportation), and an unaffiliated entity, John Sexton Sand & Gravel Corporation (Sexton). Sexton was the operator of the landfill through early 2007, when Allied Transportation took over as the operator. The general partners likely will be jointly and severally liable for the costs associated with the following matter relating to the Congress Landfill.

In a suit originally filed on December 23, 2009 in the Circuit Court of Cook County, Illinois and subsequently amended to add additional plaintiffs, approximately 3,000 plaintiffs sued our subsidiaries, Allied Transportation and Allied Waste Industries, Inc. (Allied), as well as CDC and Sexton. The court entered an order dismissing Allied without prejudice on October 26, 2010. The plaintiffs allege bodily injury, property damage and inability to have normal use and enjoyment of property arising from, among other things, odors and other damages arising from landfill gas leaking, and they base their claims on negligence, trespass, and nuisance. On January 6, 2012, the court took plaintiffs' motion for leave to amend their complaint to seek punitive damages under advisement, to be considered on a plaintiff-by-plaintiff basis. The court also granted plaintiffs leave to serve discovery on the punitive damages issue. Following the court's order in our favor striking the plaintiffs' allegations requesting actual damages in excess of $50 million and punitive damages in excess of $50 million, the amount of damages being sought is unspecified. Discovery is ongoing.

Buck Matter

On March 20, 2013, a group of residents living near the Bridgeton Landfill filed a purported class action in Saint Louis County Circuit Court, Missouri, on behalf of tenants and owner-occupants of property located within a one-mile radius of the landfill. Defendants Republic Services, Inc., Allied Services, LLC, and Bridgeton Landfill, LLC subsequently removed the action to the United States District Court for the Eastern District of Missouri. The action alleges that odors escaping from the landfill due to a subsurface smoldering event diminished the value of plaintiffs' property, caused irritation to the eyes, nose or throat, and negatively affected their use and enjoyment of their property. The action also seeks an injunction requiring the landfill to take action to prevent the subsurface smoldering event from reaching radioactive materials buried in the adjacent Westlake Landfill. The plaintiffs each seek $500,000 in punitive damages on behalf of themselves and those similarly situated, and an unspecified amount in compensatory damages. Plaintiffs allege that the tenant and owner-occupant classes are comprised of approximately 269 households and 683 residents in total.

Legal Proceedings over Certain Environmental Matters Involving Governmental Authorities with Possible Sanctions of $100,000 or More

Item 103 of the SEC's Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and the proceedings involve potential monetary sanctions unless we reasonably believe the monetary sanctions will not equal or exceed $100,000. We are disclosing the following matter in accordance with that requirement:

Bridgeton Landfill Matters

On July 23, 2012, the Missouri Department of Natural Resources (MDNR) issued a notice of violation (NOV) to the closed Bridgeton Landfill in Bridgeton, Missouri after it determined that a sub-surface smoldering event (SSE) was occurring at the landfill. The NOV specified required actions intended to prevent the spread of the SSE, offsite odors, and environmental pollution. On March 27, 2013, the Missouri Attorney General's Office, on behalf of MDNR, sued Republic Services, Inc., and our subsidiaries Allied Services, LLC, and Bridgeton Landfill, LLC in the Circuit Court of St. Louis County in connection with odors and leachate from the landfill. The action alleges, among other things, violations of the Missouri Solid Waste Management, Hazardous Waste Management, Clean Water, and Air Conservation Laws, as well as claims for nuisance, civil penalties, costs, and natural resource damages. The suit seeks a preliminary and permanent injunction requiring us to take measures to remedy the alleged resulting nuisance and other relief. On May 13, 2013, the court entered a stipulated preliminary injunction under which the Bridgeton Landfill, LLC agreed, among other things, to continue remedial work plans previously approved by MDNR and to continue reporting to MDNR.

ITEM 4. MINE SAFETY DISCLOSURES

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information, Holders and Dividends

The principal market for our common stock is the New York Stock Exchange, and it is traded under the symbol RSG. The following table sets forth the range of the high and low sale prices per share of our common stock on the New York Stock Exchange and the cash dividends declared per share of common stock for the periods indicated:

	High	Low	Dividends Declared
Year Ended December 31, 2013:			
First quarter	$ 33.01	$ 29.34	$ 0.235
Second quarter	35.28	32.07	0.235
Third quarter	35.61	31.94	0.260
Fourth quarter	35.29	32.29	0.260
Year Ended December 31, 2012:			
First quarter	$ 30.92	$ 27.00	$ 0.220
Second quarter	31.32	25.15	0.220
Third quarter	29.22	25.76	0.235
Fourth quarter	29.97	26.25	0.235

There were 734 holders of record of our common stock at February 5, 2014, which does not include beneficial owners for whom Cede & Co. or others act as nominees.

In February 2014, our board of directors declared a regular quarterly dividend of $0.26 per share for stockholders of record on April 1, 2014. We expect to continue to pay quarterly cash dividends, and we may consider increasing our dividends if we believe it will enhance stockholder value.

We have the ability under our credit facilities to pay dividends and repurchase our common stock if we are in compliance with the financial covenants in our credit facilities. As of December 31, 2013, we were in compliance with those financial covenants.

Issuer Purchases of Equity Securities

There were no purchases of shares of our common stock during the three months ended December 31, 2013.

In October 2013, the board of directors added $650 million to the existing share repurchase authorization. As of each of October 2013, November 2013 and December 2013, $760.6 million remained under the program, which extends through December 31, 2015. Share repurchases under the program may be made through open market purchases or privately negotiated transactions in accordance with applicable federal securities laws. While the board of directors has approved the program, the timing of any purchases, the prices and the number of shares of common stock to be purchased will be determined by our management, at its discretion, and will depend upon market conditions and other factors. The share repurchase program may be extended, suspended or discontinued at any time.

Shares that may be purchased under the program exclude shares of common stock that may be surrendered to satisfy statutory minimum tax withholding obligations in connection with the vesting of restricted stock issued to employees.

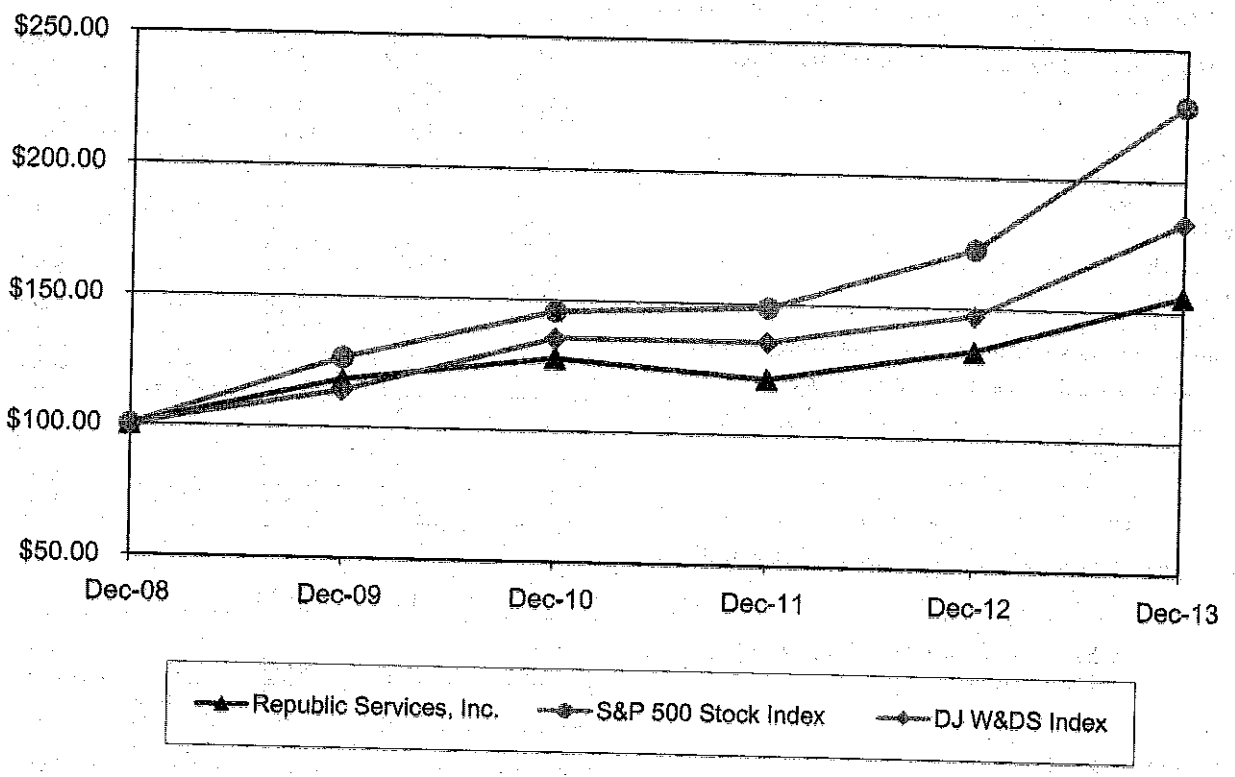
Recent Sales of Unregistered Securities

There were no sales of unregistered securities during the three months ended December 31, 2013.

Performance Graph

The following graph compares the performance of our common stock to the Standard & Poor's 500 Stock Index (S&P 500 Index) and the Dow Jones Waste & Disposal Services Index (DJ W&DS Index). The graph covers the period from December 31, 2008 to December 31, 2013 and assumes that the value of the investment in our common stock and in each index was $100 as of December 31, 2008 and that all dividends were reinvested.

Comparison of 5 Year Cumulative Total Return
Assumes Initial Investment of $100
December 2013



	Indexed Returns for the Years Ended December 31,					
	2008	2009	2010	2011	2012	2013
Republic Services, Inc.	$ 100.00	$ 118.00	$ 127.75	$ 121.32	$ 133.47	$ 155.65
S&P 500 Index	100.00	126.46	145.51	148.59	172.37	228.19
DJ W&DS Index	100.00	113.83	135.21	135.45	146.97	183.62

ITEM 6. SELECTED FINANCIAL DATA

You should read the following Selected Financial Data in conjunction with Item 8, *Financial Statements and Supplementary Data*, which includes our consolidated financial statements and notes thereto as of December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013 and Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations,* in this Form 10-K.

See Notes 1, 2, 3, 8, 9, 10 and 12 to our consolidated financial statements in Item 8, *Financial Statements and Supplementary Data*, of this Form 10-K for a discussion of basis of presentation, significant accounting policies, business acquisitions and divestitures, restructuring charges, landfill and environmental costs, debt, income taxes and stockholders' equity and their effect on comparability of year-to-year data. These historical results are not necessarily indicative of the results to be expected in the future. Amounts are in millions, except per share data.

	Year Ended December 31,				
	2013	2012	2011	2010	2009
Statement of Operations Data:					
Revenue	$ 8,417.2	$ 8,118.3	$ 8,192.9	$ 8,106.6	$ 8,199.1
Expenses:					
Cost of operations	5,234.7	5,005.7	4,865.1	4,764.8	4,844.2
Depreciation, amortization and depletion	877.4	848.5	843.6	833.7	869.7
Accretion	76.6	78.4	78.0	80.5	88.8
Selling, general and administrative	853.8	820.9	825.4	858.0	880.4
Negotiation and withdrawal costs – Central States Pension and Other Funds	157.7	35.8	-	-	-
(Gain) loss on disposition of assets and impairments, net	(1.9)	(2.7)	28.1	19.1	(137.0)
Restructuring charges	8.6	11.1	-	11.4	63.2
Operating income	1,210.3	1,320.6	1,552.7	1,539.1	1,589.8
Interest expense	(360.0)	(388.5)	(440.2)	(507.4)	(595.9)
Loss on extinguishment of debt	(2.1)	(112.6)	(210.8)	(160.8)	(134.1)
Interest income	0.7	1.0	0.3	0.7	2.0
Other income, net	2.3	3.4	4.3	5.4	3.2
Income before income taxes	851.2	823.9	906.3	877.0	865.0
Provision for income taxes	262.1	251.8	317.4	369.5	368.5
Net income	589.1	572.1	588.9	507.5	496.5
Net (income) loss attributable to noncontrolling interests	(0.2)	(0.3)	0.3	(1.0)	(1.5)
Net income attributable to Republic Services, Inc.	$ 588.9	$ 571.8	$ 589.2	$ 506.5	$ 495.0
Basic earnings per share attributable to Republic Services, Inc. stockholders:					
Basic earnings per share	$ 1.63	$ 1.56	$ 1.57	$ 1.32	$ 1.30
Weighted average common shares outstanding	362.1	366.9	376.0	383.0	379.7
Diluted earnings per share attributable to Republic Services, Inc. stockholders:					
Diluted earnings per share	$ 1.62	$ 1.55	$ 1.56	$ 1.32	$ 1.30
Weighted average common and common equivalent shares outstanding	363.4	368.0	377.6	385.1	381.0
Cash dividends per common share	$ 0.99	$ 0.91	$ 0.84	$ 0.78	$ 0.76
Other Operating Data:					
Cash provided by operating activities	$ 1,548.2	$ 1,513.8	$ 1,766.7	$ 1,433.7	$ 1,396.5
Purchases of property and equipment	880.8	903.5	936.5	794.7	826.3
Proceeds from sales of property and equipment	23.9	28.7	34.6	37.4	31.8
Balance Sheet Data:					
Cash and cash equivalents	$ 213.3	$ 67.6	$ 66.3	$ 88.3	$ 48.0
Restricted cash and marketable securities	169.7	164.2	189.6	172.8	240.5
Total assets	19,949.2	19,616.9	19,551.5	19,461.9	19,540.3
Total debt	7,018.1	7,070.5	6,921.8	6,743.6	6,962.6
Total stockholders' equity	7,906.1	7,705.7	7,683.4	7,848.9	7,567.1

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our audited consolidated financial statements and the notes thereto included elsewhere in Item 8 of this Form 10-K. This discussion may contain forward-looking statements that anticipate results that are subject to uncertainty. We discuss in more detail various factors that could cause actual results to differ from expectations in Item 1A, Risk Factors in this Form 10-K.

Overview

We are the second largest provider of services in the domestic non-hazardous solid waste industry, as measured by revenue. Our operations are in 39 states and Puerto Rico. We provide non-hazardous solid waste collection services for commercial, industrial, municipal and residential customers through 336 collection operations. We own or operate 199 transfer stations, 190 active solid waste landfills and 69 recycling centers. We also operate 69 landfill gas and renewable energy projects.

Revenue for the year ended December 31, 2013 was $8,417.2 million compared to $8,118.3 million for 2012. This 3.7% increase in revenue was made up of increases in average yield of 1.3%, fuel recovery fees of 0.3% and acquisitions, net of divestitures of 0.5%, as well as increases in volume of 1.3% and recycling commodities increases of 0.3%.

The following table summarizes our revenue, costs and expenses for the years ended December 31, 2013, 2012 and 2011 (in millions of dollars and as a percentage of revenue):

	2013		2012		2011	
Revenue	$ 8,417.2	100.0%	$ 8,118.3	100.0%	$ 8,192.9	100.0%
Expenses:						
Cost of operations	5,234.7	62.2	5,005.7	61.7	4,865.1	59.4
Depreciation, amortization and depletion of property and equipment	806.7	9.6	778.4	9.6	766.9	9.4
Amortization of other intangible assets and other assets	70.7	0.8	70.1	0.9	76.7	0.9
Accretion	76.6	0.9	78.4	1.0	78.0	0.9
Selling, general and administrative	853.8	10.1	820.9	10.1	825.4	10.1
Negotiation and withdrawal costs – Central States Pension and Other Funds	157.7	1.9	35.8	0.4	-	-
(Gain) loss on disposition of assets and impairments, net	(1.9)	-	(2.7)	-	28.1	0.3
Restructuring charges	8.6	0.1	11.1	0.1	-	-
Operating income	$ 1,210.3	14.4%	$ 1,320.6	16.3%	$ 1,552.7	19.0%

Our pre-tax income was $851.2 million, $823.9 million and $906.3 million for the years ended December 31, 2013, 2012 and 2011, respectively. Our net income attributable to Republic Services, Inc. was $588.9 million, or $1.62 per diluted share for the year ended December 31, 2013, compared to $571.8 million, or $1.55 per diluted share, for the year ended December 31, 2012, and $589.2 million, or $1.56 per diluted share, for the year ended December 31, 2011.

During each of the three years ended December 31, 2013, 2012 and 2011, we recorded a number of charges and other expenses and benefits that impacted our pre-tax income, net income attributable to Republic Services, Inc. (Net Income – Republic) and diluted earnings per share as noted in the following table (in millions, except per share data). Additionally, see our "*Cost of Operations*," "*Selling, General and Administrative Expenses*" and "*Income Taxes*" discussions contained in the Results of Operations section of this Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of other items that impacted our earnings.

	Year Ended December 31, 2013			Year Ended December 31, 2012			Year Ended December 31, 2011		
	Pre-tax Income	Net Income - Republic	Diluted Earnings per Share	Pre-tax Income	Net Income - Republic	Diluted Earnings per Share	Pre-tax Income	Net Income - Republic	Diluted Earnings per Share
As reported	$ 851.2	$ 588.9	$ 1.62	$ 823.9	$ 571.8	$ 1.55	$ 906.3	$ 589.2	$ 1.56
Negotiation and withdrawal costs – Central States Pension and Other Funds	157.7	98.3	0.27	35.8	21.6	0.06	-	-	-
Restructuring charges	8.6	5.6	0.02	11.1	6.6	0.02	-	-	-
Loss on extinguishment of debt	2.1	1.3	-	112.6	68.6	0.18	210.8	129.3	0.34
Bridgeton remediation	108.7	65.6	0.18	74.1	44.7	0.12	-	-	-
Tax valuation allowance adjustment	-	(43.5)	(0.12)	-	-	-	-	-	-
(Gain) loss on disposition of assets and impairments, net	(1.9)	(0.9)	-	(5.3)	(5.2)	(0.01)	28.1	19.8	0.06
Adjusted	$ 1,126.4	$ 715.3	$ 1.97	$ 1,052.2	$ 708.1	$ 1.92	$ 1,145.2	$ 738.3	$ 1.96

We believe that presenting adjusted pre-tax income, adjusted net income attributable to Republic Services, Inc., and adjusted diluted earnings per share, which are not measures determined in accordance with accounting principles generally accepted in the United States (U.S. GAAP), provides an understanding of operational activities before the financial impact of certain items. We use these measures, and believe investors will find them helpful, in understanding the ongoing performance of our operations separate from items that have a disproportionate impact on our results for a particular period. We have incurred comparable charges and costs in prior periods, and similar types of adjustments can reasonably be expected to be recorded in future periods. In the case of the Bridgeton remediation charges, we are adjusting such amounts due to their significant effect on our operating results; however, in the ordinary course of our business, we often incur remediation adjustments that we do not adjust from our operating results. Our definition of adjusted pre-tax income, adjusted net income attributable to Republic Services Inc., and adjusted diluted earnings per share may not be comparable to similarly titled measures presented by other companies.

Negotiation and withdrawal costs - Central States Pension and Other Funds. During the years ended December 31, 2013 and 2012, we recorded charges to earnings of $157.7 million and $35.8 million, respectively, primarily related to our negotiation and withdrawal liability from the Central States, Southeast and Southwest Areas Pension Fund (the Fund). Also included within these charges to earnings for 2013 is $2.1 million for withdrawal events at the multiemployer pension plan to which we contribute related to our operations in Puerto Rico, as well as costs of $17.0 million ($5.1 million in 2012) related to the negotiation of collective bargaining agreements under which we had obligations to contribute to the Fund.

Restructuring charges. During the fourth quarter of 2012, we announced a restructuring of our field and corporate operations to create a more efficient and competitive company. These changes included consolidating our field regions from four to three and our areas from 28 to 20, relocating office space, and reducing administrative staffing levels. During the years ended December 31, 2013 and 2012, we incurred $8.6 million and $11.1 million, respectively, of restructuring charges, which consisted of severance and other employee termination benefits, relocation benefits, and the closure of offices with non-cancellable lease agreements.

Loss on extinguishment of debt. During the years ended December 31, 2013, 2012 and 2011, we completed various refinancing transactions that resulted in cash paid for premiums and professional fees to repurchase outstanding debt, as well as non-cash charges for unamortized debt discounts and deferred issuance costs. For a more detailed discussion of the components of these costs and the debt series to which they relate, see our "*Loss on Extinguishment of Debt*" discussion contained in the Results of Operations section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

Bridgeton remediation. We recorded environmental remediation charges at our closed Bridgeton Landfill in Missouri of $108.7 million in June 2013 and $74.1 million during 2012 to manage the remediation area and monitor the site.

Tax valuation allowance adjustment. During the fourth quarter of 2013, we reduced our valuation allowance related to certain deferred tax assets for state net operating loss carryforwards due to our determination that it is more likely than not a portion of these carryforwards would be utilized in future years.

(Gain) loss on disposition of assets and impairments, net. For a more detailed discussion of the components of this, see our "*(Gain) Loss on Disposition of Assets and Impairments, Net*" discussion contained in the Results of Operations section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

2014 Guidance

In 2014, we will continue to focus on managing the controllable aspects of our business by enhancing the quality of our revenue, investing in profitable growth opportunities, and reducing costs. Our team remains focused on executing our strategy to deliver consistent earnings and free cash flow growth, and improve return on invested capital. We are committed to an efficient capital structure, maintaining our investment grade rating, and increasing cash returns to our stockholders.

Our guidance is based on current economic conditions and does not assume any significant changes in the overall economy in 2014. Specific guidance follows:

Revenue

We expect 2014 revenue to increase by approximately 3.5% to 4.5% comprised of the following:

	Increase (Decrease)
Average yield	1.0 to 1.5%
Volume	1.5 to 2.0
Fuel recovery fees	-
Recycled commodities	-
Acquisitions / divestitures, net	1.0
Total change	3.5 to 4.5%

Changes in price are restricted on approximately 50% of our annual service revenue. Of these restricted pricing arrangements:

- approximately 60% are price changes based on fluctuations in a specific index (primarily the consumer price index) as defined in the contract;
- approximately 20% are fixed price increases based on stated contract terms; and
- approximately 20% are price changes based on a cost plus a specific profit margin or other measurement.

The consumer price index varies from a single historical stated period of time or an average of trailing historical rates over a stated period of time. In addition, the initial impact of pricing resets typically lags 6 to 12 months from the end of the index measurement period to the date the revised pricing goes into effect. As a result, current changes in a specific index may not manifest themselves in our reported pricing for several quarters into the future.

Diluted Earnings per Share

We expect 2014 diluted earnings per share to be in the range of $1.93 to $1.98.

Property and Equipment, Net

In 2014, we anticipate receiving approximately $820 million of property and equipment, net of proceeds from sales of property and equipment, as follows:

Trucks and equipment	$ 355
Landfill	265
Containers	125
Facilities and other	90
Property and equipment received during 2013	835
Proceeds from sales of property and equipment	(15)
Property and equipment received, net of proceeds, during 2014	$ 820

Results of Operations

Revenue

We generate revenue primarily from our solid waste collection operations. Our remaining revenue is from other services, including transfer station services, landfill disposal and recycling. Our residential and commercial collection operations in some markets are based on long-term contracts with municipalities. Certain of our municipal contracts have annual price escalation clauses that are tied to changes in an underlying base index such as the consumer price index. We generally provide commercial and industrial collection services to customers under contracts with terms up to three years. Our transfer stations, landfills and, to a lesser extent, our recycling facilities generate revenue from disposal or tipping fees charged to third parties. In general, we integrate our recycling operations with our collection operations and obtain revenue from the sale of recyclable materials. Other non-core revenue consists primarily of revenue from National Accounts, which represents the portion of revenue generated from nationwide contracts in markets outside our operating areas where the associated waste handling services are subcontracted to local operators. Consequently, substantially all of this revenue is offset with related subcontract costs, which are recorded in cost of operations.

The following table reflects our revenue by service line for the years ended December 31, 2013, 2012 and 2011 (in millions of dollars and as a percentage of our revenue):

	2013		2012		2011	
Collection:						
Residential	$ 2,175.5	25.8%	$ 2,155.7	26.6%	$ 2,135.7	26.1%
Commercial	2,616.9	31.1	2,523.2	31.1	2,487.5	30.4
Industrial	1,639.4	19.5	1,544.2	19.0	1,515.4	18.5
Other	34.7	0.4	33.4	0.4	32.9	0.4
Total collection	6,466.5	76.8	6,256.5	77.1	6,171.5	75.4
Transfer	1,021.8		964.5		994.2	
Less: Intercompany	(615.2)		(575.3)		(572.8)	
Transfer, net	406.6	4.8	389.2	4.8	421.4	5.1
Landfill	1,927.2		1,863.3		1,867.6	
Less: Intercompany	(902.2)		(862.5)		(846.9)	
Landfill, net	1,025.0	12.2	1,000.8	12.3	1,020.7	12.5
Sale of recycled commodities	374.6	4.5	349.0	4.3	438.6	5.4
Other non-core	144.5	1.7	122.8	1.5	140.7	1.6
Other	519.1	6.2	471.8	5.8	579.3	7.0
Total revenue	$ 8,417.2	100.0%	$ 8,118.3	100.0%	$ 8,192.9	100.0%

The following table reflects changes in our revenue for the years ended December 31, 2013, 2012 and 2011, as compared to the previous year:

	2013	2012	2011
Average yield	1.3%	0.8%	0.8%
Fuel recovery fees	0.3	0.1	1.0
Total price	1.6	0.9	1.8
Volume	1.3	(1.0)	(0.4)
Recycled commodities	0.3	(1.2)	1.0
San Mateo and Toronto contract losses	-	-	(1.4)
Total internal growth	3.2	(1.3)	1.0
Acquisitions / divestitures, net	0.5	0.4	0.1
Total	3.7%	(0.9)%	1.1%
Core price	3.3%	2.8%	2.8%

In 2013, we conformed the terms we use to describe components of price in an effort to better align with industry participants. We have not changed our calculation methodology, but we believe use of these terms allows for consistent comparison across the industry. Average yield, which we formerly referred to as "core price," is defined as revenue growth from the change in average price per unit of service, expressed as a percentage. We now use "core price" to mean price increases to customers and fees, excluding fuel recovery, net of price decreases to retain customers.

Revenue – 2013 compared to 2012

The increase in revenue in 2013 compared to 2012 is due to the following:

- Average yield increased revenue by 1.3% due to positive pricing in all lines of business.
- The fuel recovery fee program, which mitigates our exposure to increases in fuel prices, generated 0.3% of the total revenue growth. These fees fluctuate with the price of fuel and, consequently, any increase in fuel prices would result in an increase in our revenue. Higher fuel recovery fees for 2013 as compared to 2012 resulted primarily from an increase in the fuel recovery rates charged. During 2013, we were able to recover approximately 74% of our direct fuel expenses with fuel recovery fees, compared to 67% during 2012.
- Volume increased revenue by 1.3%, primarily due to higher volumes in commercial and industrial collection, disposal and non-core lines of business, partially offset by lower volumes in our residential collection line of business. Volume increases in our landfill line of business during 2013 were primarily attributable to construction and special waste volumes, offset by decreases in municipal solid waste.
- Recycled commodities increased revenue by 0.3%, primarily due to the change in the market price of materials as well as increased production volumes. The average price for old corrugated cardboard was $128 per ton for 2013 compared to $124 per ton for 2012. The average price of old newspaper was $93 per ton for 2013 compared to $105 per ton for 2012. Our recycled commodity volume for 2013 of 2.2 million tons sold was 9% higher than the volume in 2012 as a result of our investment in recycling centers along with higher organic volumes.

Changing market demand for recycled commodities causes volatility in commodity prices. At current volumes and mix of materials, we believe a $10 per ton change in the price of recycled commodities will change annual revenue and operating income by approximately $31 million and $19 million, respectively.

Revenue – 2012 compared to 2011

The decrease in revenue in 2012 compared to 2011 is due to the following:

- Average yield increased revenue by 0.8% due to positive pricing in our collection, transfer and landfill lines of business. Pricing was higher in the second half of 2012, which reflects the higher level of price resets to our index-based customers.

- Fuel recovery fees increased revenue by 0.1% and 1.0% for 2012 and 2011, respectively. The impact of the change in fuel recovery fees was diminished in 2012 as the average fuel price per gallon increased approximately 3% from 2011 to 2012 as compared to approximately 29% from 2010 to 2011. For 2012 and 2011, we were able to recover approximately 67% and 68%, respectively, of our fuel costs with fuel recovery fees.

- Volume decreased revenue by 1.0% in 2012. Volume declines were primarily in our landfill, transfer station and non-core lines of business, primarily due to the acquisition of a large national broker by a competitor and the loss of a large National Accounts contract. Within the landfill business, special waste and construction and demolition volumes decreased by approximately 4.3% and 6.4%, respectively, and landfill municipal solid waste volumes declined approximately 5.3% compared to the prior year. Volume declines in special waste were caused by special waste event work not recurring in 2012 and being postponed due to continuing weak economic conditions. The decline in landfill municipal solid waste volumes relates primarily to a loss of certain municipal disposal contracts in our East Region and competitive pressures in our Los Angeles market. Collection volumes were positive 0.2% year over year, with most improvements coming from the commercial and industrial lines of business.

- Recycled commodities decreased revenue by 1.2% due to a decrease in the market price of materials. Average prices for old corrugated cardboard in 2012 were $124 per ton compared to $159 per ton in 2011, a decrease of $35 per ton or 22%. Average prices of old newspaper for 2012 were $105 per ton compared to $142 per ton in 2011, a decrease of $37 per ton or 26%. The declines in prices were partially offset by increased volumes processed. Our 2012 recycled commodity volume of 2.1 million tons sold was 2.5% higher than 2011 volumes.

Cost of Operations

Cost of operations includes labor and related benefits, which consists of salaries and wages, health and welfare benefits, incentive compensation and payroll taxes. It also includes transfer and disposal costs representing tipping fees paid to third party disposal facilities and transfer stations; maintenance and repairs relating to our vehicles, equipment and containers, including related labor and benefit costs; transportation and subcontractor costs, which include costs for independent haulers that transport our waste to disposal facilities and costs for local operators who provide waste handling services associated with our National Accounts in markets outside our standard operating areas; fuel, which includes the direct cost of fuel used by our vehicles, net of fuel tax credits; disposal franchise fees and taxes consisting of landfill taxes, municipal franchise fees, host community fees and royalties; landfill operating costs, which includes financial assurance, leachate disposal, remediation charges and other landfill maintenance costs; risk management, which includes casualty insurance premiums and claims; cost of goods sold, which includes material costs paid to suppliers associated with recycling commodities; and other, which includes expenses such as facility operating costs, equipment rent and gains or losses on sale of assets used in our operations.

The following table summarizes the major components of our cost of operations for the years ended December 31, 2013, 2012 and 2011 (in millions of dollars and as a percentage of our revenue):

	2013		2012		2011	
Labor and related benefits	$ 1,651.6	19.6%	$ 1,573.9	19.4%	$ 1,530.4	18.7%
Transfer and disposal costs	637.0	7.6	616.4	7.6	636.1	7.8
Maintenance and repairs	736.0	8.7	682.7	8.4	632.1	7.7
Transportation and subcontract costs	469.1	5.6	431.9	5.3	443.4	5.4
Fuel	516.7	6.1	530.1	6.5	516.5	6.3
Franchise fees and taxes	412.5	4.9	401.9	5.0	395.7	4.8
Landfill operating costs	116.4	1.4	124.0	1.5	126.1	1.5
Risk management	158.7	1.9	177.3	2.2	167.5	2.0
Cost of goods sold	132.8	1.6	114.6	1.4	146.8	1.8
Other	295.2	3.5	278.8	3.4	270.5	3.4
Subtotal	5,126.0	60.9	4,931.6	60.7	4,865.1	59.4
Bridgeton remediation	108.7	1.3	74.1	1.0	-	-
Total cost of operations	$ 5,234.7	62.2%	$ 5,005.7	61.7%	$ 4,865.1	59.4%

These cost categories may change from time to time and may not be comparable to similarly titled categories used by other companies. As such, you should take care when comparing our cost of operations by cost component to that of other companies.

Cost of Operations – 2013 compared to 2012

Our cost of operations increased $229.0 million or, as a percentage of revenue, 0.5% in 2013 compared to 2012, primarily as a result of the following:

- Labor and related benefits increased due to increased hourly and salaried wages as a result of merit increases, health care costs and collection volumes.
- Transfer and disposal costs increased primarily due to higher prices and volumes disposed at third party sites. During 2013, approximately 68% of the total waste volume we collected was disposed at landfill sites that we own or operate (internalization) compared to 67% for 2012.
- Maintenance and repairs expense increased due to higher collection volume, cost of parts, internal labor, third party truck repairs and costs associated with our fleet maintenance initiative. Container and compactor maintenance had an unfavorable impact on maintenance and repairs expense due primarily to increased container repairs resulting from unit growth in our commercial and industrial lines of business.
- Subcontract costs increased primarily due to new National Accounts contracts and subcontracted work. Transportation costs increased due to an increase in transfer station volumes and increased fuel surcharges.
- Our fuel costs in aggregate dollars and as a percentage of revenue decreased $13.4 million and 0.4%, respectively, due to our continued conversion to lower cost compressed natural gas (CNG) and alternative fuel tax credits. Average fuel costs per gallon for 2013 were $3.92 compared to $3.97 for 2012, a decrease of 1%.

At current consumption levels, we believe a twenty-cent per gallon change in the price of diesel fuel would change our fuel costs by approximately $25 million per year. Offsetting these changes in fuel expense would be changes in our fuel recovery fee charged to our customers. At current participation rates, a twenty-cent per gallon change in the price of diesel fuel changes our fuel recovery fee by approximately $20 million per year.

- Franchise fees and taxes increased due to increased collection revenue in franchised markets as well as increased host fees and taxes due to increased landfill volumes.

- Landfill operating expenses in aggregate dollars and as a percentage of revenue decreased $7.6 million and 0.1%, respectively, primarily due to net favorable remediation adjustments of $17.1 million, of which $15.0 million relates to changes in the estimated timing of payments for our remediation obligations, offset by increased leachate management expenses of $9.1 million.

- Risk management expenses decreased primarily due to favorable actuarial development, primarily in our auto liability self-insurance reserves.

- Cost of goods sold relates to rebates paid for volumes delivered to our recycling facilities. Cost of goods sold in aggregate dollars and as a percentage of revenue increased $18.2 million and 0.2%, respectively, primarily due to an increase in both the volume of commodities sold and the average cost per ton for commodities.

- Included in other cost of operations is occupancy and facility costs, which increased $7.5 million primarily due to increased facility maintenance expense.

- We recorded environmental remediation charges at our closed Bridgeton Landfill in Missouri of $108.7 million in June 2013 and $74.1 million during 2012 to manage the remediation area and monitor the site.

Cost of Operations – 2012 compared to 2011

Our cost of operations increased $140.6 million or, as a percentage of revenue, 2.3% in 2012 compared to 2011, primarily as a result of the following:

- Labor and related benefits increased due to merit based wage increases in 2012 compared to 2011, as well as increases in health care costs. As a percentage of revenue, labor and related benefits were negatively impacted by the relative mix of higher collection revenue and lower landfill, transfer, commodity and subcontract revenue compared to 2011 because these revenues have little or no variable labor costs.

- Transfer and disposal costs decreased, primarily due to lower disposal prices and lower volumes disposed at third party sites. During 2012, approximately 67% of the total waste volume we collected was disposed at landfill sites that we own or operate (internalization) compared to 66% for 2011.

- Maintenance and repairs expense increased due to costs associated with our fleet maintenance initiative, as well as the increased cost of tires and container refurbishment expenses.

- Transportation and subcontract costs decreased during 2012 compared to 2011, primarily due to the loss of a large National Accounts contract.

- Our fuel costs in aggregate dollars and as a percentage of revenue increased $13.6 million and 0.2%, respectively, primarily due to higher fuel prices. Average fuel costs per gallon for 2012 were $3.97 compared to $3.85 for 2011, an increase of $0.12 or 3.1%.

- Franchise fees and taxes increased, primarily due to the acquisition of businesses in franchise markets.

- Landfill operating expenses in aggregate dollars and as a percentage of revenue decreased $2.1 million, but remained relatively consistent as a percentage of revenue at 1.5% for both 2012 and 2011.

- Cost of goods sold relates to rebates paid for volumes delivered to our recycling facilities. Cost of goods sold in aggregate dollars and as a percentage of revenue decreased $32.2 million and 0.4%, respectively, primarily due to a decline in the market value of recycled commodities, offset by an increase in the volume of commodities processed.

- Risk management expenses increased, primarily due to lower favorable actuarial development compared to the prior year.

- We recorded environmental remediation charges at our closed Bridgeton Landfill in Missouri of $74.1 million during 2012 to manage the remediation area and monitor the site.

Depreciation, Amortization and Depletion of Property and Equipment

The following table summarizes depreciation, amortization and depletion of property and equipment for the years ended December 31, 2013, 2012 and 2011 (in millions of dollars and as a percentage of revenue):

	2013		2012		2011	
Depreciation and amortization of property and equipment	$ 544.8	6.5%	$ 520.8	6.4%	$ 511.4	6.3%
Landfill depletion and amortization	261.9	3.1	257.6	3.2	255.5	3.1
Depreciation, amortization and depletion expense	$ 806.7	9.6%	$ 778.4	9.6%	$ 766.9	9.4%

Depreciation, Amortization and Depletion of Property and Equipment - 2013 compared to 2012

Depreciation and amortization of property and equipment in aggregate dollars increased $24.0 million, primarily due to higher costs of residential side loaders for automating our residential collection routes and an increased number of CNG vehicles, which are more expensive to purchase than diesel vehicles. In addition, we made increased investments in new and upgraded recycling infrastructure projects that became operational over the past several quarters. Depreciation and amortization of property and equipment as a percentage of revenue remained relatively consistent at 6.5% for 2013 and 6.4% for 2012.

Landfill depletion and amortization expense in aggregate dollars increased $4.3 million, primarily due to increased landfill disposal volumes, as well as an overall increase in our average depletion rate. Offsetting these increases were favorable amortization adjustments of $0.3 million that were recognized in 2013 relative to asset retirement obligations, compared to net unfavorable adjustments of $4.9 million in 2012. Landfill depletion and amortization as a percentage of revenue remained relatively consistent at 3.1% for 2013 and 3.2% for 2012.

Depreciation, Amortization and Depletion of Property and Equipment - 2012 compared to 2011

Depreciation and amortization of property and equipment increased $9.4 million for 2012, primarily due to higher costs of residential side loaders and an increased number of CNG vehicles. In addition, we made increased investments in new and upgraded recycling infrastructure projects that became operational in 2012.

Landfill depletion and amortization expense increased $2.1 million, primarily due to unfavorable adjustments to landfill depletion and amortization expense for asset retirement obligations of $4.9 million recorded during 2012 compared to favorable adjustments of $9.6 million recorded during 2011. Offsetting the increase in costs relative to asset retirement obligations was an overall decline in landfill depletion due to lower disposal volumes.

Amortization of Other Intangible Assets and Other Assets

Expenses for amortization of intangible and other assets were $70.7 million, $70.1 million and $76.7 million for 2013, 2012 and 2011, respectively, or, as a percentage of revenue, 0.8% for 2013 and 0.9% for 2012 and 2011. Our other intangible assets and other assets primarily relate to customer lists, franchise agreements, municipal

contracts, trade names (now fully amortized in 2013), favorable lease assets and, to a lesser extent, non-compete agreements. Amortization of intangible assets in aggregate dollars decreased during 2012 as compared to 2011 primarily due to municipal agreement intangibles acquired from Allied that are now fully amortized.

Accretion Expense

Accretion expenses were $76.6 million, $78.4 million and $78.0 million, or, as a percentage of revenue, 0.9%, 1.0% and 0.9% for 2013, 2012 and 2011, respectively. Accretion expenses have remained relatively unchanged as our asset retirement obligations remained relatively consistent period over period.

Selling, General and Administrative Expenses

Selling, general and administrative expenses include salaries, health and welfare benefits and incentive compensation for corporate and field general management, field support functions, sales force, accounting and finance, legal, management information systems, and clerical and administrative departments. Other expenses include rent and office costs, fees for professional services provided by third parties, legal settlements, marketing, investor and community relations services, directors' and officers' insurance, general employee relocation, travel, entertainment and bank charges. Restructuring charges are excluded from selling, general and administrative expenses and are discussed separately below.

The following table provides the components of our selling, general and administrative expenses for the three years ended December 31, 2013, 2012 and 2011 (in millions of dollars and as a percentage of revenue):

	2013		2012		2011	
Salaries	$ 545.4	6.5%	$ 539.4	6.6%	$ 539.6	6.6%
Provision for doubtful accounts	16.1	0.2	29.7	0.4	21.0	0.3
Other	292.3	3.4	251.8	3.1	264.8	3.2
Total selling, general and administrative expenses	$ 853.8	10.1%	$ 820.9	10.1%	$ 825.4	10.1%

These cost categories may change from time to time and may not be comparable to similarly titled categories used by other companies. As such, you should take care when comparing our selling, general and administrative expenses by cost component to those of other companies.

Selling, General and Administrative Expenses – 2013 compared to 2012

Salaries increased $6.0 million, but remained relatively consistent as a percentage of revenue at 6.5% and 6.6% for 2013 and 2012, respectively. During 2013, we recorded severance costs due to management departures, and higher salaries, payroll taxes and benefits resulting from merit increases and management incentive pay, partially offset by lower salaries expense in connection with the reorganization.

Provision for doubtful accounts decreased $13.6 million and 0.2% of revenue, primarily due to a net favorable adjustment, recorded in our corporate segment, of $8.3 million resulting from a change in our estimated future bad debts.

Other selling, general and administrative expenses in aggregate dollars and as a percentage of revenue increased $40.5 million and 0.3%, respectively. These increases are primarily related to charges for legal settlements of $29.6 million for 2013, which relate to legal matters occurring in the ordinary course of business, as compared to net favorable legal settlement adjustments of $3.7 million for 2012.

Selling, General and Administrative Expenses – 2012 compared to 2011

Salaries decreased $0.2 million and remained consistent as a percentage of revenue for 2012 compared to 2011. The decrease is primarily due to lower management incentive pay due to our revised financial expectations, offset by merit wage increases and the expansion of our sales team in the second half of 2011.

Provision for doubtful accounts increased due to an increase in unrecoverable amounts from certain customers and the recovery during 2011 of accounts previously written-off.

Other selling, general and administrative expenses decreased $13.0 million or, as a percentage of revenue, 0.1%, primarily as a result of a decrease in legal fees and settlements and consulting and professional fees, partially offset by higher recruiting and relocation expenses.

Negotiation and Withdrawal Costs – Central States Pension and Other Funds

During 2013, we recorded charges to earnings of $157.7 million, primarily related to our negotiation costs of $17.0 million and our withdrawal liability from the Central States, Southeast and Southwest Areas Pension Fund (the Fund) of $138.6 million. Also included in the $157.7 million of charges for 2013 is $2.1 million for withdrawal events at the multiemployer pension plan to which we contribute related to our operations in Puerto Rico. During 2012, we recorded charges to earnings of $35.8 million, primarily related to our negotiation costs of $5.1 million and our partial withdrawal liability from the Fund of $30.7 million. The payments associated with any withdrawal liability ordinarily would be due in installments over a period of 20 years, and the payments are unlikely to be material to our cash flow in any particular period.

For additional discussion and detail regarding our obligations to the Fund, see our *Central States, Southeast and Southwest Areas Pension Fund* discussion in Note 11, *Employee Benefit Plans*, to our consolidated financial statements in Item 8 of this Form 10-K.

(Gain) Loss on Disposition of Assets and Impairments, Net

During 2013, we recorded a net gain on disposition of assets and impairments of $1.9 million, primarily related to contingent sale price of $1.0 million received during the first quarter of 2013 in connection with a 2011 business divestiture in our West Region and the disposal of a business in one market in our West Region, which resulted in a gain of $0.9 million and proceeds of $1.7 million.

During 2012, we recorded a net gain on disposition of assets and impairments of $2.7 million, primarily due to a $5.5 million net gain on a divestiture of a collection business in our East Region and a sale of certain assets associated with our rail logistics business. Proceeds from dispositions of solid waste assets were $9.6 million during 2012.

During 2011, we disposed of businesses in various markets, resulting in a gain of $21.0 million. In connection with the dispositions, we closed a landfill, resulting in an asset impairment charge of $28.7 million for the remaining landfill assets and the acceleration of capping, closure and post-closure obligations. Additionally, we recorded asset impairments of $20.4 million primarily related to certain long-lived assets that are held for sale and losses on the divestiture of certain businesses and related goodwill. Proceeds from dispositions of solid waste assets were $14.2 million during 2011.

Restructuring Charges

During the fourth quarter of 2012, we restructured our field and corporate operations to create a more efficient and competitive company. These changes include consolidating our field regions from four to three and our areas from 28 to 20, relocating office space, and reducing administrative staffing levels. During 2013 and 2012, we incurred $8.6 million and $11.1 million of restructuring charges, respectively, which consisted of severance and other employee termination benefits, relocation benefits, and the closure of offices with non-cancellable lease agreements. Substantially all of these charges were recorded in our corporate segment and were incurred as of December 31, 2013. As of December 31, 2013, $1.8 million remains accrued for severance and other employee termination benefits and lease exit costs.

Interest Expense

The following table provides the components of interest expense, including accretion of debt discounts and accretion of discounts primarily associated with environmental and self-funded risk insurance liabilities assumed in the Allied acquisition (in millions of dollars):

	2013	2012	2011
Interest expense on debt and capital lease obligations	$ 319.8	$ 338.5	$ 372.9
Accretion of debt discounts	6.9	12.2	25.6
Accretion of remediation reserves and other	40.6	46.2	49.8
Less: capitalized interest	(7.3)	(8.4)	(8.1)
Total interest expense	$ 360.0	$ 388.5	$ 440.2

The decrease in interest expense and accretion of debt discounts for 2013 compared to 2012 and for 2012 compared to 2011 is primarily due to refinancing certain of our higher interest rate debt in 2012. Beginning August 2013, we entered into various interest rate swap agreements relative to our 4.750% fixed rate senior notes due in May 2023. These swap agreements, which were designated as fair value hedges, have a total notional value of $300.0 million and resulted in a $2.0 million reduction in interest expense during 2013. During 2013, 2012 and 2011, cash paid for interest was $324.0 million, $341.0 million and $396.2 million, respectively.

Loss on Extinguishment of Debt

The following table summarizes the refinancing transactions that resulted in cash paid for premiums and professional fees to repurchase outstanding debt, as well as non-cash charges for unamortized debt discounts and deferred issuance costs for the years ended December 31, 2013, 2012 and 2011 (in millions of dollars):

	Principal Repaid	Cash Paid on Loss on Extinguishment of Debt	Non-cash Loss on Extinguishment of Debt	Total Loss on Extinguishment of Debt
2013:				
Tax-exempt financings	$ 189.1	$ -	$ 2.1	$ 2.1
Loss on extinguishment of debt for the year ended December 31, 2013		$ -	$ 2.1	$ 2.1
2012:				
Amendments to Credit Facilities	$ -	$ -	$ 1.5	$ 1.5
$750.0 million 6.875% senior notes due June 2017	750.0	25.8	71.0	96.8
Tax-exempt financings	94.0	-	14.2	14.2
Ineffective portion of interest rate lock settlements	-	0.1	-	0.1
Loss on extinguishment of debt for the year ended December 31, 2012		$ 25.9	$ 86.7	$ 112.6
2011:				
$600.0 million 7.125% senior notes due May 2016	$ 600.0	$ 21.4	$ 61.3	$ 82.7
$99.5 million 9.250% debentures due May 2021	64.2	24.2	3.8	28.0
$360.0 million 7.400% debentures due September 2035	194.8	44.7	49.9	94.6
Amendments to Credit Facilities	-	-	1.7	1.7
Ineffective portion of interest rate lock settlements	-	0.3	-	0.3
Tax-exempt financings	30.0	-	3.5	3.5
Loss on extinguishment of debt for the year ended December 31, 2011		$ 90.6	$ 120.2	$ 210.8

Income Taxes

Our provision for income taxes was $262.1 million, $251.8 million and $317.4 million for the years ended December 31, 2013, 2012 and 2011, respectively. Our effective income tax rate was 30.8%, 30.6% and 35.0% for 2013, 2012 and 2011, respectively. Our 2013 effective tax rate was favorably impacted by approximately $42 million for adjustments to our valuation allowance for state loss carryforwards, primarily due to our

determination that it is more likely than not that a portion of these loss carryforwards will be utilized in future periods. In addition, our 2013 effective tax rate was favorably impacted by the settlement with the IRS appeals division and the Joint Committee of Taxation during the first quarter of 2013 for tax years 2009 and 2010. This settlement benefited our 2013 tax provision by approximately $14 million due to the reversals of previously accrued tax and interest.

Our 2012 effective tax rate was favorably impacted by the settlement with the IRS appeals division for tax years 2004 to 2008. This settlement benefited our 2012 tax provision by approximately $35 million due to the reversals of previously accrued tax and interest. In 2011, our effective tax rate was favorably impacted by the settlement with the IRS appeals division for tax years 2000 to 2003. This settlement favorably impacted our 2011 tax provision by approximately $23 million due to reversals of previously accrued tax and interest.

In addition, our 2013, 2012 and 2011 tax provisions were favorably impacted by the realization of tax credits and lower state rates due to changes in estimates of approximately $9.6 million, $16.0 million and $19.0 million, respectively.

We made income tax payments (net of refunds received) of approximately $288 million, $185 million and $173 million for 2013, 2012 and 2011, respectively.

Income taxes paid in 2013 reflect the favorable tax depreciation provisions of the American Tax Relief Act of 2012, signed into law on January 2, 2013. This legislation extended 50% bonus depreciation for property placed in service during 2013 and helped mitigate the negative impact from the lack of property deductions due to bonus depreciation taken in prior years.

Income taxes paid in 2012 and 2011 reflect the favorable tax depreciation provisions of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 (Tax Relief Act) that was signed into law in December 2010. The Tax Relief Act included 100% bonus depreciation for property placed in service after September 8, 2010 and through December 31, 2011 and 50% bonus depreciation for property placed in service in 2012.

For additional discussion and detail regarding our income taxes, see Note 10, *Income Taxes*, to our consolidated financial statements in Item 8 of this Form 10-K.

Reportable Segments

Our operations are managed and evaluated through three regions: East, Central and West. These three regions are presented below as our reportable segments. The historical results, discussion and presentation of our reportable segments for all periods presented reflect the impact of the restructuring of our operations in the fourth quarter of 2012. These reportable segments provide integrated waste management services consisting of collection, transfer, recycling and disposal of non-hazardous solid waste. Summarized financial information concerning our reportable segments for the years ended December 31, 2013, 2012 and 2011 is shown in the following table (in millions of dollars and as a percentage of revenue):

	Net Revenue	Depreciation, Amortization, Depletion and Accretion Before Adjustments for Asset Retirement Obligations	Adjustments to Amortization Expense for Asset Retirement Obligations	Depreciation, Amortization, Depletion and Accretion	Gain (Loss) on Disposition of Assets and Impairments, Net	Operating Income (Loss)	Operating Margin
2013:							
East	$ 2,456.0	$ 252.9	$ 4.7	$ 257.6	$ -	$ 451.0	18.4%
Central	2,512.1	307.4	(2.8)	304.6	-	494.5	19.7
West	3,324.4	345.8	(3.0)	342.8	1.9	766.6	23.1
Corporate entities	124.7	48.2	0.8	49.0	-	(501.8)	
Total	$ 8,417.2	$ 954.3	$ (0.3)	$ 954.0	$ 1.9	$ 1,210.3	14.4%
2012:							
East	$ 2,445.8	$ 247.6	$ (3.0)	$ 244.6	$ 5.3	$ 474.6	19.4%
Central	2,424.8	289.6	(4.6)	285.0	(0.3)	474.5	19.6
West	3,158.0	333.5	(0.8)	332.7	0.1	685.9	21.7
Corporate entities	89.7	51.3	13.3	64.6	(2.4)	(314.4)	
Total	$ 8,118.3	$ 922.0	$ 4.9	$ 926.9	$ 2.7	$ 1,320.6	16.3%
2011:							
East	$ 2,525.7	$ 248.8	$ (2.3)	$ 246.5	$ (23.2)	$ 550.7	21.8%
Central	2,430.3	294.1	(17.0)	277.1	(0.7)	529.3	21.8
West	3,139.1	337.3	(1.5)	335.8	(5.4)	735.9	23.4
Corporate entities	97.8	51.0	11.2	62.2	1.2	(263.2)	
Total	$ 8,192.9	$ 931.2	$ (9.6)	$ 921.6	$ (28.1)	$ 1,552.7	19.0%

Corporate entities include legal, tax, treasury, information technology, risk management, human resources, corporate accounts, closed landfills and other administrative functions. National Accounts revenue included in corporate entities represents the portion of revenue generated from nationwide contracts in markets outside our operating areas where the associated waste handling services are subcontracted to local operators. Consequently, substantially all of this revenue is offset with related subcontract costs, which are recorded in cost of operations.

Significant changes in the revenue and operating margins of our reportable segments for 2013 compared to 2012 and 2012 compared to 2011 are discussed in the following paragraphs.

2013 compared to 2012

East Region

Revenue for 2013 increased 0.4% from 2012, primarily due to average yield and volume increases in our commercial and industrial collection lines of business and an average yield increase in our landfill line of business. These increases were partially offset by declines in volume in our residential collection, landfill and transfer station lines of business. The volume declines in our residential collection line of business were primarily due to the loss of certain municipal contracts and volume decreases in our disposal lines of business were primarily related to the loss of certain disposal contracts.

Operating income in our East Region decreased from $474.6 million for 2012, or a 19.4% operating margin, to $451.0 million for 2013, or an 18.4% operating margin, primarily as a result of the following:

- Cost of operations negatively impacted operating income during 2013 compared to 2012, primarily due to higher labor and benefits and repair and maintenance costs. These unfavorable items were partially offset by lower fuel expenses due to lower prices of diesel fuel and reduced risk management expenses. Cost of goods sold increased for 2013 from 2012 primarily due to a higher volume of commodities sold.

- Depreciation, amortization, depletion and accretion negatively impacted operating income during 2013 compared to 2012 primarily due to unfavorable adjustments for asset retirement obligations of $4.7 million in 2013 compared to net favorable adjustments of $3.0 million in 2012.

- Selling, general and administrative expenses favorably impacted operating income, primarily due to higher provisions for doubtful accounts in 2012 compared to 2013.

- Net gains on disposition of assets and impairments unfavorably impacted operating income during 2013 compared to 2012, primarily as a result of a $5.5 million net gain on the divestiture of a collection business and the sale of certain assets associated with our rail logistics business in 2012.

Central Region

Revenue for 2013 increased 3.6% from 2012, primarily due to average yield and volume increases in our commercial and industrial collection lines of business, increased volumes in our residential collection line of business, increased municipal solid waste landfill volume and increased average yield for our disposal lines of business. These increases were partially offset by declines in transfer station volumes.

Operating income in our Central Region increased from $474.5 million for 2012, or a 19.6% operating margin, to $494.5 million for 2013, or a 19.7% operating margin, primarily as a result of the following:

- Cost of operations negatively impacted operating income due to higher labor and benefits, repair and maintenance, and cost of goods sold. Cost of goods sold increased for 2013 from 2012 primarily due to a higher volume of commodities sold.

- Selling, general and administrative expenses favorably impacted operating income for 2013 compared to 2012, primarily due to lower legal settlement and legal fee expenses, offset by increased provisions for doubtful accounts.

West Region

Revenue for 2013 increased 5.3% from 2012, primarily due to increases in average yield and volume in substantially all core lines of business. Volume increases in the landfill line of business were primarily due to increased special waste event work.

Operating income in our West Region increased from $685.9 million for 2012, or a 21.7% operating margin, to $766.6 million for 2013, or a 23.1% operating margin, primarily as a result of the following:

- Cost of operations favorably impacted operating income margin primarily due to lower fuel costs, which were primarily driven by increased usage of CNG and alternative fuel credits, offset by other operating cost increases.

- During 2013, we recorded a net gain on disposition of assets and impairments of $1.9 million, primarily related to contingent sale price of $1.0 million received during the first quarter of 2013 in connection with a 2011 business divestiture and the disposal of a business in one market, which resulted in a gain of $0.9 million and proceeds of $1.7 million.

Corporate Entities

During 2013, the corporate entities had operating losses of $501.8 million compared to $314.4 million for 2012. Operating losses for 2013 were adversely impacted by a $108.7 million charge recorded in connection with remediation at our closed Bridgeton Landfill in Missouri, as compared to $74.1 million of charges recorded in 2012, a charge to earnings of $140.7 million during 2013 for our withdrawal liability from the Fund and Puerto Rico multiemployer pension plans, as compared to $30.7 million of charges recorded in 2012, and certain legal settlement charges in 2013 of $31.3 million.

2012 compared to 2011

East Region

Revenue for 2012 declined 3.2%, primarily due to declines in volume in our collection, landfill and transfer station lines of business, coupled with lower recycling commodity revenue and decreases in average yield in our collection line of business. The volume declines were primarily due to the loss of a large National Accounts contract and the loss of certain disposal contracts. These decreases were partially offset by price increases in the landfill and transfer station lines of business during 2012.

Operating income in our East Region decreased from $550.7 million for 2011, or a 21.8% operating margin, to $474.6 million for 2012, or a 19.4% operating margin. In addition to the impact of the decrease in revenue, the following cost categories impacted operating income:

- Cost of operations negatively impacted operating income due to higher labor and benefits, fuel and repair and maintenance costs. Environmental costs increased primarily due to higher leachate disposal costs, third party survey and engineering costs and other landfill maintenance. These unfavorable items were partially offset by favorable transfer, disposal, subcontract and transportation costs primarily due to lower disposal prices and volumes. In addition, cost of goods sold declined primarily due to lower market value of recycled commodities offset by an increase in volume of commodities sold.

- Depreciation, amortization, depletion and accretion favorably impacted operating income primarily due to favorable adjustments for asset retirement obligations of $3.0 million in 2012 compared to $2.3 million in 2011.

- Selling, general and administrative expenses decreased operating income primarily due to wage increases, higher legal fees and settlements, and higher provision for doubtful accounts.

- Net gains (losses) on disposition of assets and impairments had a favorable impact on operating income in 2012 compared to 2011, primarily due to a $5.5 million net gain on the divestiture of a collection business and the sale of certain assets associated with our rail logistics business in 2012. During 2011, we disposed of businesses in three markets resulting in a net gain of $17.3 million. In connection with the disposition of these businesses, we closed a landfill site resulting in an asset impairment charge of $28.7 million for the remaining landfill assets and the acceleration of capping, closure and post-closure costs. In addition, in 2011 we recorded asset impairments of $12.3 million primarily related to certain long-lived assets that were held for sale.

Central Region

Revenue for 2012 declined 0.2%, primarily due to a decline in volumes in our transfer station and landfill lines of business and a decline in recycling commodity revenue as a result of decreases in commodity prices. The volume declines were primarily due to the loss of a large National Accounts contract and special waste event work not recurring in 2012. These decreases were partially offset by an increase in average yield in all lines of business and volume increases in all collection lines of business during 2012.

Operating income in our Central Region decreased from $529.3 million for 2011, or a 21.8% operating margin, to $474.5 million for 2012, or a 19.6% operating margin, primarily as a result of the following:

- Cost of operations negatively impacted operating income due to higher labor and benefits, fuel, and repair and maintenance costs. Environmental costs increased primarily due to higher gas maintenance and third party survey and engineering costs. These unfavorable items were partially offset by favorable cost of goods sold primarily due to a decline in market value of recycled commodities offset by an increase in volume of commodities sold.

- Depreciation, amortization, depletion and accretion unfavorably impacted operating income primarily due to favorable adjustments for asset retirement obligations of $4.6 million in 2012 compared to $17.0 million in 2011.

- Selling, general and administrative expenses decreased operating income primarily due to wage increases, higher legal fees and settlements and higher provision for doubtful accounts.

West Region

Revenue for 2012 increased 0.6% due to an increase in average yield in all lines of business and an increase in volumes in our commercial and industrial collection lines of business. These increases were partially offset by a decline in volumes in our residential collection, landfill and transfer station lines of business as well as lower recycling commodity revenue. The volume decline in our landfill line of business was primarily due to competitive disposal pricing and special waste event work not recurring in 2012.

Operating income in our West Region decreased from $735.9 million for 2011, or a 23.4% operating margin, to $685.9 million for 2012, or a 21.7% operating margin, primarily as a result of the following:

- Cost of operations negatively impacted operating income due to higher labor and benefits, fuel, franchise fees and repair and maintenance costs. Cost of operations was higher as a percentage of revenue in part due to lower special waste event work in 2012, which has a lower operating cost associated with it. Environmental costs increased primarily due to a $7.2 million charge recorded in connection with environmental conditions at our closed disposal facility in Nevada.

- Depreciation, amortization, depletion and accretion favorably impacted operating income primarily due to lower landfill volumes.

- Selling, general and administrative expenses contributed to a decrease in operating income, primarily due to increased legal fees and settlements.

- Net gains (losses) on disposition of assets and impairments favorably impacted 2012 operating income as compared to 2011 primarily as a result of 2011 asset impairments of $7.2 million for expected losses on the divestiture of certain businesses. These assets were subsequently sold in the third quarter of 2011 resulting in no further loss. Offsetting this 2011 impairment expense was a $1.7 million gain on sale recorded in connection with a separate business disposition.

Corporate Entities

During 2012, the corporate entities had an operating loss of $314.4 million compared to an operating loss of $263.2 million for 2011.

The operating loss for 2012 was favorably impacted by lower management incentive pay, lower legal fees and lower consulting expenses. These favorable adjustments were more than offset by unfavorable remediation adjustments due to a $74.1 million charge recorded in connection with environmental conditions at our closed

Bridgeton landfill in Missouri, and adjustments to asset retirement obligations totaling $13.3 million at other closed landfills. In addition, during 2012 we recorded a charge to earnings of $35.8 million primarily related to negotiation costs and our partial withdrawal from Central States Pension Fund.

During the fourth quarter of 2012, we restructured our field and corporate operations to create a more efficient and competitive company. We incurred $11.1 million of restructuring charges that consisted of severance and other employee termination benefits, relocation benefits, and the closure of offices with non-cancellable lease agreements with terms ranging from two to five years.

Landfill and Environmental Matters

Our landfill costs include daily operating expenses, costs of capital for cell development, costs for final capping, closure and post-closure, and the legal and administrative costs of ongoing environmental compliance. Daily operating expenses include leachate treatment and disposal, methane gas and groundwater monitoring and system maintenance, interim cap maintenance, and costs associated with applying daily cover materials. We expense all indirect landfill development costs as they are incurred. We use life cycle accounting and the units-of-consumption method to recognize certain direct landfill costs related to landfill development. In life cycle accounting, certain direct costs are capitalized and charged to depletion expense based on the consumption of cubic yards of available airspace. These costs include all costs to acquire and construct a site, including excavation, natural and synthetic liners, construction of leachate collection systems, installation of methane gas collection and monitoring systems, installation of groundwater monitoring wells, and other costs associated with acquiring and developing the site. Obligations associated with final capping, closure and post-closure are capitalized and amortized on a units-of-consumption basis as airspace is consumed.

Cost and airspace estimates are developed at least annually by engineers. Our operating and accounting personnel use these estimates to adjust the rates we use to expense capitalized costs. Changes in these estimates primarily relate to changes in costs, available airspace, inflation and applicable regulations. Changes in available airspace include changes in engineering estimates, changes in design and changes due to the addition of airspace lying in expansion areas that we believe have a probable likelihood of being permitted.

Available Airspace

The following tables reflect landfill airspace activity for active landfills owned or operated by us for the years ended December 31, 2013, 2012 and 2011:

	Balance as of December 31, 2012	New Expansions Undertaken	Landfills Acquired, Net of Divestitures	Permits Granted, Net of Closures	Airspace Consumed	Changes in Engineering Estimates	Balance as of December 31, 2013
Cubic yards (in millions):							
Permitted airspace	4,562.5	-	-	164.4	(73.3)	(3.0)	4,650.6
Probable expansion airspace	260.4	18.6	-	(51.1)	-	(5.0)	222.9
Total cubic yards (in millions)	4,822.9	18.6	-	113.3	(73.3)	(8.0)	4,873.5
Number of sites:							
Permitted airspace	191			(1)			190
Probable expansion airspace	10	1		(2)			9

	Balance as of December 31, 2011	New Expansions Undertaken	Landfills Acquired, Net of Divestitures	Permits Granted, Net of Closures	Airspace Consumed	Changes in Engineering Estimates	Balance as of December 31, 2012
Cubic yards (in millions):							
Permitted airspace	4,621.8	-	-	25.3	(73.6)	(11.0)	4,562.5
Probable expansion airspace	166.5	113.1	-	(19.2)	—	—	260.4
Total cubic yards (in millions)	4,788.3	113.1	-	6.1	(73.6)	(11.0)	4,822.9
Number of sites:							
Permitted airspace	191						191
Probable expansion airspace	8	4		(2)			10

	Balance as of December 31, 2010	New Expansions Undertaken	Landfills Acquired, Net of Divestitures	Permits Granted, Net of Closures	Airspace Consumed	Changes in Engineering Estimates	Balance as of December 31, 2011
Cubic yards (in millions):							
Permitted airspace	4,595.5	-	7.9	98.1	(79.9)	0.2	4,621.8
Probable expansion airspace	149.1	69.4	-	(52.1)	-	0.1	166.5
Total cubic yards (in millions)	4,744.6	69.4	7.9	46.0	(79.9)	0.3	4,788.3
Number of sites:							
Permitted airspace	193		1	(3)			191
Probable expansion airspace	8	4		(4)			8

Changes in engineering estimates typically include modifications to the available disposal capacity of a landfill based on a refinement of the capacity calculations resulting from updated information.

As of December 31, 2013, we owned or operated 190 active solid waste landfills with total available disposal capacity estimated to be 4.9 billion in-place cubic yards. Total available disposal capacity represents the sum of estimated permitted airspace plus an estimate of probable expansion airspace. Engineers develop these estimates at least annually using information provided by annual aerial surveys. As of December 31, 2013, total available disposal capacity is estimated to be 4.7 billion in-place cubic yards of permitted airspace plus 0.2 billion in-place cubic yards of probable expansion airspace. Before airspace included in an expansion area is determined to be probable expansion airspace and, therefore, included in our calculation of total available disposal capacity, it

must meet all of our expansion criteria. See Note 2, *Summary of Significant Accounting Policies,* and Note 8, *Landfill and Environmental Costs,* to our consolidated financial statements in Item 8 of this Form 10-K for further information. Also see our *"Critical Accounting Judgments and Estimates"* section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

As of December 31, 2013, nine of our landfills met all of our criteria for including their probable expansion airspace in their total available disposal capacity. At projected annual volumes, these nine landfills have an estimated remaining average site life of 53 years, including probable expansion airspace. The average estimated remaining life of all of our landfills is 66 years. We have other expansion opportunities that are not included in our total available airspace because they do not meet all of our criteria for treatment as probable expansion airspace.

The following table reflects the estimated operating lives of our active landfill sites based on available and probable disposal capacity using current annual volumes as of December 31, 2013:

	Number of Sites without Probable Expansion Airspace	Number of Sites with Probable Expansion Airspace	Total Sites	Percent of Total
0 to 5 years	16	-	16	8.4%
6 to 10 years	16	-	16	8.4
11 to 20 years	33	-	33	17.4
21 to 40 years	41	5	46	24.2
41+ years	75	4	79	41.6
Total	181	9	190	100.0%

Final Capping, Closure and Post-Closure Costs

As of December 31, 2013, accrued final capping, closure and post-closure costs were $1,091.3 million, of which $93.6 million are current and $997.7 million are long-term as reflected in our consolidated balance sheets in accrued landfill and environmental costs included in Item 8 of this Form 10-K.

Remediation and Other Charges for Landfill Matters

The following is a discussion of certain of our significant remediation matters:

Bridgeton Landfill. In June 2013, we recorded an environmental remediation charge at our closed Bridgeton Landfill in Missouri of $108.7 million to manage the remediation area and monitor the site. As of December 31, 2013, the remediation liability recorded for this site is $93.9 million, of which $30.9 million is expected to be paid during the next twelve months. We believe the remaining reasonably possible range of loss for remediation costs is $63.0 million to $342.0 million.

Countywide Landfill. In September 2009, Republic Services of Ohio II, LLC entered into Final Findings and Orders with the Ohio Environmental Protection Agency that require us to implement a comprehensive operation and maintenance program to manage the remediation area at the Countywide Recycling and Disposal Facility (Countywide). The remediation liability for Countywide recorded as of December 31, 2013 is $47.0 million, of which $4.6 million is expected to be paid during the next twelve months. We believe the remaining reasonably possible range of loss for remediation costs is $46 million to $67 million.

Congress Landfill. In August 2010, Congress Development Company agreed with the State of Illinois to have a Final Consent Order (Final Order) entered by the Circuit Court of Illinois, Cook County. Pursuant to the Final

Order, we have agreed to continue to implement certain remedial activities at the Congress Landfill. The remediation liability recorded as of December 31, 2013 is $82.7 million, of which $9.9 million is expected to be paid during the next twelve months. We believe the remaining reasonably possible range of loss for remediation costs is $53 million to $153 million.

It is reasonably possible that we will need to adjust the liabilities noted above to reflect the effects of new or additional information, to the extent that such information impacts the costs, timing or duration of the required actions. Future changes in our estimates of the costs, timing or duration of the required actions could have a material adverse effect on our consolidated financial position, results of operations or cash flows.

Investment in Landfills

The following tables reflect changes in our investment in landfills for the years ended December 31, 2013, 2012 and 2011 and the future expected investment as of December 31, 2013 (in millions):

	Balance as of December 31, 2012	Capital Additions	Retirements	Acquisitions Net of Divestitures	Non-cash Additions for Asset Retirement Obligations	Additions Charged to Expense	Impairments, Transfers and Other Adjustments	Adjustments for Asset Retirement Obligations	Balance as of December 31, 2013
Non-depletable landfill land	$ 166.0	$ 2.3	$ (4.3)	$ -	$ -	$ -	$ 0.2	$ -	$ 164.2
Landfill development costs	5,018.0	2.6	-	-	36.5	-	323.6	12.0	5,392.7
Construction-in-progress -landfill	134.5	259.5	-	-	-	-	(321.5)	-	72.5
Accumulated depletion and amortization	(1,896.4)	-	-	-	-	(262.2)	(1.9)	0.3	(2,160.2)
Net investment in landfill land and development costs	$ 3,422.1	$ 264.4	$ (4.3)	$ -	$ 36.5	$ (262.2)	$ 0.4	$ 12.3	$ 3,469.2

	Balance as of December 31, 2011	Capital Additions	Retirements	Acquisitions Net of Divestitures	Non-cash Additions for Asset Retirement Obligations	Additions Charged to Expense	Impairments, Transfers and Other Adjustments	Adjustments for Asset Retirement Obligations	Balance as of December 31, 2012
Non-depletable landfill land	$ 161.8	$ 3.3	$ (0.3)	$ -	$ -	$ -	$ 1.2	$ -	$ 166.0
Landfill development costs	4,763.3	8.0	-	(0.3)	33.8	-	217.8	(4.6)	5,018.0
Construction-in-progress -landfill	187.3	263.2	-	-	-	-	(316.0)	-	134.5
Accumulated depletion and amortization	(1,735.7)	-	-	0.3	-	(252.7)	96.4	(4.7)	(1,896.4)
Net investment in landfill land and development costs	$ 3,376.7	$ 274.5	$ (0.3)	$ -	$ 33.8	$ (252.7)	$ (0.6)	$ (9.3)	$ 3,422.1

	Balance as of December 31, 2010	Capital Additions	Retirements	Acquisitions Net of Divestitures	Non-cash Additions for Asset Retirement Obligations	Additions Charged to Expense	Impairments, Transfers and Other Adjustments	Adjustments for Asset Retirement Obligations	Balance as of December 31, 2011
Non-depletable landfill land	$ 158.0	$ 3.1	$ -	$ —	$ -	$ -	$ 0.7	$ -	$ 161.8
Landfill development costs	4,575.2	2.8	-	8.7	33.9	-	173.7	(31.0)	4,763.3
Construction-in-progress -landfill	133.2	272.5	-	(0.4)	-	-	(218.0)	-	187.3
Accumulated depletion and amortization	(1,504.6)	-	-	0.5	-	(264.5)	23.0	9.9	(1,735.7)
Net investment in landfill land and development costs	$ 3,361.8	$ 278.4	$ -	$ 8.8	$ 33.9	$ (264.5)	$ (20.6)	$ (21.1)	$ 3,376.7

	Balance as of December 31, 2013	Expected Future Investment	Total Expected Investment
Non-depletable landfill land	$ 164.2	$ -	$ 164.2
Landfill development costs	5,392.7	7,494.6	12,887.3
Construction-in-progress - landfill	72.5	-	72.5
Accumulated depletion and amortization	(2,160.2)	-	(2,160.2)
Net investment in landfill land and development costs	$ 3,469.2	$ 7,494.6	$10,963.8

The following table reflects our net investment in our landfills, excluding non-depletable land, and our depletion, amortization and accretion expense for the years ended December 31, 2013, 2012 and 2011:

	2013	2012	2011
Number of landfills owned or operated	190	191	191
Net investment, excluding non-depletable land (in millions)	$ 3,305.0	$ 3,256.1	$ 3,214.9
Total estimated available disposal capacity (in millions of cubic yards)	4,873.5	4,822.9	4,788.3
Net investment per cubic yard	$ 0.68	$ 0.68	$ 0.67
Landfill depletion and amortization expense (in millions)	$ 261.9	$ 257.6	$ 255.5
Accretion expense (in millions)	76.6	78.4	78.0
	338.5	336.0	333.5
Airspace consumed (in millions of cubic yards)	73.3	73.6	79.9
Depletion, amortization and accretion expense per cubic yard of airspace consumed	$ 4.62	$ 4.57	$ 4.17

During 2013 and 2012, our average compaction rate was approximately 2,000 pounds per cubic yard based on a three-year historical moving average.

As of December 31, 2013, we expect to spend an estimated additional $7.5 billion on existing landfills, primarily related to cell construction and environmental structures, over their remaining lives. Our total expected investment, excluding non-depletable land, estimated to be $10.8 billion, or $2.22 per cubic yard, is used in determining our depletion and amortization expense based on airspace consumed using the units-of-consumption method.

Property and Equipment

The following tables reflect the activity in our property and equipment accounts for the years ended December 31, 2013, 2012 and 2011 (in millions of dollars):

	Gross Property and Equipment							
	Balance as of December 31, 2012	Capital Additions	Retirements	Acquisitions, Net of Divestitures	Non-Cash Additions for Asset Retirement Obligations	Adjustments for Asset Retirement Obligations	Impairments, Transfers and Other Adjustments	Balance as of December 31, 2013
Other land	$ 376.9	$ 0.1	$ (1.1)	$ -	$ -	$ -	$ 1.7	$ 377.6
Non-depletable landfill land	166.0	2.3	(4.3)	-	-	-	0.2	164.2
Landfill development costs	5,018.0	2.6	-	-	36.5	12.0	323.6	5,392.7
Vehicles and equipment	4,946.4	546.9	(144.6)	18.0	-	-	37.0	5,403.7
Buildings and improvements	864.2	28.9	(2.0)	0.1	-	-	44.4	935.6
Construction-in-progress - landfill	134.5	259.5	-	-	-	-	(321.5)	72.5
Construction-in-progress - other	53.3	42.3	-	-	-	-	(82.3)	13.3
Total	$ 11,559.3	$ 882.6	$ (152.0)	$ 18.1	$ 36.5	$ 12.0	$ 3.1	$ 12,359.6

	Accumulated Depreciation, Amortization and Depletion						
	Balance as of December 31, 2012	Additions Charged to Expense	Retirements	Acquisitions, Net of Divestitures	Adjustments for Asset Retirement Obligations	Impairments, Transfers and Other Adjustments	Balance as of December 31, 2013
Landfill development costs	$ (1,896.4)	$ (262.2)	$ -	$ -	$ 0.3	$ (1.9)	$ (2,160.2)
Vehicles and equipment	(2,512.3)	(507.7)	135.8	-	-	0.4	(2,883.8)
Buildings and improvements	(240.3)	(39.7)	1.5	-	-	(0.3)	(278.8)
Total	$ (4,649.0)	$ (809.6)	$ 137.3	$ -	$ 0.3	$ (1.8)	$ (5,322.8)

Gross Property and Equipment

	Balance as of December 31, 2011	Capital Additions	Retirements	Acquisitions, Net of Divestitures	Non-Cash Additions for Asset Retirement Obligations	Adjustments for Asset Retirement Obligations	Impairments, Transfers and Other Adjustments	Balance as of December 31, 2012
Other land	$ 375.1	$ -	$ (1.9)	$ 3.7	$ -	$ -	$ -	$ 376.9
Non-depletable landfill land	161.8	3.3	(0.3)	-	-	-	1.2	166.0
Landfill development costs	4,763.3	8.0	-	(0.3)	33.8	(4.6)	217.8	5,018.0
Vehicles and equipment	4,515.1	478.1	(98.7)	12.5	-	-	39.4	4,946.4
Buildings and improvements	802.8	30.7	(14.3)	7.4	-	-	37.6	864.2
Construction-in-progress - landfill	187.3	263.2	-	-	-	-	(316.0)	134.5
Construction-in-progress - other	47.3	83.4	-	-	-	-	(77.4)	53.3
Total	$ 10,852.7	$ 866.7	$ (115.2)	$ 23.3	$ 33.8	$ (4.6)	$ (97.4)	$ 11,559.3

Accumulated Depreciation, Amortization and Depletion

	Balance as of December 31, 2011	Additions Charged to Expense	Retirements	Acquisitions, Net of Divestitures	Adjustments for Asset Retirement Obligations	Impairments, Transfers and Other Adjustments	Balance as of December 31, 2012
Landfill development costs	$ (1,735.7)	$ (252.7)	$ -	$ 0.3	$ (4.7)	$ 96.4	$ (1,896.4)
Vehicles and equipment	(2,119.1)	(486.6)	91.6	1.5	-	0.3	(2,512.3)
Buildings and improvements	(205.6)	(37.0)	2.2	0.3	-	(0.2)	(240.3)
Total	$ (4,060.4)	$ (776.3)	$ 93.8	$ 2.1	$ (4.7)	$ 96.5	$ (4,649.0)

Gross Property and Equipment

	Balance as of December 31, 2010	Capital Additions	Retirements	Acquisitions, Net of Divestitures	Non-Cash Additions for Asset Retirement Obligations	Adjustments for Asset Retirement Obligations	Impairments, Transfers and Other Adjustments	Balance as of December 31, 2011
Other land	$ 391.9	$ 0.8	$ (1.9)	$ (1.1)	$ -	$ -	$ (14.6)	$ 375.1
Non-depletable landfill land	158.0	3.1	-	-	-	-	0.7	161.8
Landfill development costs	4,575.2	2.8	-	8.7	33.9	(31.0)	173.7	4,763.3
Vehicles and equipment	4,142.1	522.0	(178.8)	1.3	-	-	28.5	4,515.1
Buildings and improvements	768.5	19.6	(2.7)	1.3	-	-	16.1	802.8
Construction-in-progress - landfill	133.2	272.5	-	(0.4)	-	-	(218.0)	187.3
Construction-in-progress - other	27.2	64.9	-	(0.1)	-	-	(44.7)	47.3
Total	$ 10,196.1	$ 885.7	$ (183.4)	$ 9.7	$ 33.9	$ (31.0)	$ (58.3)	$ 10,852.7

Accumulated Depreciation, Amortization and Depletion

	Balance as of December 31, 2010	Additions Charged to Expense	Retirements	Acquisitions, Net of Divestitures	Adjustments for Asset Retirement Obligations	Impairments, Transfers and Other Adjustments	Balance as of December 31, 2011
Landfill development costs	$ (1,504.6)	$ (264.5)	$ -	$ 0.5	$ 9.9	$ 23.0	$ (1,735.7)
Vehicles and equipment	(1,820.6)	(478.8)	162.4	18.2	-	(0.3)	(2,119.1)
Buildings and improvements	(172.4)	(35.3)	1.4	0.4	-	0.3	(205.6)
Total	$ (3,497.6)	$ (778.6)	$ 163.8	$ 19.1	$ 9.9	$ 23.0	$ (4,060.4)

Liquidity and Capital Resources

The following table summarizes our cash flow from operating activities, investing activities and financing activities for the years ended December 31, 2013, 2012 and 2011 (in millions of dollars):

	2013	2012	2011
Net cash provided by operating activities	$ 1,548.2	$ 1,513.8	$ 1,766.7
Net cash used in investing activities	(933.8)	(937.6)	(950.2)
Net cash used in financing activities	(468.7)	(574.9)	(838.5)

Cash Flows Provided by Operating Activities

Certain of the more significant items affecting our operating cash flows for 2013 and 2012 are summarized below:

Changes in assets and liabilities, net of effects of business acquisitions and divestitures, decreased our cash flow from operations by $256.6 million in 2013 compared to a decrease of $377.0 million in 2012, primarily as a result of the following:

- Our accounts receivable, exclusive of the change in allowance for doubtful accounts, increased $61.6 million during 2013 due to the timing of billings, net of collections, as compared to a $37.2 million increase in 2012. As of December 31, 2013 and 2012, the number of days our sales were outstanding were 38 days, or 25 net of deferred revenue.

- Cash paid for income taxes was $288 million and $185 million for 2013 and 2012, respectively.

- Our accounts payable increased $37.9 million during 2013 due to the timing of payments, as compared to a $49.6 million decrease in 2012.

- We paid $15.8 million during 2013 related to a restructuring announced during the fourth quarter of 2012. During 2012, we paid synergy incentive plan bonuses of $68.1 million. We also paid $2.2 million during 2012 in connection with the restructuring announced in the fourth quarter of 2012.

- Cash paid for capping, closure and post-closure obligations was $8.0 million million higher during 2013 compared to 2012, primarily due to a $17.8 million payment to settle our post-closure liability for one of our closed landfill sites.

- Cash paid for remediation obligations was $49.4 million higher during 2013 compared to 2012, primarily due to remediation work performed at our closed Bridgeton Landfill in Missouri.

- Our other liabilities increased $16.9 million during 2013, which is primarily due to the timing of payment for certain payroll related accruals and other accrued expenses, as compared to a $55.3 million decrease in 2012.

We use cash flows from operations to fund capital expenditures, acquisitions, dividend payments, share repurchases and debt repayments.

Certain of the more significant items affecting our operating cash flows for 2012 and 2011 are summarized below:

Changes in assets and liabilities, net of effects of business acquisitions and divestitures, decreased our cash flow from operations by $377.0 million in 2012 compared to a decrease of $406.9 million in 2011, a decrease of $29.9 million, primarily as a result of the following:

- Our accounts receivable, exclusive of the change in allowance for doubtful accounts, increased $37.2 million during 2012 due to the timing of billings, net of collections, as compared to a $16.0 million increase during the comparable 2011 period. As of December 31, 2012 and 2011, the number of days our sales were outstanding were 38 and 37 days, respectively.

- Our accounts payable decreased $89.1 million year over year due to the timing of payments, and a decrease in property and equipment received during the period but paid in the following period of $36.8 million. In addition, net book credit balances in our primary disbursement accounts classified as accounts payable on our consolidated balance sheets decreased from $85.6 million as of December 31, 2011 to $51.0 million as of December 31, 2012.

- Income taxes paid, net of refunds received, were approximately $185 million and $173 million for 2012 and 2011, respectively.

- During the first quarter of 2012, we paid synergy incentive plan bonuses of approximately $68 million. We also paid $2.2 million during 2012 in connection with the fourth quarter 2012 restructuring.

- During 2012, we paid $77.6 million to settle capping, closure and post-closure obligations, a decrease of $28.1 million from the $105.7 million paid in 2011. The decrease in cash paid for capping, closure, and post-closure activities is primarily due to the timing of obligations.

- During 2012, we paid $73.1 million for environmental remediation obligations, an increase of $28.1 million from the $45.0 million paid in 2011, primarily related to remediation work performed at one of our closed landfill sites in our West Region.

- Cash paid for interest was $55.2 million lower during 2012 than 2011 due to refinancing of our higher interest rate debt.

Cash Flows Used in Investing Activities

The most significant items affecting our investing cash flows for the periods presented are summarized below:

- Capital expenditures during 2013 were $880.8 million compared with $903.5 million for 2012 and $936.5 million for 2011. Property and equipment received during 2013, 2012 and 2011 were $879.8 million, $866.7 million and $885.7 million, respectively.

- Proceeds from sales of property and equipment during 2013 were $23.9 million compared to $28.7 million for 2012 and $34.6 million for 2011. Proceeds from sales of property and equipment in 2011 were higher than 2013 and 2012 due to the sale of equipment used as part of our expired transportation and disposal contract with the City of Toronto in 2011.

- During 2013, we paid $68.7 million for acquisitions of collection businesses in all three regions. During 2012, we paid $95.3 million for acquisitions of collection, recycling and transfer station businesses in all three regions. During 2011, we paid $42.6 million for acquisitions, including one landfill public-private partnership, one recycling business and a variety of collection businesses. In addition, during 2013, 2012 and 2011, we paid $5.4 million, $0.3 million and $3.1 million, respectively, in relation to holdback liabilities resulting from acquisitions.

- Decreases (increases) in our restricted cash and marketable securities balances were $(5.5) million, $23.2 million and $(16.8) million for 2013, 2012 and 2011, respectively. Changes in restricted cash and marketable securities are primarily related to the issuance of tax-exempt bonds for our capital needs, collateral for certain of our obligations and amounts held in trust as a guarantee of performance. Funds received from issuances of tax-exempt bonds are deposited directly into trust accounts by the bonding authority at the time of issuance. As we do not have the ability to use these funds for general operating purposes, they are classified as restricted cash in our consolidated balance sheets and cash used in our investing activities. The increase of $(5.5) million during 2013 is primarily due to investments in restricted cash related to our self-insurance program. During 2012, we received $24.7 million in connection with an issuance of tax-exempt bonds. Reimbursements from the trust for qualifying expenditures or for repayments of the related tax-exempt bonds are presented as cash provided by investing activities in our consolidated statements of cash flows. Such reimbursements amounted to $22.4 million and $17.3 million during 2012 and 2011, respectively. During 2012, we paid $29.5 million to settle a legal matter that was funded through a restricted escrow account in 2011.

We intend to finance capital expenditures and acquisitions through cash on hand, restricted cash held for capital expenditures, cash flows from operations, our revolving credit facilities, and tax-exempt bonds and other financings. We primarily expect to use cash for consideration paid for future business acquisitions.

Cash Flows Used in Financing Activities

The most significant items affecting the comparison of our cash flows from financing activities for the periods presented are summarized below:

- Payments of notes payable and long-term debt, net of proceeds were $58.9 million during 2013 compared to net proceeds of $50.8 million and $36.8 million for 2012 and 2011, respectively. For a more detailed discussion, see the *"Financial Condition"* section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

- Cash premiums and fees paid in connection with the issuance of our debt and to settle certain hedging relationships were $1.6 million, $43.3 million and $148.4 million for 2013, 2012 and 2011, respectively. For a more detailed discussion, see our *"Financial Condition"* section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

- In October 2013, the board of directors added $650.0 million to the existing share repurchase authorization. As of December 31, 2013, there was $760.6 million remaining under our share repurchase authorization. These authorizations are in addition to the $400.0 million repurchase program authorized in November 2010. From November 2010 to December 31, 2013, we repurchased 35.5 million shares of our stock for $1,039.2 million at a weighted average cost per share of $29.30. During 2013, we repurchased 6.5 million shares of our stock for $213.6 million. During 2012, we repurchased 11.8 million shares for $324.7 million. During 2011, we repurchased 15.7 million shares for $459.7 million. During 2014, we expect to use approximately $400 million of our authorization to repurchase our outstanding shares of common stock.

- We initiated a quarterly cash dividend in July 2003 and have increased our dividend from time to time thereafter. In July 2013, our board of directors approved an increase to our quarterly dividend to $0.26 per share. Prior to this increase, in July 2012 the board of directors approved an increase in the quarterly dividend to $0.235 per share. Dividends paid were $348.5 million, $329.1 million and $309.4 million for 2013, 2012 and 2011, respectively.

Financial Condition

Cash and Cash Equivalents

As of December 31, 2013, we had $213.3 million of cash and cash equivalents and $169.7 million of restricted cash deposits and restricted marketable securities, including $21.9 million of restricted cash and marketable securities held for capital expenditures under certain debt facilities, $56.0 million of restricted cash and marketable securities pledged to regulatory agencies and governmental entities as financial guarantees of our performance related to our final capping, closure and post-closure obligations at our landfills and $88.4 million of restricted cash and marketable securities related to our self-funded insurance obligations.

We intend to use excess cash on hand and cash from operating activities to fund capital expenditures, acquisitions, dividend payments, share repurchases and debt repayments. Debt repayments may include purchases of our outstanding indebtedness in the secondary market or otherwise. We believe that our excess cash, cash from operating activities and our availability to draw from our Credit Facilities provide us with sufficient financial resources to meet our anticipated capital requirements and maturing obligations as they come due.

In the future we may choose to voluntarily retire certain portions of our outstanding debt before their maturity dates using cash from operations or additional borrowings. We also may explore opportunities in the capital markets to fund redemptions should market conditions be favorable. Early extinguishment of debt will result in an impairment charge in the period in which the debt is repaid. The loss on early extinguishment of debt relates to premiums paid to effectuate the repurchase and the relative portion of unamortized note discounts and debt issue costs.

Credit Facilities

In May 2012, we amended and restated our $1.25 billion unsecured revolving credit facility due September 2013 (the Amended and Restated Credit Facility) to extend the maturity to May 2017. The Amended and Restated Credit Facility includes a feature that allows us to increase availability, at our option, by an aggregate amount up to $500 million through increased commitments from existing lenders or the addition of new lenders. At our option, borrowings under the Amended and Restated Credit Facility bear interest at a Base Rate, or a Eurodollar Rate, plus an applicable margin based on our Debt Ratings (all as defined in the agreements).

Contemporaneous with the execution of the Amended and Restated Credit Facility, we entered into Amendment No. 1 to our existing $1.25 billion unsecured credit facility (the Existing Credit Facility and, together with the Amended and Restated Credit Facility, the Credit Facilities) to reduce the commitments under the Existing Credit Facility to $1.0 billion and conform certain terms of the Existing Credit Facility to those of the Amended and Restated Credit Facility. Amendment No. 1 does not extend the maturity date under the Existing Credit Facility, which matures in April 2016.

In connection with entering into the Amended and Restated Credit Facility and Amendment No. 1 to the Existing Credit Facility, the guarantees by our subsidiary guarantors of the Amended and Restated Credit Facility and the Existing Credit Facility were released. As a result, the guarantees by our subsidiary guarantors of all of Republic's outstanding senior notes were automatically released. In addition, the guarantees by all of our subsidiary guarantors (other than Allied Waste Industries, Inc. and Allied Waste North America, Inc.) of the 9.250% debentures and the 7.400% debentures issued by our subsidiary Browning-Ferris Industries, LLC (successor to Browning-Ferris Industries, Inc.) also were automatically released.

As of December 31, 2013, we had no borrowings under our Credit Facilities. As of December 31, 2012, we had $25.0 million of Eurodollar Rate borrowings at an interest rate of 1.32%. Our Credit Facilities also are subject to facility fees based on applicable rates defined in the agreements and the aggregate commitments, regardless of usage. Availability under our Credit Facilities can be used for working capital, capital expenditures, letters of credit and other general corporate purposes. We had $722.1 million and $909.4 million of letters of credit using availability under our Credit Facilities, leaving $1,527.9 million and $1,315.6 million of availability under our Credit Facilities as of December 31, 2013 and 2012, respectively. We were in compliance with the covenants under our Credit Facilities as of December 31, 2013.

The agreements governing our Credit Facilities require us to comply with certain financial and other covenants. We may pay dividends and repurchase common stock if we are in compliance with these covenants. Compliance with these covenants is a condition for any incremental borrowings under our Credit Facilities and failure to meet these covenants would enable the lenders to require repayment of any outstanding loans, which would adversely affect our liquidity. As of December 31, 2013, our EBITDA to interest ratio was 6.41 compared to the 3.00 minimum required by the covenants, and our total debt to EBITDA ratio was 3.03 compared to the 3.75 maximum allowed by the covenants. In July 2013, we amended our Credit Facilities to allow for our maximum total debt to EBITDA ratio not to exceed 3.75 for each of the fiscal quarters ending June 30, 2013, September 30, 2013, December 31, 2013, and March 31, 2014, and 3.50 for each fiscal quarter ending thereafter. As of December 31, 2013, we were in compliance with the covenants of the Credit Facilities, and we expect to be in compliance throughout 2014.

EBITDA, which is a non-U.S. GAAP measure, is calculated as defined in our Credit Facility agreements. In this context, EBITDA is used solely to provide information regarding the extent to which we are in compliance with debt covenants and is not comparable to EBITDA used by other companies or used by us for other purposes.

In March 2012, we entered into a $75.0 million uncommitted, unsecured credit facility agreement (the Uncommitted Credit Facility) bearing interest at LIBOR, plus an applicable margin. In July 2012, we amended the Uncommitted Credit Facility to increase the size to $125.0 million, with all other terms remaining unchanged. Our Uncommitted Credit Facility is subject to facility fees defined in the agreement, regardless of usage. We can use borrowings under the Uncommitted Credit Facility for working capital and other general corporate purposes.

The agreements governing our Uncommitted Credit Facility require us to comply with certain covenants. The Uncommitted Credit Facility may be terminated by either party at any time. As of December 31, 2013, we had no borrowings under our Uncommitted Credit Facility. As of December 31, 2012, we had $13.9 million of borrowings under our Uncommitted Credit Facility at an interest rate of 1.35%.

Senior Notes and Debentures

During 2013, 2012 and 2011, we completed financing transactions that resulted in cash paid for premiums and professional fees to repurchase debt as well as the non-cash charges for unamortized debt discounts and deferred issuance costs. For a more detailed discussion, see our "*Loss on Extinguishment of Debt*" section of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

In June 2012, we issued $850.0 million of 3.550% senior notes due 2022 (the 3.550% Notes). The 3.550% Notes are unsubordinated and unsecured obligations. We used the net proceeds from the 3.550% Notes to fund the redemption of our subsidiary Allied Waste North America, Inc.'s $750.0 million 6.875% senior notes maturing in 2017 and for general corporate purposes.

In August 2011, our 6.750% senior notes matured and we used cash on hand and incremental borrowings under our Credit Facilities to repay $387.0 million of principal due on these notes.

In May 2011, we issued $700.0 million of 3.800% senior notes due 2018 (the 3.800% Notes), $550.0 million of 4.750% senior notes due 2023 (the 4.750% Notes) and $600.0 million of 5.700% senior notes due 2041 (the 5.700% Notes, together with the 3.800% Notes and the 4.750% Notes, the 2011 Notes). We used the net proceeds from the 2011 Notes as follows: (a) $621.4 million to fund the redemption of our $600.0 million 7.125% senior notes maturing in 2016; (b) $81.6 million to purchase $59.2 million of our subsidiary Browning-Ferris Industries, LLC's 9.250% debentures maturing in 2021; (c) $221.8 million to purchase $180.7 million of our subsidiary Browning-Ferris Industries, LLC's 7.400% debentures maturing in 2035; (d) $619.0 million to repay borrowings under our Credit Facilities; and (e) the remainder for general corporate purposes. In May 2011, our 6.375% senior notes matured and we used cash on hand and incremental borrowings under our Credit Facilities to repay $216.9 million of principal due on these notes.

In February 2011, our 5.750% senior notes matured and we used cash on hand and incremental borrowings under our Credit Facilities to repay $262.9 million of principal due on these notes.

Interest Rate Swap Agreements

During the second half of 2013, we entered into various interest rate swap agreements relative to our 4.750% fixed rate senior notes due in May 2023. These transactions were entered into with the goal of reducing overall borrowing costs and rebalancing our debt portfolio's ratio of fixed to floating interest rates. As of December 31, 2013, our outstanding swap agreements have a total notional value of $300.0 million and require us to pay interest at floating rates based on changes in LIBOR, and receive interest at a fixed rate of 4.750%. For the year ended December 31, 2013 net interest received from the swaps was $2.0 million. These swap agreements mature in May 2023.

Tax-Exempt Financings

As of December 31, 2013 and 2012, we had $1,087.7 million and $1,097.5 million, respectively, of fixed and variable rate tax-exempt financings outstanding with maturities ranging from 2014 to 2038. Approximately 85% of our tax-exempt financings are remarketed quarterly by a remarketing agent to effectively maintain a variable yield. Certain of these variable rate tax-exempt financings are credit enhanced with letters of credit having terms in excess of one year issued by banks with investment grade credit ratings. The holders of the bonds can put them back to the remarketing agent at the end of each interest period. To date, the remarketing agents have been able to remarket our variable rate unsecured tax-exempt bonds. These bonds have been classified as long term because of our ability and intent to refinance them using availability under our Credit Facilities, if necessary.

As of December 31, 2013, we had $169.7 million of restricted cash and marketable securities, of which $21.9 million represented proceeds from the issuance of tax-exempt bonds and other tax-exempt financings and will be used to fund capital expenditures under the terms of the agreements. Restricted cash and marketable securities also include amounts held in trust as a financial guarantee of our performance.

Fuel Hedges

We use derivative instruments designated as cash flow hedges to manage our exposure to changes in diesel fuel prices. We have entered into multiple agreements related to forecasted diesel fuel purchases. The agreements qualified for, and were designated as, effective hedges of changes in the prices of forecasted diesel fuel purchases (fuel hedges). For a summary of our outstanding fuel hedges as of December 31, 2013, see Note 16, *Financial Instruments*, to our consolidated financial statements in Item 8 of this Form 10-K.

The aggregated fair values of our outstanding fuel hedges as of December 31, 2013 and 2012 were current assets of $6.7 million and $3.1 million, respectively, and current liabilities of $0.1 million and $0.4 million, respectively, and have been recorded in other current assets and other accrued liabilities in our consolidated balance sheets, respectively.

The effective portions of the changes in fair values as of December 31, 2013 and 2012, net of tax, of $3.9 million and $1.6 million, respectively, have been recorded in stockholders' equity as components of accumulated other comprehensive income.

During 2013, approximately 19% of our fuel volume purchases were hedged with swap agreements and we were able to recover approximately 74% of our fuel costs with fuel recovery fees from certain of our customers. During 2012, approximately 8% of our fuel volume purchases were hedged with swap agreements and we were able to recover approximately 67% of our fuel costs with fuel recovery fees from certain of our customers.

Recycling Commodity Hedges

Revenue from the sale of recycling commodities is primarily from sales of old corrugated cardboard and old newspaper. We use derivative instruments such as swaps and costless collars designated as cash flow hedges to manage our exposure to changes in prices of these commodities. We have entered into multiple agreements related to forecasted old corrugated cardboard and old newspaper sales. These agreements qualified for, and were designated as, effective hedges of changes in the prices of certain forecasted recycling commodity sales (recycling commodity hedges). For a summary of our outstanding recycling commodity hedges as of December 31, 2013, see Note 16, *Financial Instruments,* to our consolidated financial statements in Item 8 of this Form 10-K.

The aggregate fair values of the outstanding recycling commodity hedges as of December 31, 2013 and 2012 were current assets of $0.3 million and $1.0 million, respectively, and current liabilities of $0.6 million and $1.2 million, respectively, and have been recorded in other current assets and other accrued liabilities in our consolidated balance sheets, respectively.

The effective portions of the changes in fair values of our recycling commodity hedges as of December 31, 2013 and 2012, net of tax, of $0.2 million and $0.1 million have been recorded in stockholders' equity as a component of accumulated other comprehensive income.

For 2013 and 2012, approximately 24% and 41% of our sales volume of commodities were subject to cash flow hedges, respectively.

Contractual Obligations

The following table summarizes our contractual obligations as of December 31, 2013 (in millions):

Year Ending December 31,	Operating Leases	Maturities of Notes Payable, Capital Leases and Other Long-Term Debt	Scheduled Interest Payment Obligations	Final Capping, Closure and Post-Closure	Remediation	Unconditional Purchase Commitments	Total
2014	$ 26.1	$ 15.7	$ 308.2	$ 93.6	$ 85.1	$ 266.7	$ 795.4
2015	21.6	10.2	307.6	119.4	49.8	58.4	567.0
2016	18.3	4.2	307.5	79.4	44.6	38.4	492.4
2017	17.6	4.5	307.3	78.1	35.6	34.4	477.5
2018	14.5	705.0	293.9	88.8	42.3	29.3	1,173.8
Thereafter	64.0	6,360.3	2,685.9	5,052.5	349.0	231.3	14,743.0
Total	$ 162.1	$ 7,099.9	$ 4,210.4	$ 5,511.8	$ 606.4	$ 658.5	$ 18,249.1

Scheduled interest payment obligations in the above table were calculated using stated coupon rates for fixed rate debt and interest rates applicable as of December 31, 2013 for variable rate debt. The impact of our outstanding interest rate swaps on the interest payments of our 4.750% fixed rate senior notes is also included based on the floating rates in effect as of December 31, 2013.

We intend to use excess cash on hand and cash from operating activities to fund capital expenditures, acquisitions, dividend payments, share repurchases and debt repayments. Debt repayments may include purchases of our outstanding indebtedness in the secondary market or otherwise. We believe that our excess cash, cash from operating activities and our availability to draw from our Credit Facilities provide us with sufficient financial resources to meet our anticipated capital requirements and maturing obligations as they come due.

In the future, we may choose to voluntarily retire certain portions of our outstanding debt before their maturity dates using cash from operations or additional borrowings. We also may explore opportunities in the capital markets to fund redemptions should market conditions be favorable.

The present value of capital lease obligations is included in our consolidated balance sheets.

The estimated remaining final capping, closure and post-closure and remediation expenditures presented above are not inflated or discounted and reflect the estimated future payments for liabilities incurred and recorded as of December 31, 2013.

Unconditional purchase commitments consist primarily of (1) disposal related agreements that include fixed or minimum royalty payments, host agreements and take-or-pay and put-or-pay agreements and (2) other obligations including committed capital expenditures and consulting service agreements.

Debt covenants

Our Credit Facilities contain financial covenants. We can pay dividends and repurchase common stock if we are in compliance with these covenants. As of December 31, 2013, we were in compliance with all financial and other covenants under our Credit Facilities. We were also in compliance with the non-financial covenants in the indentures relating to our senior notes as of December 31, 2013. We expect to be in compliance with our covenants during 2014.

Failure to comply with the financial and other covenants under our Credit Facilities, as well as the occurrence of certain material adverse events, would constitute defaults and would allow the lenders under our Credit Facilities to accelerate the maturity of all indebtedness under the related agreements. This could also have an adverse impact on the availability of financial assurances. In addition, maturity acceleration on our Credit Facilities

constitutes an event of default under our other debt instruments, including our senior notes, and, therefore, our senior notes would also be subject to acceleration of maturity. If such acceleration were to occur, we would not have sufficient liquidity available to repay the indebtedness. We would likely have to seek an amendment under our Credit Facilities for relief from the financial covenants or repay the debt with proceeds from the issuance of new debt or equity, or asset sales, if necessary. We may be unable to amend our Credit Facilities or raise sufficient capital to repay such obligations in the event the maturities are accelerated.

Financial assurance

We must provide financial assurance to governmental agencies and a variety of other entities under applicable environmental regulations relating to our landfill operations for capping, closure and post-closure costs, and related to our performance under certain collection, landfill and transfer station contracts. We satisfy these financial assurance requirements by providing surety bonds, letters of credit, or insurance policies (the Financial Assurance Instruments), or trust deposits, which are included in restricted cash and marketable securities and other assets in our consolidated balance sheets. The amount of the financial assurance requirements for capping, closure and post-closure costs is determined by applicable state environmental regulations. The financial assurance requirements for capping, closure and post-closure costs may be associated with a portion of the landfill or the entire landfill. Generally, states require a third-party engineering specialist to determine the estimated capping, closure and post-closure costs that are used to determine the required amount of financial assurance for a landfill. The amount of financial assurance required can, and generally will, differ from the obligation determined and recorded under U.S. GAAP. The amount of the financial assurance requirements related to contract performance varies by contract. Additionally, we must provide financial assurance for our insurance program and collateral for certain performance obligations. We do not expect a material increase in financial assurance requirements during 2014, although the mix of financial assurance instruments may change.

These financial instruments are issued in the normal course of business and are not considered indebtedness. Because we currently have no liability for the Financial Assurance Instruments, they are not reflected in our consolidated balance sheets; however, we record capping, closure and post-closure liabilities and self-insurance liabilities as they are incurred. The underlying obligations of the financial assurance instruments, in excess of those already reflected in our consolidated balance sheets, would be recorded if it is probable that we would be unable to fulfill our related obligations. We do not expect this to occur.

Off-Balance Sheet Arrangements

We have no off-balance sheet debt or similar obligations, other than financial assurance instruments and operating leases, that are not classified as debt. We do not guarantee any third-party debt.

Free Cash Flow

We define free cash flow, which is not a measure determined in accordance with U.S. GAAP, as cash provided by operating activities less purchases of property and equipment, plus proceeds from sales of property and equipment as presented in our consolidated statements of cash flows.

Our free cash flow for the years ended December 31, 2013, 2012 and 2011 is calculated as follows (in millions of dollars):

	2013	2012	2011
Cash provided by operating activities	$ 1,548.2	$ 1,513.8	$ 1,766.7
Purchases of property and equipment	(880.8)	(903.5)	(936.5)
Proceeds from sales of property and equipment	23.9	28.7	34.6
Free cash flow	$ 691.3	$ 639.0	$ 864.8

For a discussion of the changes in the components of free cash flow, you should read our *"Cash Flows Provided By Operating Activities and Cash Flows Used In Investing Activities"* section contained elsewhere in this Management's Discussion and Analysis of Financial Condition and Results of Operations.

Purchases of property and equipment as reflected in our consolidated statements of cash flows and as presented in the free cash flow table above represent amounts paid during the period for such expenditures. A reconciliation of property and equipment reflected in the consolidated statements of cash flows to property and equipment received for the years ended December 31, 2013, 2012 and 2011 is as follows (in millions of dollars):

	2013	2012	2011
Purchases of property and equipment per the consolidated statements of cash flows	$ 880.8	$ 903.5	$ 936.5
Adjustments for property and equipment received during the prior period but paid for in the following period, net	(1.0)	(36.8)	(50.8)
Property and equipment received	$ 879.8	$ 866.7	$ 885.7

The adjustments noted above do not affect our net change in cash and cash equivalents as reflected in our consolidated statements of cash flows.

We believe that the presentation of free cash flow provides useful information regarding our recurring cash provided by operating activities after expenditures for property and equipment received, plus proceeds from sales of property and equipment. It also demonstrates our ability to execute our financial strategy, which includes reinvesting in existing capital assets to ensure a high level of customer service, investing in capital assets to facilitate growth in our customer base and services provided, maintaining our investment grade credit rating and minimizing debt, paying cash dividends and repurchasing common stock, and maintaining and improving our market position through business optimization. In addition, free cash flow is a key metric used to determine compensation. The presentation of free cash flow has material limitations. Free cash flow does not represent our cash flow available for discretionary expenditures because it excludes certain expenditures that are required or that we have committed to such as debt service requirements and dividend payments. Our definition of free cash flow may not be comparable to similarly titled measures presented by other companies.

Contingencies

For a description of our contingencies, see Note 10, *Income Taxes*, and Note 17, *Commitments and Contingencies*, to our consolidated financial statements in Item 8 of this Form 10-K.

Critical Accounting Judgments and Estimates

Our consolidated financial statements have been prepared in accordance with U.S. GAAP and necessarily include certain estimates and judgments made by management. The following is a list of accounting policies that we believe are the most critical in understanding our consolidated financial position, results of operations and cash flows and that may require management to make subjective or complex judgments about matters that are inherently uncertain. Such critical accounting policies, estimates and judgments are applicable to all of our operating segments.

We have noted examples of the residual accounting and business risks inherent in the accounting for these areas. Residual accounting and business risks are defined as the inherent risks that we face after the application of our policies and processes that are generally outside of our control or ability to forecast.

Landfill Accounting

Landfill operating costs are treated as period expenses and are not discussed further in this section.

Our landfill assets and liabilities fall into the following two categories, each of which requires accounting judgments and estimates:

- Landfill development costs that are capitalized as an asset.
- Landfill retirement obligations relating to our capping, closure and post-closure liabilities that result in a corresponding landfill retirement asset.

Landfill Development Costs

We use life-cycle accounting and the units-of-consumption method to recognize landfill development costs over the life of the site. In life-cycle accounting, all costs to acquire and construct a site are capitalized, and charged to expense based on the consumption of cubic yards of available airspace. Obligations associated with final capping, closure and post-closure are also capitalized, and amortized on a units-of-consumption basis as airspace is consumed. Cost and airspace estimates are developed at least annually by engineers.

Site permits. To develop, construct and operate a landfill, we must obtain permits from various regulatory agencies at the local, state and federal levels. The permitting process requires an initial site study to determine whether the location is feasible for landfill operations. The initial studies are reviewed by our environmental management group and then submitted to the regulatory agencies for approval. During the development stage we capitalize certain costs that we incur after site selection but before the receipt of all required permits if we believe that it is probable that the site will be permitted.

Residual risks:

- Changes in legislative or regulatory requirements may cause changes to the landfill site permitting process. These changes could make it more difficult and costly to obtain and maintain a landfill permit.
- Studies performed could be inaccurate, which could result in the denial or revocation of a permit and changes to accounting assumptions. Conditions could exist that were not identified in the study, which may make the location not feasible for a landfill and could result in the denial of a permit. Denial or revocation of a permit could impair the recorded value of the landfill asset.
- Actions by neighboring parties, private citizen groups or others to oppose our efforts to obtain, maintain or expand permits could result in denial, revocation or suspension of a permit, which could adversely impact the economic viability of the landfill and could impair the recorded value of the landfill. As a result of opposition to our obtaining a permit, improved technical information as a project progresses, or changes in the anticipated economics associated with a project, we may decide to reduce the scope of, or abandon a project, which could result in an asset impairment.

Technical landfill design. Upon receipt of initial regulatory approval, technical landfill designs are prepared. The technical designs, which include the detailed specifications to develop and construct all components of the landfill including the types and quantities of materials that will be required, are reviewed by our environmental management group. The technical designs are submitted to the regulatory agencies for approval. Upon approval of the technical designs, the regulatory agencies issue permits to develop and operate the landfill.

Residual risks:

- Changes in legislative or regulatory requirements may require changes in the landfill technical designs. These changes could make it more difficult and costly to meet new design standards.
- Technical design requirements, as approved, may need modifications at some future point in time.
- Technical designs could be inaccurate and could result in increased construction costs, difficulty in obtaining a permit or the use of rates to recognize the amortization of landfill development costs and asset retirement obligations that are not appropriate.

Permitted and probable landfill disposal capacity. Included in the technical designs are factors that determine the ultimate disposal capacity of the landfill. These factors include the area over which the landfill will be developed, such as the depth of excavation, the height of the landfill elevation and the angle of the side-slope construction. The disposal capacity of the landfill is calculated in cubic yards. This measurement of volume is then converted to a disposal capacity expressed in tons based on a site-specific expected density to be achieved over the remaining operating life of the landfill.

Residual risks:

- Estimates of future disposal capacity may change as a result of changes in legislative or regulatory design requirements.
- The density of waste may vary due to variations in operating conditions, including waste compaction practices, site design, climate and the nature of the waste.
- Capacity is defined in cubic yards but waste received is measured in tons. The number of tons per cubic yard varies by type of waste and our rate of compaction.

Development costs. The types of costs that are detailed in the technical design specifications generally include excavation, natural and synthetic liners, construction of leachate collection systems, installation of methane gas collection systems and monitoring probes, installation of groundwater monitoring wells, construction of leachate management facilities and other costs associated with the development of the site. We review the adequacy of our cost estimates on an annual basis by comparing estimated costs with third-party bids or contractual arrangements, reviewing the changes in year over year cost estimates for reasonableness, and comparing our resulting development cost per acre with prior period costs. These development costs, together with any costs incurred to acquire, design and permit the landfill, including capitalized interest, are recorded to the landfill asset on the balance sheet as incurred.

Residual risk:

- Actual future costs of construction materials and third-party labor could differ from the costs we have estimated because of the level of demand and the availability of the required materials and labor. Technical designs could be altered due to unexpected operating conditions, regulatory changes or legislative changes.

Landfill development asset amortization. To match the expense related to the landfill asset with the revenue generated by the landfill operations, we amortize the landfill development asset over its operating life on a per-ton basis as waste is accepted at the landfill. The landfill asset is fully amortized at the end of a landfill's operating life. The per-ton rate is calculated by dividing the sum of the landfill development asset net book value plus estimated future development costs (as described above) for the landfill, by the landfill's estimated remaining disposal capacity. The expected future development costs are not inflated or discounted, but rather expressed in nominal dollars. This rate is applied to each ton accepted at the landfill to arrive at amortization expense for the period.

Amortization rates are influenced by the original cost basis of the landfill, including acquisition costs, which in turn is determined by geographic location and market values. We secure significant landfill assets through business acquisitions and value them at the time of acquisition based on fair value. Amortization rates are also influenced by site-specific engineering and cost factors.

Residual risk:

- Changes in our future development cost estimates or our disposal capacity will normally result in a change in our amortization rates and will impact amortization expense prospectively. An unexpected significant increase in estimated costs or reduction in disposal capacity could affect the ongoing economic viability of the landfill and result in asset impairment.

On at least an annual basis, we update the estimates of future development costs and remaining disposal capacity for each landfill. These costs and disposal capacity estimates are reviewed and approved by senior operations management annually. Changes in cost estimates and disposal capacity are reflected prospectively in the landfill amortization rates that are updated annually.

Landfill Asset Retirement Obligations

We have two types of retirement obligations related to landfills: (1) capping and (2) closure and post-closure.

Obligations associated with final capping activities that occur during the operating life of the landfill are recognized on a units-of-consumption basis as airspace is consumed within each discrete capping event. Obligations related to closure and post-closure activities that occur after the landfill has ceased operations are recognized on a units-of-consumption basis as airspace is consumed throughout the entire life of the landfill. Landfill retirement obligations are capitalized as the related liabilities are recognized and amortized using the units-of-consumption method over the airspace consumed within the capping event or the airspace consumed within the entire landfill, depending on the nature of the obligation. All obligations are initially measured at estimated fair value. Fair value is calculated on a present value basis using an inflation rate and our credit-adjusted, risk-free rate in effect at the time the liabilities were incurred. Future costs for final capping, closure and post-closure are developed at least annually by engineers, and are inflated to future value using estimated future payment dates and inflation rate projections.

Landfill capping. As individual areas within each landfill reach capacity, we must cap and close the areas in accordance with the landfill site permit. These requirements are detailed in the technical design of the landfill site process previously described.

Closure and post-closure. Closure costs are costs incurred after a landfill stops receiving waste, but prior to being certified as closed. After the entire landfill has reached capacity and is certified closed, we must continue to maintain and monitor the site for a post-closure period, which generally extends for 30 years. Costs associated with closure and post-closure requirements generally include maintenance of the site, the monitoring of methane gas collection systems and groundwater systems, and other activities that occur after the site has ceased accepting waste. Costs associated with post-closure monitoring generally include groundwater sampling, analysis and statistical reports, third-party labor associated with gas system operations and maintenance, transportation and disposal of leachate, and erosion control costs related to the final cap.

Landfill retirement obligation liabilities and assets. Estimates of the total future costs required to cap, close and monitor each landfill as specified by the landfill permit are updated annually. The estimates include inflation, the specific timing of future cash outflows, and the anticipated waste flow into the capping events. Our cost estimates are inflated to the period of performance using an estimate of inflation, which is updated annually and is based upon the ten year average consumer price index (2.5% in both 2013 and 2012).

The present value of the remaining capping costs for specific capping events and the remaining closure and post-closure costs for each landfill are recorded as incurred on a per-ton basis. These liabilities are incurred as disposal capacity is consumed at the landfill.

Capping, closure and post-closure liabilities are recorded in layers and discounted using our credit-adjusted risk-free rate in effect at the time the obligation is incurred (5.0% in 2013 and 4.75% in 2012).

Retirement obligations are increased each year to reflect the passage of time by accreting the balance at the weighted average credit-adjusted risk-free rate that was used to calculate each layer of the recorded liabilities. This accretion is charged to operating expenses. Actual cash expenditures reduce the asset retirement obligation liabilities as they are made.

Corresponding retirement obligation assets are recorded for the same value as the additions to the capping, closure and post-closure liabilities. The retirement obligation assets are amortized to expense on a per-ton basis as disposal capacity is consumed. The per-ton rate is calculated by dividing the sum of each of the recorded

retirement obligation asset's net book value and expected future additions to the retirement obligation asset by the remaining disposal capacity. A per-ton rate is determined for each separate capping event based on the disposal capacity relating to that event. Closure and post-closure per-ton rates are based on the total disposal capacity of the landfill.

Residual risks:

- Changes in legislative or regulatory requirements, including changes in capping, closure activities or post-closure monitoring activities, types and quantities of materials used, or term of post-closure care, could cause changes in our cost estimates.
- Changes in the landfill retirement obligation due to changes in the anticipated waste flow, changes in airspace compaction estimates or changes in the timing of expenditures for closed landfills and fully incurred but unpaid capping events are recorded in results of operations prospectively. This could result in unanticipated increases or decreases in expense.
- Actual timing of disposal capacity utilization could differ from projected timing, causing differences in timing of when amortization and accretion expense is recognized for capping, closure and post-closure liabilities.
- Changes in inflation rates could impact our actual future costs and our total liabilities.
- Changes in our capital structure or market conditions could result in changes to the credit-adjusted risk-free rate used to discount the liabilities, which could cause changes in future recorded liabilities, assets and expense.
- Amortization rates could change in the future based on the evaluation of new facts and circumstances relating to landfill capping design, post-closure monitoring requirements, or the inflation or discount rate.

On an annual basis, we update our estimates of future capping, closure and post-closure costs and of future disposal capacity for each landfill. Revisions in estimates of our costs or timing of expenditures are recognized immediately as increases or decreases to the capping, closure and post-closure liabilities and the corresponding retirement obligation assets. Changes in the assets result in changes to the amortization rates which are applied prospectively, except for fully incurred capping events and closed landfills, where the changes are recorded immediately in results of operations since the associated disposal capacity has already been consumed.

Permitted and probable disposal capacity. Disposal capacity is determined by the specifications detailed in the landfill permit. We classify this disposal capacity as permitted. We also include probable expansion disposal capacity in our remaining disposal capacity estimates, thus including additional disposal capacity being sought through means of a permit expansion. Probable expansion disposal capacity has not yet received final approval from the applicable regulatory agencies, but we have determined that certain critical criteria have been met and that the successful completion of the expansion is probable. We have developed six criteria that must be met before an expansion area is designated as probable expansion airspace. We believe that satisfying all of these criteria demonstrates a high likelihood that expansion airspace that is incorporated in our landfill costing will be permitted. However, because some of these criteria are judgmental, they may exclude expansion airspace that will eventually be permitted or include expansion airspace that will not be permitted. In either of these scenarios, our amortization, depletion and accretion expense could change significantly. Our internal criteria to classify disposal capacity as probable expansion airspace are as follows:

- We own the land associated with the expansion airspace or control it pursuant to an option agreement;
- We are committed to supporting the expansion project financially and with appropriate resources;
- There are no identified fatal flaws or impediments associated with the project, including political impediments;
- Progress is being made on the project;
- The expansion is attainable within a reasonable time frame; and
- We believe it is likely we will receive the expansion permit.

After successfully meeting these criteria, the disposal capacity that will result from the planned expansion is included in our remaining disposal capacity estimates. Additionally, for purposes of calculating landfill amortization and capping, closure and post-closure rates, we include the incremental costs to develop, construct, close and monitor the related probable expansion disposal capacity.

Residual risk:

- We may be unsuccessful in obtaining permits for probable expansion disposal capacity because of the failure to obtain the final local, state or federal permits or due to other unknown reasons. If we are unsuccessful in obtaining permits for probable expansion disposal capacity, or the disposal capacity for which we obtain approvals is less than what was estimated, both our estimated total costs and disposal capacity will be reduced, which generally increases the rates we charge for landfill amortization and capping, closure and post-closure accruals. An unexpected decrease in disposal capacity could also cause an asset impairment.

Environmental Liabilities

We are subject to an array of laws and regulations relating to the protection of the environment, and we remediate sites in the ordinary course of our business. Under current laws and regulations, we may be responsible for environmental remediation at sites that we either own or operate, including sites that we have acquired, or sites where we have (or a company that we have acquired has) delivered waste. Our environmental remediation liabilities primarily include costs associated with remediating groundwater, surface water and soil contamination, as well as controlling and containing methane gas migration and the related legal costs. To estimate our ultimate liability at these sites, we evaluate several factors, including the nature and extent of contamination at each identified site, the required remediation methods, the apportionment of responsibility among the potentially responsible parties and the financial viability of those parties. We accrue for costs associated with environmental remediation obligations when such costs are probable and reasonably estimable in accordance with accounting for loss contingencies. We periodically review the status of all environmental matters and update our estimates of the likelihood of and future expenditures for remediation as necessary. Changes in the liabilities resulting from these reviews are recognized currently in earnings in the period in which the adjustment is known. Adjustments to estimates are reasonably possible in the near term and may result in changes to recorded amounts. With the exception of those obligations assumed in the acquisition of Allied, environmental obligations are recorded on an undiscounted basis. Environmental obligations assumed in the acquisition of Allied, which were initially estimated on a discounted basis, are accreted to full value over time through charges to interest expense. Adjustments arising from changes in amounts and timing of estimated costs and settlements may result in increases or decreases in these obligations and are calculated on a discounted basis as they were initially estimated on a discounted basis. These adjustments are charged to operating income when they are known. We perform a comprehensive review of our environmental obligations annually and also review changes in facts and circumstances associated with these obligations at least quarterly. We have not reduced the liabilities we have recorded for recoveries from other potentially responsible parties or insurance companies.

Residual risks:

- We cannot determine with precision the ultimate amounts of our environmental remediation liabilities. Our estimates of these liabilities require assumptions about uncertain future events. Thus, our estimates could change substantially as additional information becomes available regarding the nature or extent of contamination, the required remediation methods, the final apportionment of responsibility among the potentially responsible parties identified, the financial viability of those parties, and the actions of governmental agencies or private parties with interests in the matter.

- Actual amounts could differ from the estimated liabilities as a result of changes in estimated future litigation costs to pursue the matter to ultimate resolution.

- An unanticipated environmental liability that arises could result in a material charge to our consolidated statement of income.

Self-Insurance Reserves and Related Costs

Our insurance programs for workers' compensation, commercial general and auto liability, environmental and remediation liability, and employee-related health care benefits are either self-insured or subject to high deductible insurance policies. Accruals for self-insurance or deductible reserves are based on claims filed and estimates of claims incurred but not reported. We maintain high deductibles for commercial general liability, automobile liability and workers' compensation coverage, ranging from $2.0 million to $5.0 million.

Residual risks:

- Incident rates, including frequency and severity, and other actuarial assumptions could change causing our current and future actuarially determined obligations to change, which would be reflected in our consolidated statement of income in the period in which such adjustment is known.

- Recorded reserves may not be adequate to cover the future payment of claims. Adjustments, if any, to estimates recorded resulting from ultimate claim payments would be reflected in the consolidated statements of income in the periods in which such adjustments are known.

- The settlement costs to discharge our obligations, including legal and health care costs, could increase or decrease causing current estimates of our self-insurance reserves to change.

Loss Contingencies

We are subject to various legal proceedings, claims and regulatory matters, the outcomes of which are subject to significant uncertainty. We determine whether to disclose material loss contingencies or accrue for loss contingencies based on an assessment of whether the risk of loss is remote, reasonably possible or probable, and whether it can be reasonably estimated. We analyze our litigation and regulatory matters based on available information to assess the potential liabilities. Management develops its assessment based on an analysis of possible outcomes under various strategies. We record and disclose loss contingencies pursuant to the applicable accounting guidance for such matter.

We record losses related to contingencies in cost of operations or selling, general and administrative expenses, depending on the nature of the underlying transaction leading to the loss contingency.

Residual risks:

- Actual costs may vary from our estimates for a variety of reasons, including differing interpretations of laws, opinions on culpability and assessments of the amount of damages.

- Loss contingency assumptions involve judgments that are inherently subjective and generally involve matters that are by their nature complex and unpredictable. If a loss contingency results in an adverse judgment or is settled for a significant amount, it could have a material adverse impact on our consolidated financial position, results of operations or cash flows in the period in which such judgment or settlement occurs.

- New claims may be asserted that are not included in our loss contingencies.

Asset Impairment

Valuation methodology. We evaluate our long-lived assets (other than goodwill) for impairment whenever events or changes in circumstances indicate the carrying amount of the asset or asset group may not be recoverable based on projected cash flows anticipated to be generated from the ongoing operation of those assets or we intend to sell or otherwise dispose of the assets.

Residual risk:

- If events or changes in circumstances occur, including reductions in anticipated cash flows generated by our operations or determinations to divest assets, certain assets could be impaired, which would result in a non-cash charge to earnings.

Evaluation criteria. We test long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amounts of the assets may not be recoverable. Examples of such events could include a significant adverse change in the extent or manner in which we use a long-lived asset, a change in its physical condition, or new circumstances that could cause an expectation that it is more likely than not that we would sell or otherwise dispose of a long-lived asset significantly before the end of its previously estimated useful life.

Residual risk:

- Our most significant asset impairment exposure, other than goodwill (which is discussed below), relates to our landfills. A significant reduction in our estimated disposal capacity as a result of unanticipated events such as regulatory developments, revocation of an existing permit or denial of an expansion permit, or changes in our assumptions used to calculate disposal capacity, could trigger an impairment charge.

Recognition criteria. If such circumstances arise, we recognize impairment for the difference between the carrying amount and fair value of the asset if the net book value of the asset exceeds the sum of the estimated undiscounted cash flows expected to result from its use and eventual disposition. We generally use the present value of the expected cash flows from that asset to determine fair value.

Goodwill Recoverability

We annually test goodwill for impairment at December 31 or when an indicator of impairment exists. We test goodwill for impairment using the two-step process. The first step is a screen for potential impairment, while the second step measures the amount of the impairment, if any. The first step of the goodwill impairment test compares the fair value of a reporting unit with its carrying amount, including goodwill.

We have defined our reporting units to be consistent with our operating segments: East, Central and West. In determining fair value, we primarily use discounted future cash flows and operating results based on a comparative multiple of earnings or revenues.

Significant estimates used in our fair value calculation using discounted future cash flows include: (1) estimates of future revenue and expense growth by reporting unit, which we estimate to range from 2% to 4%; (2) future estimated effective tax rates, which we estimate to be 40%; (3) future estimated capital expenditures as well as future required investments in working capital; (4) estimated discount rates, which we estimate to range between 7% and 8%; and (5) the future terminal value of the reporting unit, which is based on its ability to exist into perpetuity. Significant estimates used in the fair value calculation using market value multiples include: (a) estimated future growth potential of the reporting unit; (b) estimated multiples of revenue or earnings a willing buyer is likely to pay; and (c) estimated control premium a willing buyer is likely to pay.

In addition, we evaluate a reporting unit for impairment if events or circumstances change between annual tests, indicating a possible impairment. Examples of such events or circumstances include: (1) a significant adverse change in legal factors or in the business climate; (2) an adverse action or assessment by a regulator; (3) a more likely than not expectation that a reporting unit or a significant portion thereof will be sold; (4) continued or sustained losses at a reporting unit; (5) a significant decline in our market capitalization as compared to our book value; or (6) the testing for recoverability of a significant asset group within the reporting unit.

We assign assets and liabilities from our corporate operating segment to our three reporting units to the extent that such assets or liabilities relate to the cash flows of the reporting unit and would be included in determining the reporting unit's fair value.

In preparing our annual test for impairment as of December 31, 2013, we determined that our indicated fair value of total invested capital exceeded our total market capitalization. We believe one of the primary reconciling differences between the indicated fair value of total invested capital and our total market capitalization is due to a control premium. We believe the control premium represents the value a market participant could extract as savings and/or synergies by obtaining control, and thereby eliminating duplicative overhead and operating costs resulting from the consolidation of routes and internalization of waste streams.

As of December 31, 2013, we determined that the indicated fair value of our reporting units exceeded their carrying value by approximately 40% on average and, therefore, we noted no indicators of impairment at our reporting units.

We will continuously monitor market trends in our business, the related expected cash flows and our calculation of market capitalization for purposes of identifying possible indicators of impairment. If our book value per share exceeds our market price per share or if we have other indicators of impairment, we will be required to perform an interim step one impairment analysis, which may lead to a step two analysis and possible impairment of our goodwill. Additionally, we would then be required to review our remaining long-lived assets for impairment.

Our operating segments, which also represent our reporting units, are comprised of several vertically integrated businesses. When an individual business within an integrated operating segment is divested, goodwill is allocated to that business based on its fair value relative to the fair value of its operating segment.

Residual risks:

- Future events could cause us to conclude that impairment indicators exist and that goodwill associated with acquired businesses is impaired.

- The valuation of identifiable goodwill requires significant estimates and judgment about future performance, cash flows and fair value. Our future results could be affected if these current estimates of future performance and fair value change. For example, a reduction in long-term growth assumptions could reduce the estimated fair value of the operating segments to below their carrying values, which could trigger an impairment charge. Similarly, an increase in our discount rate could trigger an impairment charge. Any resulting impairment charge could have a material adverse impact on our financial condition and results of operations.

Income Taxes

Deferred tax assets and liabilities are determined based on differences between the financial reporting and income tax bases of assets (other than non-deductible goodwill) and liabilities. Deferred tax assets and liabilities are measured using the income tax rate in effect during the year in which the differences are expected to reverse.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making this determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event we determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we will make an adjustment to the valuation allowance which would reduce our provision for income taxes.

During the three months ended December 31, 2013, we determined that it is more likely than not that we will realize a portion of our deferred tax asset related to certain state loss carryforwards. This resulted in a reduction

to our valuation allowance for these loss carryforwards of approximately $43.5 million. Significant factors used in our determination of the $43.5 million include:

- the removal of negative evidence associated with the subsidiary's cumulative loss position; and
- the existence of future taxable income in future periods as a result of:
- third-party debt refinancings;
- reductions in intercompany indebtedness; and
- ongoing operational improvements combined with the expected stable, predictable nature of our business.

Items that did not factor significantly in our determination were:

- taxable income in prior carryback years; and
- future reversals of existing taxable temporary differences, as these were already considered or benefited in our valuation allowance.

For additional discussion and detail regarding our valuation allowance, see Note 10, *Income Taxes*, to our consolidated financial statements in Item 8 of this Form 10-K.

Our income tax expense, deferred tax assets and liabilities and reserves for unrecognized tax benefits reflect management's best assessment of estimated future taxes to be paid. We are subject to U.S. federal income taxes and to the income taxes of numerous states and Puerto Rico. Significant judgments and estimates are required in determining the combined income tax expense.

Regarding the accounting for uncertainty in income taxes recognized in the financial statements, we record a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. We recognize interest and penalties related to uncertain tax positions within the provision for income taxes in our consolidated statements of income. Accrued interest and penalties are included within other accrued liabilities and deferred income taxes and other long-term tax liabilities in our consolidated balance sheets.

Residual risks:

- Income tax assets and liabilities established in purchase accounting for acquisitions are based on assumptions that could differ from the ultimate outcome of the tax matters. Such adjustments would be charged or credited to earnings, unless they meet certain remeasurement criteria and are allowed to be adjusted to goodwill.

- Changes in the estimated realizability of deferred tax assets could result in adjustments to our provision for income taxes.

- Valuation allowances for deferred tax assets and the realizability of net operating loss carryforwards for tax purposes are based on our judgment. If our judgments and estimates concerning valuation allowances and the realizability of net operating loss carryforwards are incorrect, our provision for income taxes would change.

- We are currently under examination or administrative review by various taxing authorities for certain tax years. The Internal Revenue Code and income tax regulations are a complex set of rules that we must interpret and apply. Positions taken in tax years under examination or subsequent years are subject to challenge. Accordingly, we may have exposure for additional tax liabilities arising from these audits if any positions taken by us or by companies we have acquired are disallowed by the taxing authorities.

- We adjust our liabilities for uncertain tax positions when our judgment changes as a result of the evaluation of new information not previously available. Due to the complexity of some of these uncertainties, their ultimate resolution may result in payments that are materially different from our current estimates of the tax liabilities. These differences will be reflected as increases or decreases to our provision for income taxes in the period in which they are determined.

Defined Benefit Pension Plans

We currently have one qualified defined benefit pension plan, the BFI Retirement Plan (the Plan). The Plan covers certain employees in the United States, including some employees subject to collective bargaining agreements. The Plan's benefit formula is based on a percentage of compensation as defined in the Plan document. The benefits of approximately 97% of the current plan participants were frozen upon Allied's acquisition of BFI in 1999.

Our pension contributions are made in accordance with funding standards established by the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code, as amended by the Pension Protection Act of 2006.

The Plan's assets are invested as determined by our Retirement Benefits Committee. As of December 31, 2013, the plan assets were invested in fixed income bond funds, equity funds and cash. The Retirement Benefits Committee annually reviews and adjusts the plan's asset allocation as deemed necessary. As of December 31, 2013, the Plan was overfunded by $8.1 million, compared to our unfunded benefit obligation of $6.1 million as of December 31, 2012.

Residual risk:

- Changes in the plan's investment mix and performance of the equity and bond markets and fund managers could impact the amount of pension income or expense recorded, the funded status of the plan and the need for future cash contributions.

Assumptions. The benefit obligation and associated income or expense related to the Plan are determined based on assumptions concerning items such as discount rates, expected rates of return and average rates of compensation increases. Our assumptions are reviewed annually and adjusted as deemed necessary.

We determine the discount rate based on a model that matches the timing and amount of expected benefit payments to maturities of high quality bonds priced as of the Plan measurement date. Where that timing does not correspond to a published high-quality bond rate, our model uses an expected yield curve to determine an appropriate current discount rate. The yield on the bonds is used to derive a discount rate for the liability. If the discount rate were to increase by 1%, our benefit obligation would decrease by approximately $20 million. If the discount rate were to decrease by 1%, our benefit obligation would increase by approximately $24 million.

In developing our expected rate of return assumption, we evaluate long-term expected and historical returns on the Plan assets, giving consideration to our asset mix and the anticipated duration of the Plan obligations. The average rate of compensation increase reflects our expectations of average pay increases over the periods benefits are earned. Less than 3% of participants in the Plan continue to earn service benefits.

Residual risks:

- Our assumed discount rate is sensitive to changes in market-based interest rates. A decrease in the discount rate will increase our related benefit plan obligation.
- Our annual pension expense would be impacted if the actual return on plan assets were to vary from the expected return.

New Accounting Standards

For a description of new accounting standards that may affect us, see Note 2, *Summary of Significant Accounting Policies*, to our consolidated financial statements in Item 8 of this Form 10-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our major market risk exposure of our financial instruments is changing interest rates in the United States and fluctuations in LIBOR. We intend to manage interest rate risk through the use of a combination of fixed and floating rate debt. The carrying value of our variable rate debt approximates fair value because interest rates are variable and, accordingly, approximates current market rates for instruments with similar risk and maturities. The fair value of our debt is determined as of the balance sheet date and is subject to change. The table below provides information about certain of our market-sensitive financial instruments and constitutes a "forward-looking statement."

	Expected Maturity Date							
	2014	2015	2016	2017	2018	Thereafter	Total	Fair Value as of December 31, 2013
Fixed Rate Debt:								
Amount outstanding (in millions)	$ 15.7	$ 5.4	$ 4.2	$ 4.5	$ 705.0	$ 5,442.9	$ 6,177.7	$ 6,615.9
Average interest rates	6.0%	7.9%	7.5%	7.5%	3.8%	5.3%	5.1%	
Variable Rate Debt:								
Amount outstanding (in millions)	$ -	$ 4.8	$ -	$ -	$ -	$ 917.4	$ 922.2	$ 922.2
Average interest rates	-%	0.7%	-%	-%	-%	0.6%	0.6%	

The fixed and variable rate debt amounts above exclude the remaining non-cash discounts, premiums and adjustments to fair value recorded in purchase accounting totaling $81.8 million. Additionally, we entered into various interest rate swap agreements with the goal of reducing overall borrowing costs and rebalancing our debt portfolio's ratio of fixed to floating interest rates. These swap agreements, which were designated as fair value hedges, have a total notional value of $300.0 million as of December 31, 2013. Our interest rate swap contracts have been authorized pursuant to our policies and procedures. We do not use financial instruments for trading purposes and are not a party to any leveraged derivatives.

Fuel Price Risk

Fuel costs represent a significant operating expense. When economically practical, we may enter into new fuel hedges, renew contracts, or engage in other strategies to mitigate market risk. Where appropriate, we have implemented a fuel recovery fee that is designed to recover our fuel costs. While we charge these fees to a majority of our customers, we are unable to charge such fees to all customers. Consequently, an increase in fuel costs results in (1) an increase in our cost of operations, (2) a smaller increase in our revenue (from the fuel recovery fee) and (3) a decrease in our operating margin percentage. Conversely, a decrease in fuel costs results in (1) a decrease in our cost of operations, (2) a smaller decrease in our revenue and (3) an increase in our operating margin percentage.

At current consumption levels, we believe a twenty-cent per gallon change in the price of diesel fuel changes our fuel costs by approximately $25 million per year. Offsetting these changes in fuel expense would be changes in our fuel recovery fee charged to our customers. At current participation rates, a twenty-cent per gallon change in the price of diesel fuel changes our fuel recovery fee by approximately $20 million per year.

Our operations also require the use of certain petrochemical-based products (such as liners at our landfills) whose costs may vary with the price of petrochemicals. An increase in the price of petrochemicals could increase the

cost of those products, which would increase our operating and capital costs. We also are susceptible to increases in indirect fuel recovery fees from our vendors.

Commodities Prices

We market recycled products such as cardboard and newspaper from our recycling centers. Market demand for recyclable materials causes volatility in commodity prices. At current volumes and mix of materials, we believe a $10 per ton change in the price of recyclable materials will change annual revenue and operating income by approximately $31 million and $19 million, respectively.

Revenue from sales of these products in 2013, 2012 and 2011 was approximately $374.6 million, 349.0 million and 438.6 million, respectively.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm 75
Report of Independent Registered Public Accounting Firm on Internal Control Over Financial Reporting ... 76
Consolidated Balance Sheets as of December 31, 2013 and 2012 77
Consolidated Statements of Income for Each of the Three Years in the Period Ended December 31, 2013 ... 78
Consolidated Statements of Comprehensive Income for Each of the Three Years in the Period Ended December 31, 2013 79
Consolidated Statement of Stockholders' Equity for Each of the Three Years in the Period Ended December 31, 2013 80
Consolidated Statements of Cash Flows for Each of the Three Years in the Period Ended December 31, 2013 81
Notes to Consolidated Financial Statements 82

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders of Republic Services, Inc.:

We have audited the accompanying consolidated balance sheets of Republic Services, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2013. These financial statements are the responsibility of Republic Services, Inc.'s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Republic Services, Inc. at December 31, 2013 and 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Republic Services, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated February 12, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Phoenix, Arizona
February 12, 2014

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ON INTERNAL CONTROL OVER FINANCIAL REPORTING

The Board of Directors and Stockholders of Republic Services, Inc.:

We have audited Republic Services, Inc.'s internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Republic Services, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Report of Management on Republic Services, Inc.'s Internal Control over Financial Reporting. Our responsibility is to express an opinion on Republic Services, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Republic Services, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Republic Services, Inc. as of December 31, 2013 and 2012, and the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2013 of Republic Services, Inc. and our report dated February 12, 2014 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Phoenix, Arizona
February 12, 2014

REPUBLIC SERVICES, INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except per share data)

	December 31, 2013	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	$ 213.3	$ 67.6
Accounts receivable, less allowance for doubtful accounts of $38.3 and $45.3, respectively	890.7	836.6
Prepaid expenses and other current assets	200.3	209.3
Deferred tax assets	117.6	117.8
Total current assets	1,421.9	1,231.3
Restricted cash and marketable securities	169.7	164.2
Property and equipment, net	7,036.8	6,910.3
Goodwill	10,724.1	10,690.0
Other intangible assets, net	315.8	358.7
Other assets	280.9	262.4
Total assets	$ 19,949.2	$ 19,616.9
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 511.4	$ 474.5
Notes payable and current maturities of long-term debt	15.7	19.4
Deferred revenue	301.8	313.2
Accrued landfill and environmental costs, current portion	178.7	195.5
Accrued interest	68.2	68.8
Other accrued liabilities	641.3	623.6
Total current liabilities	1,717.1	1,695.0
Long-term debt, net of current maturities	7,002.4	7,051.1
Accrued landfill and environmental costs, net of current portion	1,464.3	1,420.6
Deferred income taxes and other long-term tax liabilities	1,185.4	1,232.7
Self-insurance reserves, net of current portion	294.9	290.9
Other long-term liabilities	379.0	220.9
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value $0.01 per share; 50 shares authorized; none issued	-	-
Common stock, par value $0.01 per share; 750 shares authorized; 411.0 and 405.2 issued including shares held in treasury, respectively	4.1	4.1
Additional paid-in capital	6,764.9	6,588.9
Retained earnings	2,632.7	2,403.2
Treasury stock, at cost (50.6 and 44.1 shares, respectively)	(1,501.2)	(1,287.1)
Accumulated other comprehensive income (loss), net of tax	3.0	(5.8)
Total Republic Services, Inc. stockholders' equity	7,903.5	7,703.3
Noncontrolling interests	2.6	2.4
Total stockholders' equity	7,906.1	7,705.7
Total liabilities and stockholders' equity	$ 19,949.2	$ 19,616.9

The accompanying notes are an integral part of these financial statements.

REPUBLIC SERVICES, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share data)

	Years Ended December 31,		
	2013	2012	2011
Revenue	$ 8,417.2	$ 8,118.3	$ 8,192.9
Expenses:			
Cost of operations	5,234.7	5,005.7	4,865.1
Depreciation, amortization and depletion	877.4	848.5	843.6
Accretion	76.6	78.4	78.0
Selling, general and administrative	853.8	820.9	825.4
Negotiation and withdrawal costs – Central States Pension and Other Funds	157.7	35.8	-
(Gain) loss on disposition of assets and impairments, net	(1.9)	(2.7)	28.1
Restructuring charges	8.6	11.1	-
Operating income	1,210.3	1,320.6	1,552.7
Interest expense	(360.0)	(388.5)	(440.2)
Loss on extinguishment of debt	(2.1)	(112.6)	(210.8)
Interest income	0.7	1.0	0.3
Other income, net	2.3	3.4	4.3
Income before income taxes	851.2	823.9	906.3
Provision for income taxes	262.1	251.8	317.4
Net income	589.1	572.1	588.9
Net (income) loss attributable to noncontrolling interests	(0.2)	(0.3)	0.3
Net income attributable to Republic Services, Inc.	$ 588.9	$ 571.8	$ 589.2
Basic earnings per share attributable to Republic Services, Inc. stockholders:			
Basic earnings per share	$ 1.63	$ 1.56	$ 1.57
Weighted average common shares outstanding	362.1	366.9	376.0
Diluted earnings per share attributable to Republic Services, Inc. stockholders:			
Diluted earnings per share	$ 1.62	$ 1.55	$ 1.56
Weighted average common and common equivalent shares outstanding	363.4	368.0	377.6
Cash dividends per common share	$ 0.99	$ 0.91	$ 0.84

The accompanying notes are an integral part of these financial statements.

REPUBLIC SERVICES, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Years Ended December 31,		
	2013	2012	2011
Net income	$ 589.1	$ 572.1	$ 588.9
Other comprehensive income (loss), net of tax			
Hedging activity:			
Settlements	1.7	0.9	(25.3)
Realized (gains) losses reclassified into earnings	(0.2)	(2.3)	4.9
Unrealized gains	2.3	2.8	1.3
Pension activity:			
Change in funded status of pension plan obligations	7.1	15.6	(20.7)
Gains related to pension settlement reclassified to earnings	(2.1)	(1.3)	(3.6)
Other comprehensive income (loss), net of tax	8.8	15.7	(43.4)
Comprehensive income	597.9	587.8	545.5
Comprehensive (income) loss attributable to noncontrolling interests	(0.2)	(0.3)	0.3
Comprehensive income attributable to Republic Services, Inc.	$ 597.7	$ 587.5	$ 545.8

The accompanying notes are an integral part of these financial statements.

REPUBLIC SERVICES, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(in millions)

	Republic Services, Inc. Stockholders' Equity							
	Common Stock		Additional Paid-In	Retained	Treasury Stock		Accumulated Other Comprehensive Income (Loss),	Noncontrolling
	Shares	Amount	Capital	Earnings	Shares	Amount	Net of Tax	Interests
Balance as of December 31, 2010	400.2	$ 4.0	$ 6,431.1	$ 1,890.3	(16.5)	$ (500.8)	$ 21.9	$ 2.4
Net income	-	-	-	589.2	-	-	-	(0.3)
Change in the value of derivative instruments, net of tax of $13.4	-	-	-	-	-	-	(19.1)	-
Employee benefit plan liability adjustments, net of tax of $17.1	-	-	-	-	-	-	(24.3)	-
Cash dividends declared	-	-	-	(314.1)	-	-	-	-
Issuances of common stock	1.9	-	43.2	-	-	-	-	-
Stock-based compensation	-	-	21.3	(0.7)	-	-	-	-
Purchase of common stock for treasury	-	-	-	-	(15.7)	(460.7)	-	-
Balance as of December 31, 2011	402.1	4.0	6,495.6	2,164.7	(32.2)	(961.5)	(21.5)	2.1
Net income	-	-	-	571.8	-	-	-	0.3
Change in the value of derivative instruments, net of tax of $1.0	-	-	-	-	-	-	1.4	-
Employee benefit plan liability adjustments, net of tax of $12.2	-	-	-	-	-	-	14.3	-
Cash dividends declared	-	-	-	(332.5)	-	-	-	-
Issuances of common stock	3.1	0.1	72.3	-	-	-	-	-
Stock-based compensation	-	-	21.0	(0.8)	-	-	-	-
Purchase of common stock for treasury	-	-	-	-	(11.9)	(325.6)	-	-
Balance as of December 31, 2012	405.2	4.1	6,588.9	2,403.2	(44.1)	(1,287.1)	(5.8)	2.4
Net income	-	-	-	588.9	-	-	-	0.2
Change in the value of derivative instruments, net of tax of $2.7	-	-	-	-	-	-	3.8	-
Employee benefit plan liability adjustments, net of tax of $3.4	-	-	-	-	-	-	5.0	-
Cash dividends declared	-	-	-	(357.3)	-	-	-	-
Issuances of common stock	5.8	-	158.8	-	-	-	-	-
Stock-based compensation	-	-	17.2	(2.1)	-	-	-	-
Purchase of common stock for treasury	-	-	-	-	(6.5)	(214.1)	-	-
Balance as of December 31, 2013	411.0	$ 4.1	$ 6,764.9	$ 2,632.7	(50.6)	$ (1,501.2)	$ 3.0	$ 2.6

The accompanying notes are an integral part of these financial statements.

REPUBLIC SERVICES, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Years Ended December 31,		
	2013	2012	2011
Cash provided by operating activities:			
Net income	$ 589.1	$ 572.1	$ 588.9
Adjustments to reconcile net income to cash provided by operating activities:			
Depreciation, amortization, depletion and accretion	954.0	926.9	921.6
Non-cash interest expense	47.5	58.4	75.4
Restructuring related charges	8.6	11.1	-
Stock-based compensation	19.2	21.2	20.6
Deferred tax (benefit) provision	(38.5)	83.9	334.8
Provision for doubtful accounts, net of adjustments	16.1	29.7	21.0
Loss on extinguishment of debt	2.1	112.6	210.8
(Gain) loss on disposition of assets, net and asset impairments	(11.0)	(14.1)	6.1
Withdrawal liability - Central States Pension Fund and Other Funds	140.7	30.7	-
Environmental adjustments	83.7	62.4	3.6
Excess income tax benefit from stock option exercises and other non-cash items	(6.7)	(4.1)	(9.2)
Change in assets and liabilities, net of effects from business acquisitions and divestitures:			
Accounts receivable	(61.6)	(37.2)	(16.0)
Prepaid expenses and other assets	(25.9)	(13.9)	(5.1)
Accounts payable	37.9	(49.6)	11.9
Restructuring and synergy related expenditures	(15.8)	(70.3)	(3.0)
Capping, closure and post-closure expenditures	(85.6)	(77.6)	(105.7)
Remediation expenditures	(122.5)	(73.1)	(45.0)
Other liabilities	16.9	(55.3)	(244.0)
Cash provided by operating activities	1,548.2	1,513.8	1,766.7
Cash used in investing activities:			
Purchases of property and equipment	(880.8)	(903.5)	(936.5)
Proceeds from sales of property and equipment	23.9	28.7	34.6
Cash used in business acquisitions and development projects, net of cash acquired	(68.7)	(95.3)	(42.6)
Cash proceeds from divestitures, net of cash divested	2.7	9.6	14.2
Change in restricted cash and marketable securities	(5.5)	23.2	(16.8)
Other	(5.4)	(0.3)	(3.1)
Cash used in investing activities	(933.8)	(937.6)	(950.2)
Cash used in financing activities:			
Proceeds from notes payable and long-term debt	1,219.2	2,771.4	1,416.4
Proceeds from issuance of senior notes, net of discount	-	847.6	1,844.9
Payments of notes payable and long-term debt	(1,278.1)	(3,568.2)	(3,224.5)
Premiums paid on extinguishment of debt	-	(25.8)	(89.6)
Fees paid to issue and retire senior notes and certain hedging relationships	(1.6)	(17.5)	(58.8)
Issuances of common stock	150.8	70.4	40.7
Excess income tax benefit from stock option exercises	3.8	1.9	2.5
Purchases of common stock for treasury	(214.1)	(325.6)	(460.7)
Cash dividends paid	(348.5)	(329.1)	(309.4)
Distributions paid to noncontrolling interests	(0.2)	-	-
Cash used in financing activities	(468.7)	(574.9)	(838.5)
Increase (decrease) in cash and cash equivalents	145.7	1.3	(22.0)
Cash and cash equivalents at beginning of year	67.6	66.3	88.3
Cash and cash equivalents at end of year	$ 213.3	$ 67.6	$ 66.3

The accompanying notes are an integral part of these financial statements.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

Republic Services, Inc., a Delaware corporation, and its consolidated subsidiaries (also referred to collectively as Republic, we, us, or our) is the second largest provider of non-hazardous solid waste collection, transfer, recycling and disposal services in the United States, as measured by revenue. We manage and evaluate our operations through three geographic regions – East, Central, and West, which we have identified as our reportable segments.

The consolidated financial statements include the accounts of Republic and its wholly owned and majority owned subsidiaries in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). We account for investments in entities in which we do not have a controlling financial interest under either the equity method or cost method of accounting, as appropriate. All material intercompany accounts and transactions have been eliminated in consolidation.

For comparative purposes, certain prior year amounts have been reclassified to conform to the current year presentation. All dollar amounts in tabular presentations are in millions, except per share amounts and unless otherwise noted.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Management's Estimates and Assumptions

In preparing our financial statements, we make numerous estimates and assumptions that affect the amounts reported in these financial statements and accompanying notes. We must make these estimates and assumptions because certain information that we use is dependent on future events, cannot be calculated with a high degree of precision from data available or simply cannot be readily calculated based on generally accepted methodologies. In preparing our financial statements, the more critical and subjective areas that deal with the greatest amount of uncertainty relate to our accounting for our long-lived assets, including recoverability, landfill development costs, and final capping, closure and post-closure costs; our valuation allowances for accounts receivable and deferred tax assets; our liabilities for potential litigation, claims and assessments; our liabilities for environmental remediation, multiemployer pension plans, employee benefit plans, deferred taxes, uncertain tax positions; self-insurance reserves; and our estimates of the fair values of assets acquired and liabilities assumed in any acquisition. Each of these items is discussed in more detail elsewhere in these Notes to Consolidated Financial Statements. Our actual results may differ significantly from our estimates.

Cash and Cash Equivalents

We consider liquid investments with a maturity at the date of acquisition of three months or less to be cash equivalents.

We may have net book credit balances in our primary disbursement accounts at the end of a reporting period. We classify such credit balances as accounts payable in our consolidated balance sheets as checks presented for payment to these accounts are not payable by our banks under overdraft arrangements, and, therefore, do not represent short-term borrowings. As of December 31, 2013 and 2012, there were net book credit balances of $39.6 million and $51.0 million in our primary disbursement accounts that were classified as accounts payable on our consolidated balance sheets.

Concentration of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash and cash equivalents, trade accounts receivable and derivative instruments. We place our cash and cash equivalents with high quality financial institutions. Such balances may be in excess of FDIC insured limits. To manage the related

credit exposure, we continually monitor the credit worthiness of the financial institutions where we have deposits. Concentrations of credit risk with respect to trade accounts receivable are limited due to the wide variety of customers and markets in which we provide services, as well as the dispersion of our operations across many geographic areas. We provide services to commercial, industrial, municipal and residential customers in the United States and Puerto Rico. We perform ongoing credit evaluations of our customers, but generally do not require collateral to support customer receivables. We establish an allowance for doubtful accounts based on various factors including the credit risk of specific customers, age of receivables outstanding, historical trends, economic conditions and other information.

Accounts Receivable, Net of Allowance for Doubtful Accounts

Accounts receivable represent receivables from customers for collection, transfer, recycling, disposal and other services. Our receivables are recorded when billed or when the related revenue is earned, if earlier, and represent claims against third parties that will be settled in cash. The carrying value of our receivables, net of the allowance for doubtful accounts, represents their estimated net realizable value. Provisions for doubtful accounts are evaluated on a monthly basis and are recorded based on our historical collection experience, the age of the receivables, specific customer information and economic conditions. We also review outstanding balances on an account-specific basis. In general, reserves are provided for accounts receivable in excess of 90 days outstanding. Past due receivable balances are written-off when our collection efforts have been unsuccessful in collecting amounts due.

The following table reflects the activity in our allowance for doubtful accounts for the years ended December 31, 2013, 2012 and 2011:

	2013	2012	2011
Balance at beginning of year	$ 45.3	$ 48.1	$ 50.9
Additions charged to expense	16.1	29.7	21.0
Accounts written-off	(23.1)	(32.5)	(23.8)
Balance at end of year	$ 38.3	$ 45.3	$ 48.1

Restricted Cash and Marketable Securities

As of December 31, 2013, we had $169.7 million of restricted cash and marketable securities. We obtain funds through the issuance of tax-exempt bonds for the purpose of financing qualifying expenditures at our landfills, transfer stations, collection and recycling centers. The funds are deposited directly into trust accounts by the bonding authorities at the time of issuance. As the use of these funds is contractually restricted, and we do not have the ability to use these funds for general operating purposes, they are classified as restricted cash and marketable securities in our consolidated balance sheets.

In the normal course of business, we may be required to provide financial assurance to governmental agencies and a variety of other entities in connection with municipal residential collection contracts, closure or post-closure of landfills, environmental remediation, environmental permits, and business licenses and permits as a financial guarantee of our performance. At several of our landfills, we satisfy financial assurance requirements by depositing cash into restricted trust funds or escrow accounts.

Property and Equipment

We record property and equipment at cost. Expenditures for major additions and improvements to facilities are capitalized, while maintenance and repairs are charged to expense as incurred. When property is retired or

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

otherwise disposed, the related cost and accumulated depreciation are removed from the accounts and any resulting gain or loss is reflected in the consolidated statements of income.

We revise the estimated useful lives of property and equipment acquired through business acquisitions to conform with our policies. We depreciate assets over their estimated useful lives using the straight-line method. We assume no salvage value for our depreciable property and equipment. The estimated useful lives of our property and equipment are as follows:

Buildings and improvements	7 - 40 years
Vehicles	5 - 12 years
Landfill equipment	7 - 10 years
Other equipment	3 - 15 years
Furniture and fixtures	5 - 12 years

Landfill development costs are also included in property and equipment. Landfill development costs include direct costs incurred to obtain landfill permits and direct costs incurred to acquire, construct and develop sites, as well as final capping, closure and post-closure assets. These costs are amortized or depleted based on consumed airspace. All indirect landfill development costs are expensed as incurred. For additional information, see Note 8, *Landfill and Environmental Costs.*

Capitalized Interest

We capitalize interest on landfill cell construction and other construction projects if they meet the following criteria:

- Total construction costs are $50,000 or greater;
- The construction phase is one month or longer; and
- The assets have a useful life of one year or longer.

Interest is capitalized on qualified assets while they undergo activities to ready them for their intended use. Capitalization of interest ceases once an asset is placed into service or if construction activity is suspended for more than a brief period of time. Our interest capitalization rate is based on our weighted average cost of indebtedness. Interest capitalized was $7.3 million, $8.4 million and $8.1 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Fair Value of Financial Instruments

Our financial instruments include cash and cash equivalents, restricted cash and marketable securities, fuel, commodity and interest rate hedges, long-term debt and assets in our defined benefit plan. Accounting standards include disclosure requirements around fair values used for certain financial instruments and establish a fair value hierarchy. The hierarchy prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of three levels:

- Level 1 – inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

- Level 2 – inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation

techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

- Level 3 – inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

See Note 11, *Employee Benefit Plans,* and Note 16, *Financial Instruments*, for fair value disclosures related to our defined benefit pension plan investments and financial instruments, respectively.

Investments Other Than Derivatives

Investments other than derivatives primarily include money market funds, common stock, mutual funds, real estate investment trusts, U.S. government and agency securities, municipal and corporate bonds, foreign government and corporate bonds. In general, and where applicable, we use quoted prices in active markets for identical assets or liabilities to determine fair value. This pricing methodology applies to our Level 1 investments, such as money market funds, common stock and certain mutual funds. If quoted prices in active markets for identical assets or liabilities are not available to determine fair value, then we use quoted prices for similar assets and liabilities or inputs other than the quoted prices that are observable either directly or indirectly. These investments are included in Level 2 and consist primarily of corporate bonds, foreign government bonds, real estate investment trusts and certain agency securities.

Derivative Financial Instruments

We use derivative financial instruments to manage our risk associated with changing interest rates and changing prices for commodities we frequently purchase or sell by creating offsetting market exposures. We use interest rate swap agreements to manage risk associated with fluctuations in interest rates. We have entered into multiple agreements designated as cash flow hedges to mitigate some of our exposure to changes in diesel fuel prices and prices of certain recycling commodities.

All derivatives are measured at fair value and recognized in the balance sheet as assets or liabilities, as appropriate. For derivatives designated as cash flow hedges, changes in fair value of the effective portions of derivative instruments are reported in stockholders' equity as components of other comprehensive income until the forecasted transaction occurs or is not probable of occurring. When the forecasted transaction occurs or is not probable of occurring, the realized net gain or loss is then recognized in the consolidated statements of income. Changes in fair value of the ineffective portions of derivative instruments are recognized currently in earnings.

The fair values of our diesel fuel and recycling commodity hedges are determined using standard valuation models with assumptions about prices and other relevant information based on those observed in the underlying markets (Level 2 in the fair value hierarchy). The estimated fair values of derivatives used to hedge risks fluctuate over time and should be viewed in relation to the underlying hedged transactions.

Landfill and Environmental Costs

Life Cycle Accounting

We use life-cycle accounting and the units-of-consumption method to recognize certain landfill costs over the life of the site. In life cycle accounting, all costs to acquire and construct a site are capitalized, and charged to expense based on the consumption of cubic yards of available airspace.

Costs and airspace estimates are developed at least annually by engineers. We use these estimates to adjust the rates we use to deplete capitalized costs. Changes in these estimates primarily relate to changes in available airspace, inflation and applicable regulations. Changes in available airspace include but are not limited to changes due to the addition of airspace lying in probable expansion areas, airspace consumed and changes in engineering estimates.

Probable Expansion Airspace

We classify landfill disposal capacity as either permitted (having received the final permit from the applicable regulatory agency) or as probable expansion airspace. Before airspace included in an expansion area is determined to be probable expansion airspace and, therefore, is included in our calculation of total available disposal capacity, all of the following criteria must be met:

- We own the land associated with the expansion airspace or control it pursuant to an option agreement;
- We are committed to supporting the expansion project financially and with appropriate resources;
- There are no identified fatal flaws or impediments associated with the project, including political impediments;
- Progress is being made on the project;
- The expansion is attainable within a reasonable time frame; and
- We believe it is likely the expansion permit will be received.

Upon meeting our expansion criteria, the rates used at each applicable landfill to expense costs to acquire, construct, cap, close and maintain a site during the post-closure period are adjusted to include both the probable expansion airspace and the additional costs to be capitalized or accrued associated with that expansion airspace.

We have identified three steps that landfills generally follow to obtain expansion permits. These steps are as follows:

- Obtaining approval from local authorities;
- Submitting a permit application to state authorities; and
- Obtaining permit approval from state authorities.

We continually monitor our progress toward obtaining permits for each of our sites with probable airspace. If we determine that a landfill expansion area no longer meets our criteria, the probable expansion airspace is removed from the landfill's total available capacity and the rates used at the landfill to deplete costs to acquire, construct, cap, close and maintain a site during the post-closure period are adjusted accordingly. In addition, any amounts capitalized for the probable expansion airspace are charged to expense in the period in which it is determined that the criteria are no longer met.

Capitalized Landfill Costs

Capitalized landfill costs include expenditures for land, permitting, cell construction and environmental structures. Capitalized permitting and cell construction costs are limited to direct costs relating to these activities, including legal, engineering and construction costs associated with excavation, natural and synthetic liners, construction of leachate collection systems, installation of methane gas collection and monitoring systems, installation of groundwater monitoring wells and other costs associated with the development of the site. Interest is capitalized on landfill construction projects while the assets are undergoing activities to ready them for their intended use. Capitalized landfill costs also include final capping, closure and post-closure assets and are depleted as airspace is consumed using the units-of-consumption method.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Costs related to acquiring land, excluding the estimated residual value of unpermitted, non-buffer land, and costs related to permitting and cell construction are depleted as airspace is consumed using the units-of-consumption method.

Capitalized landfill costs also may include an allocation of purchase price paid for landfills. For landfills purchased as part of a group of assets, the purchase price assigned to the landfill is determined based on the estimated fair value of the landfill relative to the fair value of other assets within the acquired group. If the landfill meets our expansion criteria, the purchase price is further allocated between permitted airspace and expansion airspace based on the respective ratios to total available airspace. Landfill purchase price is amortized using the units-of-consumption method over the total available airspace, including probable expansion airspace, where appropriate.

Final Capping, Closure and Post-Closure Costs

Final capping

We have future obligations for final capping, closure and post-closure costs with respect to the landfills we own or operate as set forth in applicable landfill permits. The permit requirements are based on the Subtitle C and Subtitle D regulations of the Resource Conservation and Recovery Act, as implemented and applied on a state-by-state basis. We define final capping as activities required to permanently cover a portion of a landfill that has been completely filled with waste. Final capping typically includes installing flexible membrane and geosynthetic clay liners, drainage and compact soil layers, and topsoil, and is constructed over an area of the landfill where total airspace capacity has been consumed and waste disposal operations have ceased. These final capping activities occur in phases as needed throughout the operating life of a landfill as specific areas are filled to capacity and the final elevation for that specific area is reached in accordance with the provisions of the operating permit. We consider final capping events to be discrete activities that are recognized as asset retirement obligations separately from other closure and post-closure obligations. As a result, we use a separate rate per ton for recognizing the principal amount of the liability and related asset associated with each capping event. We amortize the asset recorded pursuant to this approach as waste volume related to the capacity covered by the capping event is placed into the landfill based on the consumption of cubic yards of available airspace.

Closure and post-closure

Closure and post-closure activities occur after the entire landfill ceases to accept waste and closes. These activities involve methane gas control, leachate management and groundwater monitoring, surface water monitoring and control, and other operational and maintenance activities that occur after the site ceases to accept waste. Obligations associated with monitoring and controlling methane gas migration and emissions are set forth in applicable landfill permits and these requirements are based on the provisions of the Clean Air Act. The post-closure period generally runs for 30 years after final site closure for municipal solid waste landfills and a shorter period for construction and demolition landfills and inert landfills. We recognize asset retirement obligations and the related amortization expense for closure and post-closure (excluding obligations for final capping) using the units-of-consumption method over the total remaining capacity of the landfill, including probable expansion airspace.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Estimated future expenditures

Estimates of future expenditures for final capping, closure and post-closure are developed at least annually by engineers. Management reviews these estimates and our operating and accounting personnel use them to adjust the rates used to capitalize and amortize these costs. These estimates involve projections of costs that will be incurred during the remaining life of the landfill for final capping activities, after the landfill ceases operations and during the legally required post-closure monitoring period. We currently retain post-closure responsibility for 124 closed landfills.

Fair value measurements

In general, we engage third parties to perform most of our final capping, closure and post-closure activities. Accordingly, the fair value of these activities is based on quoted and actual prices paid for similar work. We also perform some of our final capping, closure and post-closure activities using internal resources. Where we expect internal resources to be used to fulfill an asset retirement obligation, we add a profit margin to the estimated cost of such services to better reflect their fair value. If we perform these services internally, the added profit margin is recognized as a component of operating income in the period the obligation is settled.

An estimate of fair value should include the price that marketplace participants are able to receive for bearing the uncertainties in cash flows. However, when utilizing discounted cash flow techniques, reliable estimates of market premiums may not be obtainable. In this situation, it is not necessary to consider a market risk premium in the determination of expected cash flows. While the cost of asset retirement obligations associated with final capping, closure and post-closure can be quantified and estimated, there is not an active market that can be utilized to determine the fair value of these activities. In the waste industry, there generally is not a market for selling the responsibility for final capping, closure and post-closure independent of selling the landfill in its entirety. Accordingly, we believe that it is not possible to develop a methodology to reliably estimate a market risk premium and have excluded a market risk premium from our determination of expected cash flow for landfill asset retirement obligations. Absent quoted market prices, the estimate of fair value is based on the best available information, including the results of present value techniques.

Our estimates of costs to discharge asset retirement obligations for landfills are developed in today's dollars. These costs are inflated each year to reflect a normal escalation of prices up to the year they are expected to be paid. We use a 2.5% inflation rate, which is based on the ten-year historical moving average increase of the U.S. Consumer Price Index, and is the rate used by most waste industry participants.

These estimated costs are then discounted to their present values using a credit-adjusted, risk-free interest rate. In general, the credit-adjusted, risk-free interest rate we used for liability recognition was 5.00% and 4.75% for the years ended December 31, 2013 and 2012, respectively, which was based on the estimated all-in yield we would have needed to offer to sell thirty-year debt in the public market. However, as part of the initial application of purchase accounting, our capping, closure and post-closure obligations acquired from Allied Waste Industries, Inc. (Allied) were recorded at their fair values as of the acquisition date, and were discounted using a rate of 9.75% due to market conditions at the time of the acquisition.

Changes in assets retirement obligations

A liability for an asset retirement obligation is recognized in the period in which it is incurred and is initially measured at fair value. The offset to the liability is capitalized as part of the carrying amount of the related long-lived asset. Changes in the liabilities due to revisions to estimated future cash flows are recognized by increasing or decreasing the liabilities with the offsets adjusting the carrying amounts of the related long-lived assets, and may also require immediate adjustments to amortization expense in the consolidated statement of income.

Upward revisions in the amount of undiscounted estimated cash flows used to record a liability are discounted using the credit-adjusted, risk-free interest rate in effect at the time of the change. Downward revisions in the amount of undiscounted estimated cash flows used to record a liability are discounted using the credit-adjusted, risk-free rate that existed when the original liability was recognized.

Changes in asset retirement obligations due to the passage of time are measured by recognizing accretion expense in a manner that results in a constant effective interest rate being applied to the average carrying amount of the liability. The effective interest rate used to calculate accretion expense is our credit-adjusted, risk-free interest rate in effect at the time the liabilities were recorded.

We review our calculations with respect to landfill asset retirement obligations at least annually. If there is a significant change in the facts and circumstances related to a landfill during the year, we will review our calculations for the landfill as soon as practical after the change has occurred.

Landfill operating expenses

Costs associated with daily maintenance activities and environmental compliance during the operating life of the landfill are expensed as incurred. These costs include, among other things, leachate treatment and disposal, methane gas and groundwater monitoring and systems maintenance, interim cap maintenance, costs associated with the application of daily cover materials, and the legal and administrative costs of ongoing environmental compliance.

Environmental Liabilities

We are subject to an array of laws and regulations relating to the protection of the environment, and we remediate sites in the ordinary course of our business. Under current laws and regulations, we may be responsible for environmental remediation at sites that we either own or operate, including sites that we have acquired, or sites where we have (or a company that we have acquired has) delivered waste. Our environmental remediation liabilities primarily include costs associated with remediating groundwater, surface water and soil contamination, as well as controlling and containing methane gas migration and the related legal costs. To estimate our ultimate liability at these sites, we evaluate several factors, including the nature and extent of contamination at each identified site, the required remediation methods, the apportionment of responsibility among the potentially responsible parties and the financial viability of those parties. We accrue for costs associated with environmental remediation obligations when such costs are probable and reasonably estimable in accordance with accounting for loss contingencies. We periodically review the status of all environmental matters and update our estimates of the likelihood of and future expenditures for remediation as necessary. Changes in the liabilities resulting from these reviews are recognized currently in earnings in the period in which the adjustment is known. Adjustments to estimates are reasonably possible in the near term and may result in changes to recorded amounts. With the exception of those obligations assumed in the acquisition of Allied, environmental obligations are recorded on an undiscounted basis. Environmental obligations assumed in the acquisition of Allied, which were initially estimated on a discounted basis, are accreted to full value over time through charges to interest expense. Adjustments arising from changes in amounts and timing of estimated costs and settlements may result in increases or decreases in these obligations and are calculated on a discounted basis as they were initially estimated on a discounted basis. These adjustments are charged to operating income when they are known. We perform a comprehensive review of our environmental obligations annually and also review changes in facts and circumstances associated with these obligations at least quarterly. We have not reduced the liabilities we have recorded for recoveries from other potentially responsible parties or insurance companies.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Business Combinations

We acquire businesses in the waste industry, including non-hazardous waste collection, transfer, recycling and disposal operations, as part of our growth strategy. Businesses are included in the consolidated financial statements from the date of acquisition.

We recognize, separately from goodwill, the identifiable assets acquired and liabilities assumed at their estimated acquisition-date fair values. We measure and recognize goodwill as of the acquisition date as the excess of: (1) the aggregate of the fair value of consideration transferred, the fair value of any noncontrolling interest in the acquiree (if any) and the acquisition date fair value of our previously held equity interest in the acquiree (if any), over (2) the fair value of assets acquired and liabilities assumed. If information about facts and circumstances existing as of the acquisition date is incomplete by the end of the reporting period in which a business combination occurs, we report provisional amounts for the items for which the accounting is incomplete. The measurement or allocation period ends once we receive the information we are seeking; however, this period will not exceed one year from the acquisition date. Any material adjustments recognized during the measurement period will be reflected retrospectively in the consolidated financial statements of the subsequent period. We recognize third-party transaction related costs as expense currently in the period in which they are incurred.

Goodwill and Other Intangible Assets

We annually test goodwill for impairment at December 31, or when an indicator of impairment exists. We test goodwill for impairment using the two-step process. The first step is a screen for potential impairment, while the second step measures the amount of the impairment, if any. The first step of the goodwill impairment test compares the fair value of a reporting unit with its carrying amount, including goodwill.

We have defined our reporting units to be consistent with our operating segments: East, Central and West. In determining fair value, we primarily use discounted future cash flows and operating results based on a comparative multiple of earnings or revenues.

Significant estimates used in our fair value calculation using discounted future cash flows include: (1) estimates of future revenue and expense growth by reporting unit, which we estimate to range from 2% to 4% annually; (2) future estimated effective tax rates, which we estimate to be 40%; (3) future estimated capital expenditures and future required investments in working capital; (4) estimated discount rates, which we estimate to range between 7% and 8%; and (5) the future terminal value of the reporting unit, which is based on its ability to exist into perpetuity. Significant estimates used in the fair value calculation utilizing market value multiples include: (a) estimated future growth potential of the reporting unit; (b) estimated multiples of revenue or earnings a willing buyer is likely to pay; and (c) estimated control premium a willing buyer is likely to pay.

In addition, we evaluate a reporting unit for impairment if events or circumstances change between annual tests, indicating a possible impairment. Examples of such events or circumstances include: (1) a significant adverse change in legal factors or in the business climate; (2) an adverse action or assessment by a regulator; (3) a more likely than not expectation that a reporting unit or a significant portion thereof will be sold; (4) continued or sustained losses at a reporting unit; (5) a significant decline in our market capitalization as compared to our book value; or (6) the testing for recoverability of a significant asset group within the reporting unit.

We assign assets and liabilities from our corporate operating segment to our three reporting units to the extent that such assets or liabilities relate to the cash flows of the reporting unit and would be included in determining the reporting unit's fair value.

In preparing our annual test for impairment as of December 31, 2013, we determined that our indicated fair value of total invested capital exceeded our total market capitalization. We believe one of the primary reconciling

differences between the indicated fair value of total invested capital and our total market capitalization is due to a control premium. We believe the control premium represents the value a market participant could extract as savings or synergies by obtaining control, and thereby eliminating duplicative overhead and operating costs resulting from consolidating routes and internalizing waste streams.

As of December 31, 2013, we determined that the indicated fair value of our reporting units exceeded their carrying value by approximately 40% on average and, therefore, we noted no indicators of impairment at our reporting units.

We will continuously monitor market trends in our business, the related expected cash flows and our calculation of market capitalization for purposes of identifying possible indicators of impairment. If our book value per share exceeds our market price per share or if we have other indicators of impairment, we will be required to perform an interim step one impairment analysis, which may lead to a step two analysis and possible impairment of our goodwill. Additionally, we would then be required to review our remaining long-lived assets for impairment.

Our operating segments, which also represent our reporting units, are comprised of several vertically integrated businesses. When an individual business within an integrated operating segment is divested, goodwill is allocated to that business based on its fair value relative to the fair value of its operating segment.

Other intangible assets include values assigned to customer relationships, long-term contracts, non-compete agreements and trade names, and are amortized generally on a straight-line basis over periods ranging from 1 to 23 years.

Asset Impairments

We continually consider whether events or changes in circumstances have occurred that may warrant revision of the estimated useful lives of our long-lived assets (other than goodwill) or whether the remaining balances of those assets should be evaluated for possible impairment. Long-lived assets include, for example, capitalized landfill costs, other property and equipment, and identifiable intangible assets. Events or changes in circumstances that may indicate that an asset may be impaired include the following:

- A significant decrease in the market price of an asset or asset group;
- A significant adverse change in the extent or manner in which an asset or asset group is being used or in its physical condition;
- A significant adverse change in legal factors or in the business climate that could affect the value of an asset or asset group, including an adverse action or assessment by a regulator;
- An accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- A current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group;
- A current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life; or
- An impairment of goodwill at a reporting unit.

There are certain indicators listed above that require significant judgment and understanding of the waste industry when applied to landfill development or expansion. For example, a regulator may initially deny a landfill expansion permit application though the expansion permit is ultimately granted. In addition, management may periodically divert waste from one landfill to another to conserve remaining permitted landfill airspace. Therefore, certain events could occur in the ordinary course of business and not necessarily be considered indicators of impairment due to the unique nature of the waste industry.

If indicators of impairment exist, the asset or asset group is reviewed to determine whether its recoverability is impaired. We assess the recoverability of the asset or asset group by comparing its carrying value to an estimate (or estimates) of its undiscounted future cash flows over its remaining life. If the estimated undiscounted cash flows are not sufficient to recover the carrying value of the asset or asset group, we measure an impairment loss as the amount by which the carrying amount of the asset exceeds its fair value. The loss is recorded in the consolidated statement of income in the period in which such impairment is identified. Estimating future cash flows requires significant judgment, and our projections of future cash flows and remaining useful lives may vary materially from actual results.

Self-Insurance Reserves

Our insurance programs for workers' compensation, commercial general and auto liability, environmental and remediation liability, and employee-related health care benefits are either self-insured or subject to high deductible insurance policies. Accruals for self-insurance reserves are based on claims filed and estimates of claims incurred but not reported. We consider our past claims experience, including both frequency and settlement amount of claims, in determining these estimates. It is possible that recorded reserves may not be adequate to cover the future payment of claims. Adjustments, if any, to estimates recorded resulting from ultimate claim payments will be reflected in the consolidated statements of income in the periods in which such adjustments are known. In general, our self-insurance reserves are recorded on an undiscounted basis; however, the self-insurance liabilities we acquired in the Allied acquisition have been recorded at estimated fair value, and therefore have been discounted to present value based on our estimate of the timing of the related cash flows.

As we are the primary obligor for payment of all claims, we report our insurance claim liabilities on a gross basis in other current and long-term liabilities and any associated recoveries from our insurers are recorded in other assets.

Discontinued Operations

We analyze our operations that have been divested or classified as held-for-sale to determine if they qualify for discontinued operations accounting. Only operations that qualify as a component of an entity under U.S. GAAP are included in discontinued operations. In addition, only components where we do not have significant continuing involvement with the divested operations qualify for discontinued operations accounting. For our purposes, continuing involvement would include continuing to receive waste at our landfill or recycling facility from a divested hauling operation or transfer station or continuing to dispose of waste at a divested landfill or transfer station.

Costs Associated with Exit Activities

We record costs associated with exit activities such as employee termination benefits that represent a one-time benefit when management approves and commits to a plan of termination, and communicates the termination arrangement to the employees, or over the future service period, if any. Other costs associated with exit activities may include contract termination costs, including costs related to leased facilities to be abandoned or subleased, and facility and employee relocation costs.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Contingent Liabilities

We are subject to various legal proceedings, claims and regulatory matters, the outcomes of which are subject to significant uncertainty. In general, we determine whether to disclose or accrue for loss contingencies based on an assessment of whether the risk of loss is remote, reasonably possible or probable, and whether it can be reasonably estimated. We assess our potential liability relating to litigation and regulatory matters based on information available to us. Management develops its assessment based on an analysis of possible outcomes under various strategies. We accrue for loss contingencies when such amounts are probable and reasonably estimable. If a contingent liability is only reasonably possible, we disclose the potential range of the loss, if estimable. Contingent liabilities recorded in purchase accounting are recorded at their fair values. These fair values may be different from the values we would have otherwise recorded, had the contingent liability not been assumed as part of an acquisition of a business.

Accumulated Other Comprehensive Income

Accumulated other comprehensive income is a component of stockholders' equity and includes the effective portion of the net changes in fair value of our cash flow hedges that consist of prices for diesel fuel and recyclable materials, net of tax, settlement and amortization of our interest rate locks and certain adjustments to liabilities associated with our employee benefit plan liabilities, net of tax.

Revenue Recognition

We generally provide services under contracts with municipalities or individual customers. Municipal and commercial contracts are generally long-term and often have renewal options. Advance billings are recorded as deferred revenue, and revenue is recognized over the period services are provided.

We recognize revenue when all four of the following criteria are met:

- Persuasive evidence of an arrangement exists such as a service agreement with a municipality, a hauling customer or a disposal customer;
- Services have been performed such as the collection and hauling of waste or the disposal of waste at a disposal facility we own or operate;
- The price of the services provided to the customer is fixed or determinable; and
- Collectibility is reasonably assured.

Income Taxes

We are subject to income taxes in the United States and Puerto Rico. We record deferred income taxes to reflect the effects of temporary differences between the carrying amounts of assets and liabilities and their tax bases using enacted tax rates that we expect to be in effect when the taxes are actually paid or recovered.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making these determinations, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, tax planning strategies, projected future taxable income and recent financial operating results. If we determine that we would be able to realize a deferred income tax asset in the future in excess of its net recorded amount, we would make an adjustment to the valuation allowance, which would reduce the provision for income taxes.

A tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. Income tax positions must meet a more-likely-than-not recognition threshold at the effective date to be recognized.

We recognize interest and penalties related to uncertain tax positions in the provision for income taxes in the accompanying consolidated statements of income. Accrued interest and penalties are included in other accrued liabilities, and deferred income taxes and other long-term tax liabilities, in the consolidated balance sheets.

Defined Benefit Pension Plan

We currently have one qualified defined pension plan, the BFI Retirement Plan (the Plan). The Plan covers certain current and former employees of Allied in the United States, including some employees subject to collective bargaining agreements. The Plan's benefit formula is based on a percentage of compensation as defined in the Plan document. However, the benefits of approximately 97% of the current plan participants were frozen upon Allied's acquisition of BFI in 1999.

Our pension contributions are made in accordance with funding standards established by the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code, as amended by the Pension Protection Act of 2006. The Plan's assets have been invested as determined by our Retirement Benefits Committee. We annually review and adjust the Plan's asset allocation as deemed necessary.

The benefit obligation and associated income or expense related to the Plan are determined using annually established assumptions for discount rates, expected rates of return and average rates for compensation increases. We determine the discount rate based on a model that matches the timing and amount of expected benefit payments to maturities of high quality bonds priced as of the pension plan measurement date. When that timing does not correspond to a published high-quality bond rate, our model uses an expected yield curve to determine an appropriate current discount rate. The yields on the bonds are used to derive a discount rate for the liability. In developing our expected rate of return assumption, we evaluate long-term expected and historical actual returns on the plan assets, giving consideration to our asset mix and the anticipated duration of our plan obligations. The average rate of compensation increase reflects our expectations of average pay increases over the period benefits are earned. Our assumptions are reviewed annually and adjusted as deemed necessary.

Equity-Based Compensation Plans

We recognize equity-based compensation expense on the estimated grant-date fair value of stock options and similar equity instruments issued as compensation to employees over the requisite service periods.

Cash flows resulting from tax benefits related to tax deductions in excess of those recorded for compensation expense, resulting from the exercise of stock options, are classified as cash flows from financing activities. All other tax benefits related to stock options have been presented as a component of cash flows from operating activities.

We recognize compensation expense on a straight-line basis over the requisite service period for each separately vesting portion of the award, or to the employee's retirement-eligible date, if earlier.

The fair value of each option on the date of grant is estimated using a lattice binomial option-pricing model based on certain valuation assumptions. Expected volatility is based on the weighted average of the most recent one year volatility and a historical rolling average volatility of our stock over the expected life of the option. The risk-free interest rates are based on the published U.S. Treasury yield curve in effect at the time of the grant for

instruments with a similar life. The dividend yield reflects our dividend yield at the date of grant. The expected life represents the period that the stock options are expected to be outstanding, taking into consideration the contractual terms of the options and our employees' historical exercise and post-vesting employment termination behavior, weighted to reflect the job level demographic profile of the employees receiving the option grants. The estimated forfeiture rate used to record compensation expense is based on historical forfeitures and is adjusted periodically based on actual results.

Leases

We lease property and equipment in the ordinary course of our business. Our most significant lease obligations are for property and equipment specific to our industry, including real property operated as a landfill or transfer station and operating equipment. Our leases have varying terms. Some may include renewal or purchase options, escalation clauses, restrictions, penalties or other obligations that we consider in determining minimum lease payments. Leases are classified as either operating leases or capital leases, as appropriate.

Operating Leases

Many of our leases are operating leases. This classification generally can be attributed to either (1) relatively low fixed minimum lease payments (including, for example, real property lease payments that are not fixed and vary based on the volume of waste we receive or process), or (2) minimum lease terms that are much shorter than the assets' economic useful lives. We expect that, in the normal course of business, our operating leases will be renewed, replaced by other leases, or replaced with fixed asset expenditures.

Capital Leases

We capitalize assets acquired under capital leases at the inception of each lease and amortize them to depreciation expense over the lesser of the useful life of the asset or the lease term on either a straight-line or a units-of-consumption basis, depending on the asset leased. We record the present value of the related lease payments as a debt obligation. Our capital lease liability relates primarily to certain long-term landfill operating agreements that require minimum lease payments with offsetting capital lease assets recorded as part of the landfill development costs.

Related Party Transactions

It is our policy that transactions with related parties must be on terms that, on the whole, are no less favorable than those that would be available from unaffiliated parties.

New Accounting Pronouncements

In February 2013, the Financial Accounting Standards Board issued an Accounting Standards Update to the Comprehensive Income Topic in the Accounting Standards Codifications. This update requires separate presentation of the components that are reclassified out of accumulated other comprehensive income either on the face of the financial statements or in the notes to the financial statements. This update also requires companies to disclose the income statement line items impacted by any significant reclassifications, such as the gains and losses on cash flow hedges and defined benefit pension adjustments. These items are required for both interim and annual reporting for public companies and became effective for Republic beginning with the first quarter 2013 Form 10-Q filing. The adoption of the standard did not have an impact on our consolidated financial condition, results of operations or cash flows.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

3. BUSINESS ACQUISITIONS, DISPOSITION OF ASSETS, ASSET IMPAIRMENTS AND RESTRUCTURING CHARGES

Acquisitions

We acquired various solid waste businesses during the years ended December 31, 2013 and 2012. The aggregate cash used in these acquisitions, net of cash acquired, was $68.7 million and $95.3 million, respectively. The purchase price paid for these acquisitions during the years ended December 31, 2013 and 2012 and the allocation of the purchase price is as follows:

	2013	2012
Purchase price:		
Cash used in acquisitions, net of cash acquired	$ 68.7	$ 95.3
Holdbacks	8.4	0.2
Total	77.1	95.5
Allocated as follows:		
Working capital	1.0	4.0
Property and equipment	18.2	29.1
Other liabilities, net	(4.3)	(5.8)
Fair value of assets acquired and liabilities assumed	14.9	27.3
Excess purchase price to be allocated	$ 62.2	$ 68.2
Excess purchase price to be allocated as follows:		
Other intangible assets	23.2	17.1
Goodwill	39.0	51.1
Total allocated	$ 62.2	$ 68.2

Substantially all of the goodwill and intangible assets recorded for these acquisitions are deductible for tax purposes. The pro forma effect of these acquisitions, individually and collectively, was not material.

Disposition of Assets and Asset Impairments

During the year ended December 31, 2013, we recorded a net gain on disposition of assets and impairments of $1.9 million, primarily related to the contingent sale price of $1.0 million received during the first quarter of 2013 in connection with a 2011 business divestiture in our West Region, and the disposal of a business in one market in our West Region, which resulted in a gain of $0.9 million and proceeds of $1.7 million.

During the year ended December 31, 2012, we recorded a net gain on disposition of assets and impairments of $2.7 million, primarily related to a divestiture of a collection business in our East Region and certain assets associated with our rail logistics business for which we received $9.6 million.

During the year ended December 31, 2011, we disposed of businesses in various markets, resulting in a gain of $21.0 million. In connection with the dispositions, we closed a landfill, resulting in an asset impairment charge of $28.7 million for the remaining landfill assets and the acceleration of capping, closure and post-closure obligations. Additionally, we recorded asset impairments of $20.4 million primarily related to certain long-lived assets that were held for sale and for losses on the divestiture of certain businesses and related goodwill. Proceeds from dispositions of solid waste assets were $14.2 million.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Restructuring Charges

During 2012, we restructured our field and corporate operations to create a more efficient and competitive company. These changes include consolidating our field regions from four to three and our areas from 28 to 20, relocating office space, and reducing administrative staffing levels. During the years ended December 31, 2013 and 2012, we incurred $8.6 million and $11.1 million, respectively, of restructuring charges, which consisted of severance and other employee termination benefits, relocation benefits, and the closure of offices with non-cancellable lease terms ranging from 2 to 5 years. During the year ended December 31, 2013, we paid $15.8 million related to these restructuring charges. As of December 31, 2013, $1.8 million remains accrued for severance and other employee termination benefits and lease exit costs. We expect any future expense related to such activities to be immaterial. Substantially all of these charges were recorded in our corporate segment.

4. PROPERTY AND EQUIPMENT, NET

A summary of property and equipment as of December 31 is as follows:

	2013	2012
Other land	$ 377.6	$ 376.9
Non-depletable landfill land	164.2	166.0
Landfill development costs	5,392.7	5,018.0
Vehicles and equipment	5,403.7	4,946.4
Buildings and improvements	935.6	864.2
Construction-in-progress-landfill	72.5	134.5
Construction-in-progress-other	13.3	53.3
	12,359.6	11,559.3
Less: Accumulated depreciation, depletion and amortization:		
Landfill development costs	(2,160.2)	(1,896.4)
Vehicles and equipment	(2,883.8)	(2,512.3)
Buildings and improvements	(278.8)	(240.3)
	(5,322.8)	(4,649.0)
Property and equipment, net	$ 7,036.8	$ 6,910.3

Depreciation, amortization and depletion of property and equipment was $806.7 million, $778.4 million and $766.9 million for the years ended December 31, 2013, 2012 and 2011, respectively.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

5. GOODWILL AND OTHER INTANGIBLE ASSETS, NET

Goodwill

A summary of the activity and balances in our goodwill accounts by reporting segment is as follows:

	Balance as of December 31, 2012	Acquisitions	Divestitures	Adjustments to Acquisitions	Balance as of December 31, 2013
East	$ 3,014.9	$ 7.0	$ -	$ (1.7)	$ 3,020.2
Central	3,242.7	23.2	-	(1.1)	3,264.8
West	4,432.4	8.8	(0.7)	(1.4)	4,439.1
Total	$ 10,690.0	$ 39.0	$ (0.7)	$ (4.2)	$ 10,724.1

	Balance as of December 31, 2011	Acquisitions	Divestitures	Adjustments to Acquisitions	Balance as of December 31, 2012
East	$ 3,003.5	$ 16.4	$ (3.9)	$ (1.1)	$ 3,014.9
Central	3,234.6	9.7	-	(1.6)	3,242.7
West	4,408.9	25.0	-	(1.5)	4,432.4
Total	$ 10,647.0	$ 51.1	$ (3.9)	$ (4.2)	$ 10,690.0

Adjustments to acquisitions for the year ended December 31, 2013 and 2012 primarily related to deferred tax asset adjustments resulting from the exercise of legacy Allied stock options, which were recorded to goodwill in purchase accounting.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other Intangible Assets, Net

Other intangible assets, net, include values assigned to customer relationships, franchise agreements, other municipal agreements, trade names and non-compete agreements, and are amortized over periods ranging from 1 to 23 years. A summary of the activity and balances in other intangible assets accounts by intangible asset type is as follows:

	Gross Intangible Assets				Accumulated Amortization			Net Intangible Assets as of December 31, 2013
	Balance as of December 31, 2012	Acquisitions and Other Additions	Adjustments to Acquisitions/ Divestitures	Balance as of December 31, 2013	Balance as of December 31, 2012	Additions Charged to Expense	Balance as of December 31, 2013	
Customer relationships, franchise and other municipal agreements	$ 579.0	$ 19.9	$ -	$ 598.9	$ (252.4)	$ (57.3)	$ (309.7)	$ 289.2
Trade names	30.0	-	-	30.0	(24.5)	(5.5)	(30.0)	-
Non-compete agreements	20.4	3.2	-	23.6	(12.0)	(2.8)	(14.8)	8.8
Other intangible assets	63.5	0.6	(0.2)	63.9	(45.3)	(0.8)	(46.1)	17.8
Total	$ 692.9	$ 23.7	$ (0.2)	$ 716.4	$ (334.2)	$ (66.4)	$ (400.6)	$ 315.8

	Gross Intangible Assets				Accumulated Amortization			Net Intangible Assets as of December 31, 2012
	Balance as of December 31, 2011	Acquisitions and Other Additions	Adjustments to Acquisitions/ Divestitures	Balance as of December 31, 2012	Balance as of December 31, 2011	Additions Charged to Expense	Balance as of December 31, 2012	
Customer relationships, franchise and other municipal agreements	$ 566.2	$ 12.9	$ (0.1)	$ 579.0	$ (194.4)	$ (58.0)	$ (252.4)	$ 326.6
Trade names	30.0	-	-	30.0	(18.5)	(6.0)	(24.5)	5.5
Non-compete agreements	16.9	3.5	-	20.4	(9.3)	(2.7)	(12.0)	8.4
Other intangible assets	62.9	0.7	(0.1)	63.5	(44.2)	(1.1)	(45.3)	18.2
Total	$ 676.0	$ 17.1	$ (0.2)	$ 692.9	$ (266.4)	$ (67.8)	$ (334.2)	$ 358.7

Based on the amortizable intangible assets recorded in the consolidated balance sheet as of December 31, 2013, amortization expense for each of the next five years is estimated as follows:

2014	$ 61.8
2015	61.4
2016	60.1
2017	58.7
2018	46.3

6. OTHER ASSETS

Prepaid Expenses and Other Current Assets

A summary of prepaid expenses and other current assets as of December 31 is as follows:

	2013	2012
Inventories	$ 37.8	$ 34.5
Prepaid expenses	59.0	54.4
Other non-trade receivables	23.4	23.4
Reinsurance receivable	14.8	16.2
Income tax receivable	55.3	69.0
Commodity and fuel hedge assets	7.0	4.1
Other current assets	3.0	7.7
Total	$ 200.3	$ 209.3

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other Assets

A summary of other assets as of December 31 is as follows:

	2013	2012
Deferred financing costs	$ 51.4	$ 58.8
Deferred compensation plan	65.1	49.9
Notes and other receivables	19.5	17.9
Reinsurance receivables	46.9	59.7
Other	98.0	76.1
Total	$ 280.9	$ 262.4

7. OTHER LIABILITIES

Other Accrued Liabilities

A summary of other accrued liabilities as of December 31 is as follows:

	2013	2012
Accrued payroll and benefits	$ 172.7	$ 157.1
Accrued fees and taxes	121.3	124.2
Self-insurance reserves, current portion	136.6	135.5
Ceded insurance reserves, current portion	14.8	16.2
Accrued dividends	93.7	84.9
Current tax liabilities	-	2.1
Restructuring liabilities	1.8	9.0
Accrued professional fees and legal settlement reserves	28.3	34.6
Other	72.1	60.0
Total	$ 641.3	$ 623.6

Other accrued liabilities includes the fair value of fuel and recycling commodity hedges of $0.7 million and $1.6 million as of December 31, 2013 and 2012, respectively.

Other Long-Term Liabilities

A summary of other long-term liabilities as of December 31 is as follows:

	2013	2012
Deferred compensation plan	$ 67.0	$ 50.0
Pension and other post-retirement liabilities	6.5	12.7
Legal settlement reserves	27.3	36.4
Ceded insurance reserves	46.9	59.7
Withdrawal liability – Central States Pension and Other Funds	171.4	30.7
Other	59.9	31.4
Total	$ 379.0	$ 220.9

Other long-term liabilities includes the fair value of interest rate swaps of $4.4 million as of December 31, 2013.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Self-Insurance Reserves

In general, our self-insurance reserves are recorded on an undiscounted basis. However, our estimate of the self-insurance liabilities assumed in the Allied acquisition have been recorded at fair value, and therefore have been discounted to present value using a rate of 9.75%. Discounted reserves are accreted to non-cash interest expense through the period that they are paid.

Our liabilities for unpaid and incurred but not reported claims as of December 31, 2013 (which include claims for workers' compensation, general liability, vehicle liability and employee health care benefits) were $431.5 million under our risk management program and are included in other accrued liabilities and self-insurance reserves, net of current portion in our consolidated balance sheets. While the ultimate amount of claims incurred is dependent on future developments, we believe recorded reserves are adequate to cover the future payment of claims; however, it is possible that these recorded reserves may not be adequate to cover the future payment of claims. Adjustments, if any, to estimates recorded resulting from ultimate claim payments will be reflected in our consolidated statements of income in the periods in which such adjustments are known. The following table summarizes the activity in our self-insurance reserves for the years ended December 31:

	2013	2012	2011
Balance at beginning of year	$ 426.4	$ 418.3	$ 417.2
Additions charged to expense	379.1	385.5	367.3
Payments	(377.2)	(381.6)	(372.1)
Accretion expense	3.2	4.2	5.9
Balance at end of year	431.5	426.4	418.3
Less: current portion	(136.6)	(135.5)	(114.4)
Long-term portion	$ 294.9	$ 290.9	$ 303.9

8. LANDFILL AND ENVIRONMENTAL COSTS

As of December 31, 2013, we owned or operated 190 active solid waste landfills with total available disposal capacity of approximately 4.9 billion in-place cubic yards. Additionally, we currently have post-closure responsibility for 124 closed landfills.

A summary of our accrued landfill and environmental liabilities as of December 31 is as follows:

	2013	2012
Landfill final capping, closure and post-closure liabilities	$ 1,091.3	$ 1,052.4
Environmental remediation	551.7	563.7
Total accrued landfill and environmental costs	1,643.0	1,616.1
Less: current portion	(178.7)	(195.5)
Long-term portion	$ 1,464.3	$ 1,420.6

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Final Capping, Closure and Post-Closure Costs

The following table summarizes the activity in our asset retirement obligation liabilities, which include liabilities for final capping, closure and post-closure, for the years ended December 31:

	2013	2012	2011
Asset retirement obligation liabilities, beginning of year	$ 1,052.4	$ 1,037.0	$ 1,046.5
Non-cash additions	36.5	33.8	33.9
Acquisitions and other adjustments	(0.6)	(14.6)	15.8
Asset retirement obligation adjustments	12.0	(4.6)	(31.5)
Payments	(85.6)	(77.6)	(105.7)
Accretion expense	76.6	78.4	78.0
Asset retirement obligation liabilities, end of year	1,091.3	1,052.4	1,037.0
Less: current portion	(93.6)	(110.4)	(85.2)
Long-term portion	$ 997.7	$ 942.0	$ 951.8

We review our landfill asset retirement obligations annually. As a result, we recorded a net increase (decrease) in amortization expense of $(0.3) million, $4.9 million and $(9.6) million for 2013, 2012 and 2011, respectively, primarily related to changes in estimates and assumptions concerning the anticipated waste flow, cost and timing of future final capping, closure and post-closure activities.

The fair value of assets that are legally restricted for purposes of settling final capping, closure and post-closure obligations was approximately $56.0 million as of December 31, 2013 and is included in restricted cash and marketable securities in our consolidated balance sheet.

The expected future payments for final capping, closure and post-closure as of December 31, 2013 are as follows:

2014	$ 93.6
2015	119.4
2016	79.4
2017	78.1
2018	88.8
Thereafter	5,052.5
	$ 5,511.8

The estimated remaining final capping, closure and post-closure expenditures presented above are not inflated and not discounted and reflect the estimated future payments for liabilities incurred and recorded as of December 31, 2013.

Environmental Remediation Liabilities

We accrue for remediation costs when they become probable and can be reasonably estimated. There can sometimes be a range of reasonable estimates of the costs associated with remediation of a site. In these cases, we use the amount within the range that constitutes our best estimate. If no amount within the range appears to be a better estimate than any other, we use the amount that is at the low end of such range. It is reasonably possible that we will need to adjust the liabilities recorded for remediation to reflect the effects of new or additional information, to the extent such information impacts the costs, timing or duration of the required actions. If we

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

used the reasonably possible high ends of our ranges, our aggregate potential remediation liability as of December 31, 2013 would be approximately $446 million higher than the amounts recorded. Future changes in our estimates of the cost, timing or duration of the required actions could have a material adverse effect on our consolidated financial position, results of operations or cash flows.

The following table summarizes the activity in our environmental remediation liabilities for the years ended December 31:

	2013	2012	2011
Environmental remediation liabilities, beginning of year	$ 563.7	$ 543.7	$ 552.1
Net additions charged to expense	83.7	62.4	3.6
Payments	(122.5)	(73.1)	(45.0)
Accretion expense (non-cash interest expense)	26.8	30.7	33.0
Environmental remediation liabilities, end of year	551.7	563.7	543.7
Less: Current portion	(85.1)	(85.1)	(99.0)
Long-term portion	$ 466.6	$ 478.6	$ 444.7

The expected undiscounted future payments for remediation costs as of December 31, 2013 are as follows:

2014	$ 85.1
2015	49.8
2016	44.6
2017	35.6
2018	42.3
Thereafter	349.0
	$ 606.4

The following is a discussion of certain of our significant remediation matters:

Bridgeton Landfill. In June 2013, we recorded an environmental remediation charge at our closed Bridgeton Landfill in Missouri of $108.7 million to manage the remediation area and monitor the site. As of December 31, 2013, the remediation liability recorded for this site is $93.9 million, of which $30.9 million is expected to be paid during the next twelve months. We believe the remaining reasonably possible range of loss for remediation costs is $63 million to $342 million.

Countywide Landfill. In September 2009, Republic Services of Ohio II, LLC entered into Final Findings and Orders with the Ohio Environmental Protection Agency that require us to implement a comprehensive operation and maintenance program to manage the remediation area at the Countywide Recycling and Disposal Facility (Countywide). The remediation liability for Countywide recorded as of December 31, 2013 is $47.0 million, of which $4.6 million is expected to be paid during the next twelve months. We believe the reasonably possible range of loss for remediation costs is $46 million to $67 million.

Congress Landfill. In August 2010, Congress Development Company agreed with the State of Illinois to have a Final Consent Order (Final Order) entered by the Circuit Court of Illinois, Cook County. Pursuant to the Final Order, we have agreed to continue to implement certain remedial activities at the Congress Landfill. The remediation liability recorded as of December 31, 2013 is $82.7 million, of which $9.9 million is expected to be paid during the next twelve months. We believe the reasonably possible range of loss for remediation costs is $53 million to $153 million.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

It is reasonably possible that we will need to adjust the liabilities noted above to reflect the effects of new or additional information, to the extent that such information impacts the costs, timing or duration of the required actions. Future changes in our estimates of the costs, timing or duration of the required actions could have a material adverse effect on our consolidated financial position, results of operations or cash flows.

9. DEBT

Our notes payable, capital leases and long-term debt as of December 31, 2013 and 2012 are listed in the following table, and are presented net of adjustments to fair value related to hedging transactions:

		2013			2012		
Maturity	Interest Rate	Principal	Adjustments	Carry Value	Principal	Adjustments	Carry Value
Credit facilities:							
Uncommitted facility	Variable	$ -	$ -	$ -	$ 13.9	$ -	$ 13.9
April 2016	Variable	-	-	-	25.0	-	25.0
May 2017	Variable	-	-	-	-	-	-
Senior notes:							
May 2018	3.800	700.0	(0.1)	699.9	700.0	(0.2)	699.8
September 2019	5.500	650.0	(2.9)	647.1	650.0	(3.4)	646.6
March 2020	5.000	850.0	(0.1)	849.9	850.0	(0.1)	849.9
November 2021	5.250	600.0	-	600.0	600.0	-	600.0
June 2022	3.550	850.0	(2.0)	848.0	850.0	(2.2)	847.8
May 2023	4.750	550.0	(5.7)	544.3	550.0	(1.3)	548.7
March 2035	6.086	275.7	(24.5)	251.2	275.7	(24.9)	250.8
March 2040	6.200	650.0	(0.5)	649.5	650.0	(0.5)	649.5
May 2041	5.700	600.0	(3.3)	596.7	600.0	(3.4)	596.6
Debentures:							
May 2021	9.250	35.3	(1.7)	33.6	35.3	(1.9)	33.4
September 2035	7.400	165.2	(41.0)	124.2	165.2	(41.4)	123.8
Tax-exempt:							
2014 - 2038	0.450 - 5.625	1,087.7	-	1,087.7	1,097.9	(0.4)	1,097.5
Other:							
2014 - 2046	5.000 - 12.203	86.0	-	86.0	87.2	-	87.2
Total Debt		$ 7,099.9	$ (81.8)	7,018.1	$ 7,150.2	$ (79.7)	7,070.5
Less: current portion				(15.7)			(19.4)
Long-term portion				$ 7,002.4			$ 7,051.1

Loss on Extinguishment of Debt

During 2013, 2012 and 2011, we completed financing transactions that resulted in cash paid for premiums and professional fees to repurchase debt, as well as non-cash charges for unamortized debt discounts and deferred issuance costs.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the loss on extinguishment of debt for the years ended December 31, 2013, 2012, and 2011:

	Principal Repaid	Cash Paid on Loss on Extinguishment of Debt	Non-cash Loss on Extinguishment of Debt	Total Loss on Extinguishment of Debt
2013				
Tax-exempt financings	$ 189.1	$ -	$ 2.1	$ 2.1
Loss on extinguishment of debt for the year ended December 31, 2013		$ -	$ 2.1	$ 2.1
2012				
Amendments to Credit Facilities	$ -	$ -	$ 1.5	$ 1.5
$750.0 million 6.875% senior notes due June 2017	750.0	25.8	71.0	96.8
Tax-exempt financings	94.0	-	14.2	14.2
Ineffective portion of interest rate lock settlements	-	0.1	-	0.1
Loss on extinguishment of debt for the year ended December 31, 2012		$ 25.9	$ 86.7	$ 112.6
2011				
$600.0 million 7.125% senior notes due May 2016	$ 600.0	$ 21.4	$ 61.3	$ 82.7
$99.5 million 9.250% debentures due May 2021	64.2	24.2	3.8	28.0
$360.0 million 7.400% debentures due September 2035	194.8	44.7	49.9	94.6
Amendments to Credit Facilities	-	-	1.7	1.7
Ineffective portion of interest rate lock settlements	-	0.3	-	0.3
Tax-exempt financings	30.0	-	3.5	3.5
Loss on extinguishment of debt for the year ended December 31, 2011		$ 90.6	$ 120.2	$ 210.8

Credit Facilities

In May 2012, we amended and restated our $1.25 billion unsecured revolving credit facility due September 2013 (the Amended and Restated Credit Facility) to extend the maturity to May 2017. The Amended and Restated Credit Facility includes a feature that allows us to increase availability, at our option, by an aggregate amount up to $500 million through increased commitments from existing lenders or the addition of new lenders. At our option, borrowings under the Amended and Restated Credit Facility bear interest at a Base Rate, or a Eurodollar Rate, plus an applicable margin based on our Debt Ratings (all as defined in the agreements).

Contemporaneous with the execution of the Amended and Restated Credit Facility, we entered into Amendment No. 1 to our existing $1.25 billion unsecured credit facility (the Existing Credit Facility and, together with the Amended and Restated Credit Facility, the Credit Facilities) to reduce the commitments under the Existing Credit Facility to $1.0 billion and conform certain terms of the Existing Credit Facility to those of the Amended and Restated Credit Facility. Amendment No. 1 does not extend the maturity date under the Existing Credit Facility, which matures in April 2016.

In connection with entering into the Amended and Restated Credit Facility and Amendment No. 1 to the Existing Credit Facility, the guarantees by our subsidiary guarantors of the Amended and Restated Credit Facility and the Existing Credit Facility were released. As a result, the guarantees by our subsidiary guarantors of all of Republic's outstanding senior notes were automatically released. In addition, the guarantees by all of our subsidiary guarantors (other than Allied Waste Industries, Inc. and Allied Waste North America, Inc.) of the

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

9.250% debentures and the 7.400% debentures issued by our subsidiary Browning-Ferris Industries, LLC (successor to Browning-Ferris Industries, Inc.) also were automatically released.

As of December 31, 2013, we had no borrowings under our Credit Facilities. As of December 31, 2012, we had $25.0 million of Eurodollar Rate borrowings at an interest rate of 1.32%. Our Credit Facilities also are subject to facility fees based on applicable rates defined in the agreements and the aggregate commitments, regardless of usage. Availability under our Credit Facilities can be used for working capital, capital expenditures, letters of credit and other general corporate purposes. We had $722.1 million and $909.4 million of letters of credit using availability under our Credit Facilities, leaving $1,527.9 million and $1,315.6 million of availability under our Credit Facilities as of December 31, 2013 and 2012, respectively. We were in compliance with the covenants under our Credit Facilities as of December 31, 2013.

In March 2012, we entered into a $75.0 million uncommitted, unsecured credit facility agreement (the Uncommitted Credit Facility) bearing interest at LIBOR, plus an applicable margin. In July 2012, we amended the Uncommitted Credit Facility to increase the size to $125.0 million, with all other terms remaining unchanged. Our Uncommitted Credit Facility is subject to facility fees defined in the agreement, regardless of usage. We can use borrowings under the Uncommitted Credit Facility for working capital and other general corporate purposes. The agreements governing our Uncommitted Credit Facility require us to comply with certain covenants. The Uncommitted Credit Facility may be terminated by either party at any time. As of December 31, 2013, we had no borrowings under our Uncommitted Credit Facility. As of December 31, 2012, we had $13.9 million of borrowings under our Uncommitted Credit Facility at an interest rate of 1.35%.

Senior Notes and Debentures

In June 2012, we issued $850.0 million of 3.550% senior notes due 2022 (the 3.550% Notes). The 3.550% Notes are unsubordinated and unsecured obligations. We used the net proceeds from the 3.550% Notes to fund the redemption of our subsidiary's, Allied Waste North America, Inc., $750.0 million 6.875% senior notes maturing in 2017 and for general corporate purposes.

In August 2011, our 6.750% senior notes matured. We used cash on hand and incremental borrowings under our Credit Facilities to repay $387.0 million of principal due on these notes.

In May 2011, we issued $700.0 million of 3.800% senior notes due 2018 (the 3.800% Notes), $550.0 million of 4.750% senior notes due 2023 (the 4.750% Notes) and $600.0 million of 5.700% senior notes due 2041 (the 5.700% Notes, together with the 3.800% Notes and the 4.750% Notes, the 2011 Notes). We used the net proceeds from the 2011 Notes as follows: (a) $621.4 million to fund the redemption of our $600.0 million 7.125% senior notes maturing in 2016; (b) $81.6 million to purchase $59.2 million of our subsidiary Browning-Ferris Industries, LLC's 9.250% debentures maturing in 2021; (c) $221.8 million to purchase $180.7 million of our subsidiary Browning-Ferris Industries, LLC's 7.400% debentures maturing in 2035; (d) $619.0 million to repay borrowings under our Credit Facilities; and (e) the remainder for general corporate purposes. In May 2011, our 6.375% senior notes matured. We used cash on hand and incremental borrowings under our Credit Facilities to repay $216.9 million of principal due on these notes.

In February 2011, our 5.750% senior notes matured. We used cash on hand and incremental borrowings under our Credit Facilities to repay $262.9 million of principal due on these notes.

Our senior notes are general senior unsecured obligations. Interest is payable semi-annually. These senior notes have a make-whole call provision that is exercisable at any time prior to the respective maturity dates per the debt table above at a stated redemption price.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The 9.250% debentures are not redeemable prior to maturity and are not subject to any sinking fund requirements. The 7.400% debentures are not subject to any sinking fund requirements and may be redeemed in whole or in part, at our option at any time. The redemption price is equal to the greater of the principal amount of the debentures and the present value of the future principal and interest payments discounted at a rate specified under the terms of the indenture.

Tax-Exempt Financings

As of December 31, 2013 and 2012, we had $1,087.7 million and $1,097.5 million, respectively, of fixed and variable rate tax-exempt financings outstanding with maturities ranging from 2014 to 2038. Approximately 85% of our tax-exempt financings are remarketed quarterly by a remarketing agent to effectively maintain a variable yield. Certain of these variable rate tax-exempt financings are credit enhanced with letters of credit having terms in excess of one year issued by banks with investment grade credit ratings. The holders of the bonds can put them back to the remarketing agent at the end of each interest period. To date, the remarketing agents have been able to remarket our variable rate unsecured tax-exempt bonds. These bonds have been classified as long-term because of our ability and intent to refinance them using availability under our Credit Facilities, if necessary.

As of December 31, 2013, we had $169.7 million of restricted cash and marketable securities, of which $21.9 million represented proceeds from the issuance of tax-exempt bonds and other tax-exempt financings and will be used to fund capital expenditures under the terms of the agreements. Restricted cash and marketable securities also include amounts held in trust as a financial guarantee of our performance.

Other Debt

Other debt primarily includes capital lease liabilities of $85.9 million and $87.0 million as of December 31, 2013 and 2012, respectively, with maturities ranging from 2014 to 2046.

Future Maturities of Debt

Aggregate principal maturities of notes payable, capital leases and other long-term debt as of December 31, 2013 are as follows:

2014	$ 15.7
2015	10.2
2016	4.2
2017	4.5
2018	705.0
Thereafter	6,360.3
	$ 7,099.9

Guarantees

We have guaranteed some of the tax-exempt bonds of our subsidiaries. If a subsidiary fails to meet its obligations associated with tax-exempt bonds as they come due, we will be required to perform under the related guarantee agreement. No additional liability has been recorded for these guarantees because the underlying obligations are reflected in our consolidated balance sheets.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Interest Expense and Interest Paid

Interest paid was $324.0 million, $341.0 million and $396.2 million for the years ended December 31, 2013, 2012 and 2011, respectively. The components of interest expense are as follows:

	2013	2012	2011
Interest expense on debt and capital lease obligations	$ 319.8	$ 338.5	$ 372.9
Accretion of debt discounts	6.9	12.2	25.6
Accretion of remediation reserves and other	40.6	46.2	49.8
Less: capitalized interest	(7.3)	(8.4)	(8.1)
Total interest expense	$ 360.0	$ 388.5	$ 440.2

Interest Rate Swap and Lock Agreements

Our ability to obtain financing through the capital markets is a key component of our financial strategy. Historically, we have managed risk associated with executing this strategy, particularly as it relates to fluctuations in interest rates, by using a combination of fixed and floating rate debt. From time to time, we have also entered into interest rate swap and lock agreements to manage risks associated with interest rates, either to effectively convert specific fixed rate debt to a floating rate (fair value hedges), or to lock interest rates in anticipation of future debt issuances (cash flow hedges).

Fair Value Hedges

During the second half of 2013, we entered into various interest rate swap agreements relative to our 4.750% fixed rate senior notes due in May 2023. These transactions were entered into with the goal of reducing overall borrowing costs and rebalancing our debt portfolio's ratio of fixed to floating interest rates. As of December 31, 2013, these swap agreements have a total notional value of $300.0 million and mature in May 2023, which is identical to the maturity of the hedged senior notes. Under these swap agreements, we pay interest at floating rates based on changes in LIBOR and receive interest at a fixed rate of 4.750%. These transactions were designated as fair value hedges because the swaps hedge against the changes in fair value of the fixed rate senior notes resulting from changes in interest rates. The majority of these interest rate swaps do not contain credit-risk-related contingent features and we believe our exposure to such features, where applicable, is minimal.

As of December 31, 2013, interest rate swap agreements are reflected at their fair value of $4.4 million and are included in other long-term liabilities and, to the extent they are effective, as an adjustment to long-term debt in our consolidated balance sheet. We recognized net interest income of $2.0 million during the year ended December 31, 2013 related to net swap settlements for these interest rate swap agreements, which is included as an offset to interest expense in our consolidated statement of income. For the year ended December 31, 2013, we recognized a gain on the change in fair value of the hedged senior notes attributable to changes in the benchmark interest rate totaling $4.5 million, with an offsetting loss on the related interest rate swaps totaling $4.4 million. The difference of these fair value changes represents hedge ineffectiveness, which is recorded directly in earnings as other income, net.

We previously entered into interest rate swap agreements with a total notional value of $210.0 million that matured in August 2011. This maturity was identical to unsecured notes that also matured in August 2011. Under these swap agreements, we paid interest at floating rates based on changes in LIBOR and received interest at a fixed rate of 6.75%. We reduced interest expense by $5.4 million due to periodic settlements of active swap agreements during year ended December 31, 2011. As of December 31, 2012 we had no interest rate swap agreements outstanding.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Cash Flow Hedges

As of December 31, 2013 and 2012, no interest rate lock cash flow hedges were outstanding. During the second quarter of 2012, we entered into a number of interest rate lock agreements having an aggregate notional amount of $200.0 million with fixed interest rates approximating 2.20% to manage exposure to fluctuations in interest rates in anticipation of the planned issuance of the 3.550% Notes. Upon issuance of the 3.550% Notes, we terminated the interest rate locks and paid $4.8 million to the counterparties. The effective portion of the interest rate locks, recorded as a component of accumulated other comprehensive income, was $4.7 million, or $2.7 million net of tax.

During the first and second quarters of 2011, we entered into a number of interest rate lock agreements having an aggregate notional amount of $725.0 million with fixed interest rates ranging from 3.10% to 4.61% to manage exposure to fluctuations in interest rates in anticipation of the planned issuance of the 2011 Notes. Upon issuance of the 2011 Notes, we terminated the interest rate locks and paid $36.5 million to the counterparties. The effective portion of the interest rate locks, recorded as a component of accumulated other comprehensive income, was $36.2 million, or $21.2 million net of tax.

As of December 31, 2013 and 2012, the effective portion of the interest rate locks, recorded as a component of accumulated other comprehensive income, was $23.0 million and $24.6 million, respectively. The effective portion of the interest rate locks will be amortized as an adjustment to interest expense over the life of the issued debt using the effective interest method. We expect to amortize $2.6 million over the next twelve months as a yield adjustment to our senior notes.

The effective portion of the interest rate locks amortized as a net increase to interest expense during the years ended December 31, 2013, 2012 and 2011 was $2.7 million, $2.2 million and $1.4 million, respectively.

10. INCOME TAXES

The components of the provision for income taxes for the years ended December 31, are as follows:

	2013	2012	2011
Current:			
Federal	$ 289.6	$ 228.7	$ 201.7
State	35.3	29.2	38.6
Deferred:			
Federal and state deferred provision	3.8	83.9	334.8
State deferred benefit - change in valuation allowance	(42.3)	-	-
Uncertain tax positions and interest, and other	(24.3)	(90.0)	(257.7)
Provision for income taxes	$ 262.1	$ 251.8	$ 317.4

The reconciliations of the statutory federal income tax rate to our effective tax rate for the years ended December 31, are as follows:

	2013	2012	2011
Federal statutory rate	35.0%	35.0%	35.0%
State income taxes, net of federal benefit	3.1	2.5	3.2
Change in valuation allowance	(5.0)	-	-
Non-deductible expenses	1.0	1.1	1.6
Uncertain tax position taxes and interest	(1.8)	(4.7)	(2.5)
Other, net	(1.5)	(3.3)	(2.3)
Effective income tax rate	30.8%	30.6%	35.0%

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Our 2013 effective tax rate was favorably impacted by approximately $42 million for adjustments to our valuation allowance, primarily due to the realizability of certain state loss carryforwards. In addition, our 2013 effective tax rate was favorably impacted by the settlement with the Internal Revenue Service (IRS) appeals division and the Joint Committee of Taxation during the first quarter of 2013 for tax years 2009 and 2010. This settlement benefited our 2013 tax provision by approximately $14 million due to the reversals of previously accrued tax and interest.

Our 2012 effective tax rate was favorably impacted by the settlement with the IRS appeals division for tax years 2004 to 2008. This settlement benefited our 2012 tax provision by approximately $35 million due to the reversals of previously accrued tax and interest. In 2011, our effective tax rate was favorably impacted by the settlement with the IRS appeals division for tax years 2000 to 2003. This settlement favorably impacted our 2011 tax provision by approximately $23 million due to the reversals of previously accrued tax and interest.

In addition, our 2013, 2012 and 2011 tax provisions were favorably impacted by the realization of tax credits and lower state rates due to changes in estimates of approximately $9.6 million, $16 million and $19 million, respectively.

During 2013 and 2011, we incurred charges of $0.3 million and $7.1 million, respectively, for dispositions of goodwill that had no corresponding tax basis, and thus, were non-deductible for tax purposes. During 2012, we did not dispose of any goodwill without corresponding tax basis.

The components of the net deferred income tax asset and liability as of December 31, 2013 and 2012 are as follows:

	2013	2012
Deferred tax liabilities relating to:		
Differences between book and tax basis of property	$ (983.6)	$ (955.6)
Difference between book and tax basis of intangible assets	(692.5)	(676.5)
Basis difference due to redemption of partnership interests	(128.5)	(128.6)
Total liabilities	$ (1,804.6)	$ (1,760.7)
Deferred tax assets relating to:		
Environmental reserves	$ 356.0	$ 348.3
Accruals not currently deductible	244.2	232.2
State net operating loss carryforwards	126.4	130.2
Difference between book and tax basis of other assets	111.4	92.4
Deferred taxes on uncertain tax positions	16.4	17.5
Other	5.5	5.8
Total assets	859.9	826.4
Valuation allowance	(76.9)	(124.8)
Net deferred tax asset	783.0	701.6
Net deferred tax liabilities	$ (1,021.6)	$ (1,059.1)

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Changes in the deferred tax valuation allowance for the years ended December 31, 2013, 2012 and 2011 are as follows:

	2013	2012	2011
Valuation allowance, beginning of year	$ 124.8	$ 118.1	$ 120.1
Additions charged to income	0.1	1.9	2.1
Realized deferred tax assets	(42.3)	(3.2)	(4.3)
Expirations of state net operating losses	-	(0.3)	(0.3)
Other, net	(5.7)	8.3	0.5
Valuation allowance, end of year	$ 76.9	$ 124.8	$ 118.1

In assessing the realizability of deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will not be realized after the initial recognition of the deferred tax asset. We also provide valuation allowances, as needed, to offset portions of deferred tax assets due to uncertainty surrounding the future realization of such deferred tax assets. We adjust the valuation allowance in the period management determines it is more likely than not that deferred tax assets will or will not be realized.

During the three months ended December 31, 2013, we determined that it is more likely than not that we will realize a portion of our deferred tax asset related to certain state loss carryforwards. Most of these loss carryforwards are attributable to a specific subsidiary for which we have historically provided a valuation allowance due to uncertainty surrounding the future utilization of these carryforwards in the taxing jurisdictions where the loss carryforwards exist. The realization of this deferred tax asset depends upon the existence of sufficient taxable income in future periods. We evaluated both positive and negative evidence and determined it is more likely than not that a portion of these loss carryforwards will be realized. This resulted in a reduction to our valuation allowance for these loss carryforwards of approximately $43.5 million for the year and three months ended December 31, 2013.

In our evaluation of the need for a valuation allowance, the most significant piece of evidence considered was the objective, direct positive evidence of recent financial results. We also considered our future projections of positive annual income for the specific subsidiary where the majority of the state loss carryforwards reside. From this subsidiary's inception in 1996 through 2008, significant annual losses were reported. Subsequent to our 2008 merger with Allied, annual losses were reported in both 2009 and 2010. In 2011, this subsidiary reported a profit for the first time in its operating history and reported improving annual income in both 2012 and 2013. The primary factors for this gradual migration towards profitability were the continued refinancing of our senior notes and debentures, reductions in this subsidiary's intercompany indebtedness and ongoing operational improvements that have included operational restructurings within our consolidated group. These factors, combined with the expected stable, predictable nature of our business, have led us to conclude that it is more likely than not that we will recognize an incremental benefit from our existing state loss carryforwards.

In prior periods, the most significant piece of negative evidence we considered was this subsidiary's cumulative loss position. As of December 31, 2013, this subsidiary was no longer in a cumulative loss position, thus, this piece of negative evidence, which is given significant weight, no longer exists.

We have state net operating loss carryforwards with an estimated tax effect of $126.4 million available as of December 31, 2013. These state net operating loss carryforwards expire at various times between 2014 and 2033. We believe that it is more likely than not that the benefit from certain state net operating loss carryforwards will not be realized due to limitations on loss carryforward periods in certain states. In recognition of this risk, as of December 31, 2013, we have provided a valuation allowance of $70.6 million. Also, as of December 31, 2013, we have provided a valuation allowance of $6.3 million for certain other deferred tax assets.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Deferred income taxes have not been provided on the undistributed earnings of our Puerto Rican subsidiaries of approximately $41 million and $40 million as of December 31, 2013 and 2012, respectively, as such earnings are considered to be permanently invested in those subsidiaries. If such earnings were to be remitted to us as dividends, we would incur approximately $14 million of federal income taxes.

We made income tax payments (net of refunds received) of approximately $288 million, $185 million and $173 million for 2013, 2012 and 2011, respectively.

Income taxes paid in 2013 reflect the favorable tax depreciation provisions of the American Tax Relief Act of 2012, signed into law on January 2, 2013. This legislation extended 50% bonus depreciation for property placed in service during 2013. This extension helped mitigate the negative impact from the reversal of bonus depreciation taken in prior years.

Income taxes paid in 2012 and 2011 reflect the favorable tax depreciation provisions of the Tax Relief, Unemployment Insurance Reauthorization, and Job Creation Act of 2010 (Tax Relief Act) that was signed into law in December 2010. The Tax Relief Act included 100% bonus depreciation for property placed in service after September 8, 2010 and through December 31, 2011 and 50% bonus depreciation for property placed in service in 2012.

We and our subsidiaries are subject to income tax in the United States and Puerto Rico, as well as income tax in multiple state jurisdictions. Our compliance with income tax rules and regulations is periodically audited by tax authorities. These authorities may challenge the positions taken in our tax filings. Thus, to provide for certain potential tax exposures, we maintain liabilities for uncertain tax positions for our estimate of the final outcome of the examinations.

The following table summarizes the activity in our gross unrecognized tax benefits for the years ended December 31:

	2013	2012	2011
Balance at beginning of year	$ 84.7	$ 54.3	$ 222.8
Additions based on tax positions related to current year	0.3	0.9	-
Additions for tax positions of prior years	11.4	64.0	0.6
Reductions for tax positions of prior years	(2.4)	-	(162.2)
Reductions for tax positions resulting from lapse of statute of limitations	(1.3)	(7.3)	-
Settlements	(20.7)	(27.2)	(6.9)
Balance at end of year	$ 72.0	$ 84.7	$ 54.3

During 2013, we settled with the IRS appeals division and the Joint Committee on Taxation our 2009 and 2010 tax years. The resolution of these tax periods in addition to various state tax resolutions during the year reduced our gross unrecognized tax benefits by $20.7 million.

During 2012, we settled with the IRS appeals division our 2004 to 2008 tax years. The resolution of these tax periods reduced our gross unrecognized tax benefits by $27.2 million. During 2011, we settled with the IRS appeals division our 2000 to 2003 tax years. The resolution of these tax periods reduced our gross unrecognized tax benefits by $166.2 million. We also resolved various state matters during 2011 that, in the aggregate, reduced our gross unrecognized tax benefits by $2.9 million.

Included in our gross unrecognized tax benefits as of December 31, 2013 and 2012 are $46.8 million and $59.9 million of unrecognized tax benefits (net of the federal benefit on state issues) that, if recognized, would affect our effective income tax rate in future periods.

We recognize interest and penalties as incurred within the provision for income taxes in our consolidated statements of income. Related to the unrecognized tax benefits previously noted, we recorded interest expense of approximately $1.2 million during 2013 and, in total as of December 31, 2013, have recognized a liability for penalties of $0.5 million and interest of $17.0 million.

During 2012, we accrued interest of approximately $1 million and, in total as of December 31, 2012, had recognized a liability for penalties of $0.7 million and interest of $18.9 million. During 2011, we accrued interest of $12.0 million and, in total as of December 31, 2011, had recognized a liability for penalties of $0.7 million and interest of $49.7 million.

Gross unrecognized tax benefits that we expect to settle in the following twelve months are in the range of $10 million to $20 million; however, it is reasonably possible that the amount of unrecognized tax benefits will increase or decrease in the next twelve months.

We are under state examination in various jurisdictions for various tax years. These state audits are ongoing.

We believe the liabilities for uncertain tax positions recorded are adequate; however, a significant assessment against us in excess of the liabilities recorded could have a material adverse effect on our consolidated financial position, results of operations or cash flows.

11. EMPLOYEE BENEFIT PLANS

Stock-Based Compensation

In July 1998, we adopted the 1998 Stock Incentive Plan (1998 Plan) to provide for grants of options to purchase shares of common stock, restricted stock and other equity based compensation to our employees and non-employee directors who are eligible to participate in the 1998 Plan. The 1998 Plan expired on June 30, 2008. In February 2007, our board of directors approved the 2007 Stock Incentive Plan (2007 Plan) and in May 2007 our stockholders ratified the 2007 Plan. In March 2011, our board of directors approved the Amended and Restated Republic Services, Inc. 2007 Stock Incentive Plan, and in May 2011 our stockholders ratified the Amended and Restated Plan Republic Services, Inc. 2007 Stock Incentive Plan. In May 2013, our board of directors approved the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan (the Amended and Restated Plan). We currently have 17.1 million shares of common stock reserved for future grants under our Amended and Restated Plan.

Options granted under the 1998 Plan, the 2007 Plan and the Amended and Restated Plan are non-qualified and are granted at a price equal to the fair market value of our common stock at the date of grant. Generally, options granted have a term of seven to ten years from the date of grant, and vest in increments of 25% per year over a period of four years beginning on the first anniversary date of the grant. Options granted to non-employee directors have a term of ten years and are fully vested at the grant date.

In December 2008, the board of directors amended and restated the Republic Services, Inc. 2006 Incentive Stock Plan (formerly known as the Allied Waste Industries, Inc. 2006 Incentive Stock Plan (the 2006 Plan)). Allied's stockholders approved the 2006 Plan in May 2006. The 2006 Plan was amended and restated in December 2008 to reflect Republic as the new sponsor of the Plan, and that any references to shares of common stock are to shares of common stock of Republic, and to adjust outstanding awards and the number of shares available under

the Plan to reflect the Allied acquisition. The 2006 Plan, as amended and restated, provides for the grant of non-qualified stock options, incentive stock options, shares of restricted stock, shares of phantom stock, stock bonuses, restricted stock units, stock appreciation rights, performance awards, dividend equivalents, cash awards, or other stock-based awards. Awards granted under the 2006 Plan prior to December 5, 2008 became fully vested and nonforfeitable upon the closing of the acquisition. Awards may be granted under the 2006 Plan, as amended and restated, after December 5, 2008 only to employees and consultants of Allied and its subsidiaries who were not employed by Republic prior to such date. As of December 31, 2013, there were approximately 15.6 million shares of common stock reserved for future grants under the 2006 Plan.

Stock Options

We use a lattice binomial option-pricing model to value our stock option grants. We recognize compensation expense on a straight-line basis over the requisite service period for each separately vesting portion of the award, or to the employee's retirement eligible date, if earlier. Expected volatility is based on the weighted average of the most recent one year volatility and a historical rolling average volatility of our stock over the expected life of the option. The risk-free interest rate is based on Federal Reserve rates in effect for bonds with maturity dates equal to the expected term of the option. We use historical data to estimate future option exercises, forfeitures (at 3.0% for each of the periods presented) and expected life of the options. When appropriate, separate groups of employees that have similar historical exercise behavior are considered separately for valuation purposes. The weighted-average estimated fair values of stock options granted during the years ended December 31, 2013, 2012 and 2011 were $5.27, $4.77 and $5.35 per option, respectively, which were calculated using the following weighted-average assumptions:

	2013	2012	2011
Expected volatility	28.9%	27.8%	27.3%
Risk-free interest rate	0.7%	0.8%	1.7%
Dividend yield	3.2%	3.2%	2.7%
Expected life (in years)	4.5	4.5	4.4
Contractual life (in years)	7.0	7.0	7.0

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes stock option activity for the years ended December 31, 2013, 2012 and 2011:

	Number of Shares (in millions)	Weighted Average Exercise Price per Share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)
Outstanding as of December 31, 2010	13.6	$ 24.97		
Granted	3.0	29.83		
Exercised	(1.7)	22.31		$ 14.4
Forfeited or expired	(0.6)	28.63		
Outstanding as of December 31, 2011	14.3	26.13		
Granted	3.1	29.63		
Exercised	(2.9)	29.32		$ 18.8
Forfeited or expired	(0.8)	28.80		
Outstanding as of December 31, 2012	13.7	27.51		
Granted	3.0	31.21		
Exercised	(5.5)	26.48		$ 36.0
Forfeited or expired	(0.7)	30.02		
Outstanding as of December 31, 2013	10.5	$ 28.91	4.3	$ 44.8
Exercisable as of December 31, 2013	4.3	$ 27.11	3.0	$ 26.3

During 2013, 2012 and 2011, compensation expense for stock options was $12.9 million, $13.2 million and $13.1 million, respectively.

As of December 31, 2013, total unrecognized compensation expense related to outstanding stock options was $9.1 million, which will be recognized over a weighted average period of 1.8 years. The total fair value of stock options that vested in 2013, 2012 and 2011 was $10.8 million, $10.9 million and $8.7 million, respectively.

We classified excess tax benefits of $3.8 million, $1.9 million and $2.5 million as cash flows from financing activities for 2013, 2012 and 2011, respectively. All other tax benefits related to stock options have been presented as a component of cash flows from operating activities.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Other Stock Awards

The following table summarizes restricted stock unit and restricted stock activity for the years ended December 31, 2013, 2012 and 2011:

	Number of Restricted Stock Units and Shares of Restricted Stock (In Thousands)	Weighted-Average Grant Date Fair Value per Share	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in millions)
Unissued as of December 31, 2010	849.3	$ 26.39		
Granted	179.2	29.97		
Vested and issued	(250.5)	26.61		
Forfeited	(8.0)	24.97		
Unissued as of December 31, 2011	770.0	27.17		
Granted	303.8	27.76		
Vested and issued	(167.2)	26.35		
Forfeited	(1.3)	29.79		
Unissued as of December 31, 2012	905.3	27.51		
Granted	361.8	30.16		
Vested and issued	(243.0)	28.16		
Forfeited	(27.1)	30.66		
Unissued as of December 31, 2013	997.0	$ 28.48	0.6	$ 33.1
Vested and unissued as of December 31, 2013	618.0	$ 26.96		

During 2013, we awarded our non-employee directors 72,842 restricted stock units, which vested immediately. During 2013, we awarded 237,721 and 21,223 restricted stock units to executives and employees, respectively, that vest in four equal annual installments beginning on the anniversary date of the original grant. In addition, 30,009 restricted stock units were earned as dividend equivalents. The restricted stock units do not carry any voting or dividend rights, except the right to receive additional restricted stock units in lieu of dividends.

During 2012, we awarded our non-employee directors 75,000 restricted stock units, which vested immediately. During 2012, we awarded 179,201 restricted stock units to executives that vest in four equal annual installments beginning on the anniversary date of the original grant. In addition, 26,747 restricted stock units were earned as dividend equivalents. Also, we granted 22,805 shares of restricted stock to an executive that vested upon his retirement in January 2013.

During 2011, we awarded our non-employee directors 82,500 restricted stock units, which vested immediately. During 2011, we awarded 76,699 restricted stock units to executives that vest in four equal annual installments beginning on the anniversary date of the original grant. In addition, 20,039 restricted stock units were earned as dividend equivalents.

The fair value of restricted stock and restricted stock units is based on the closing market price on the date of the grant. The compensation expense related to restricted stock units and restricted stock is amortized ratably over the vesting period.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

During 2013, 2012 and 2011, compensation expense related to restricted stock units and restricted shares totaled $6.3 million, $8.0 million and $7.5 million, respectively. As of December 31, 2013, total unrecognized compensation expense related to outstanding restricted stock units and restricted shares was $7.8 million, which will be recognized over a weighted average period of four years.

Defined Benefit Pension Plan

We currently have one qualified defined benefit pension plan, the BFI Retirement Plan (the Plan). The Plan covers certain employees in the United States, including some employees subject to collective bargaining agreements.

The Plan benefits are frozen. Interest credits continue to be earned by participants in the Plan, and participants whose collective bargaining agreements provide for additional benefit accruals under the Plan continue to receive those credits in accordance with the terms of their bargaining agreements. The Plan was converted from a traditional defined benefit plan to a cash balance plan in 1993.

Prior to the conversion of the cash balance design, benefits payable as a single life annuity under the Plan were based on the participant's highest five years of earnings out of the last ten years of service. Upon conversion to the cash balance plan, the existing accrued benefits were converted to a lump-sum value using the actuarial assumptions in effect at the time. Participants' cash balance accounts are increased until retirement by certain benefit and interest credits under the terms of their bargaining agreements. Participants may elect early retirement with the attainment of age 55 and completion of ten years of credited service at reduced benefits. Participants with 35 years of service may retire at age 62 without any reduction in benefits.

Our pension contributions are made in accordance with funding standards established by the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code, as amended by the Pension Protection Act enacted in 2006 (the PPA). No contributions were made in 2013 or 2012.

We must separately recognize the overfunded or underfunded status of our pension plan as an asset or liability. The funded status represents the difference between the projected benefit obligation (PBO) and the fair value of the plan assets. The PBO is the present value of benefits earned to date by plan participants, including the effect of assumed future salary increases, if any. The PBO is equal to the accumulated benefit obligation (ABO) as the present value of these liabilities is not affected by assumed future salary increases. We use a measurement date that coincides with our year end of December 31.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table presents the ABO and reconciliations of the changes in the PBO, the plan assets and the accounting funded status of our defined benefit pension plan for the years ended December 31, 2013 and 2012:

	Defined Benefit Pension Plan	
	2013	2012
Accumulated benefit obligation	$ 261.7	$ 301.4
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 301.4	$ 343.5
Interest cost	11.0	13.1
Actuarial gain	(14.9)	(6.9)
Benefits paid	(35.8)	(48.3)
Projected benefit obligation at end of year	$ 261.7	$ 301.4
Change in plan assets:		
Fair value of plan assets at beginning of year	$ 295.3	$ 303.6
Actual return on plan assets	13.2	43.0
Estimated expenses	(2.9)	(3.0)
Benefits paid	(35.8)	(48.3)
Fair value of plan assets at end of year	$ 269.8	$ 295.3
Funded (unfunded) status	$ 8.1	$ (6.1)
Amounts recognized in the statement of financial position consist of:		
Noncurrent assets and (liabilities)	$ 8.1	$ (6.1)
Net amount recognized	$ 8.1	$ (6.1)
Weighted average assumptions used to determine benefit obligations:		
Discount rate	4.50%	3.70%
Rate of compensation increase	N/A	N/A

The amounts included in accumulated other comprehensive income on the consolidated statement of financial position that have not yet been recognized as components of net periodic benefit cost as of December 31, 2013 and 2012 were $35.5 million and $27.1 million, respectively.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The components of the net periodic benefit cost for the years ended December 31 are summarized below:

	2013	2012	2011
Components of net periodic benefit cost:			
Service cost	$ 2.9	$ 3.0	$ 3.0
Interest cost	11.0	13.1	17.0
Expected return on plan assets	(16.2)	(18.9)	(23.5)
Recognized net actuarial gain	(0.2)	-	(0.5)
Amortization of prior service cost	0.1	0.1	0.1
Settlement income	(3.5)	(2.2)	(5.9)
Net periodic benefit cost	$ (5.9)	$ (4.9)	$ (9.8)
Weighted average assumptions used to determine net periodic benefit cost:			
Discount rate	3.90%	3.60%	5.25%
Expected return on plan assets	6.00%	6.50%	7.25%
Rate of compensation increase	N/A	N/A	N/A

We determine the discount rate used in the measurement of our obligations based on a model that matches the timing and amount of expected benefit payments to maturities of high quality bonds priced as of the pension plan measurement date. Where that timing does not correspond to a published high-quality bond rate, our model uses an expected yield curve to determine an appropriate current discount rate. The yields on the bonds are used to derive a discount rate for the liability. The term of our obligation, based on the expected retirement dates of our workforce, is approximately ten years.

In developing our expected rate of return assumption, we have evaluated the actual historical performance and long-term return projections of the Plan assets, which give consideration to the asset mix and the anticipated timing of the pension plan outflows. We employ a total return investment approach whereby a mix of equity and fixed income investments are used to maximize the long-term return of plan assets for what we consider a prudent level of risk. The intent of this strategy is to minimize plan expenses by outperforming plan liabilities over the long run. Risk tolerance is established through careful consideration of plan liabilities, plan funded status and our financial condition. The investment portfolio contains a diversified blend of equity and fixed income investments. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks as well as growth, value, and small and large capitalizations. Derivatives may be used to gain market exposure in an efficient and timely manner; however, derivatives may not be used to leverage the portfolio beyond the market value of the underlying investments. Investment risk is measured and monitored on an ongoing basis through annual liability measurements, periodic asset and liability studies, and quarterly investment portfolio reviews.

The following table summarizes our target asset allocation for 2013 and actual asset allocation as of December 31, 2013 and 2012 for our defined benefit pension plan:

	Target Asset Allocation	2013 Actual Asset Allocation	2012 Actual Asset Allocation
Debt securities	70%	70%	70%
Equity securities	30	30	30
Total	100%	100%	100%

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

For 2014, the investment strategy for pension plan assets is to maintain a broadly diversified portfolio designed to achieve our target of an average long-term rate of return of 6.35%. While we believe we can achieve a long-term average return of 6.35%, we cannot be certain that the portfolio will perform to our expectations. Assets are strategically allocated among debt and equity portfolios to achieve a diversification level that reduces fluctuations in investment returns. Asset allocation target ranges and strategies are reviewed periodically with the assistance of an independent external consulting firm.

The pension assets are measured at fair value. The following table summarizes, by level, within the fair value hierarchy, the investments of the Plan at fair value as of December 31, 2013 and 2012:

		Fair Value Measurements Using		
	Total as of December 31, 2013	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market accounts	$ 5.1	$ 5.1	$ -	$ -
Common stock	13.5	13.5	-	-
Mutual funds and real estate investment trusts	170.7	128.5	42.2	-
Bonds	80.1	-	80.1	-
Limited partnerships	0.4	-	-	0.4
Total assets	$ 269.8	$ 147.1	$ 122.3	$ 0.4

		Fair Value Measurements Using		
	Total as of December 31, 2012	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Money market accounts	$ 8.5	$ 8.5	$ -	$ -
Common stock	14.4	14.4	-	-
Mutual funds and real estate investment trusts	184.1	140.6	43.5	-
Bonds	87.9	-	87.9	-
Limited partnerships	0.4	-	-	0.4
Total assets	$ 295.3	$ 163.5	$ 131.4	$ 0.4

Estimated future benefit payments for the next ten years under the Plan are as follows:

2014	$ 19.7
2015	18.8
2016	18.8
2017	18.7
2018	18.4
2019 through 2023	89.2

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Collective Bargaining Agreements

As of December 31, 2013, approximately 26% of our workforce was represented by various labor unions, and approximately 5% of our workforce was covered by collective bargaining agreements that are set to expire during 2014.

Multiemployer Pension Plans

We contribute to 26 multiemployer pension plans under collective bargaining agreements covering union-represented employees. Approximately 20% of our total current employees are participants in such multiemployer plans. These plans generally provide retirement benefits to participants based on their service to contributing employers. We do not administer these plans. In general, these plans are managed by a board of trustees with the unions appointing certain trustees and other contributing employers of the plan appointing certain members. We generally are not represented on the board of trustees.

Based on the information available to us, we believe that some of the multiemployer plans to which we contribute are either "critical" or "endangered" as those terms are defined in the PPA. The PPA requires underfunded pension plans to improve their funding ratios within prescribed intervals based on the level of their underfunding. Until the plan trustees develop the funding improvement plans or rehabilitation plans as required by the PPA, we cannot determine the amount of assessments we may be subject to, if any. Accordingly, we cannot determine at this time the impact that the PPA may have on our consolidated financial position, results of operations or cash flows.

Furthermore, under current law regarding multiemployer benefit plans, a plan's termination, our voluntary withdrawal (which we consider from time to time), or the mass withdrawal of all contributing employers from any under-funded multiemployer pension plan would require us to make payments to the plan for our proportionate share of the multiemployer plan's unfunded vested liabilities. It is possible that there may be a mass withdrawal of employers contributing to these plans or plans may terminate in the near future. We could have adjustments to our estimates for these matters in the near term that could have a material effect on our consolidated financial position, results of operations or cash flows.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Republic's participation in individually significant multiemployer pension plans for the year ended December 31, 2013 is outlined in the table below. Only with respect to multiemployer pension plans, we considered contributions in excess of $3.0 million in any period disclosed to be individually significant. The most recent PPA zone status available in 2013 and 2012 is for the plans' year ended September 30 or December 31, 2012 and 2011, respectively. The status is based on information that Republic received from the plan and is certified by the plans' actuary. Among other factors, plans in the "critical" red zone are generally less than 65% funded, plans in the "endangered" yellow zone are less than 80% funded, and plans in the "safe" green zone are at least 80% funded. The last column lists the expiration dates of the collective-bargaining agreements (CBA) to which the plans are subject. There have been no significant changes that affect the comparability of the 2013, 2012 and 2011 contributions.

Legal Plan Name	EIN	Pension Protection Act Zone Status 2012	Pension Protection Act Zone Status 2011	Funding Improvement or Rehabilitation Plan Status Pending / Implemented	Republic Contributions to Plan 2013	Republic Contributions to Plan 2012	Republic Contributions to Plan 2011	Surcharge Imposed	Expiration of CBA
Central States, Southeast and Southwest Areas Pension Fund	36-6044243	Critical	Critical	Implemented	$ 1.8	$ 3.5	$ 3.9	No	N/A
Local 731 Private Scavengers and Garage Attendants Pension Trust Fund	36-6513567	Critical	Endangered	Implemented	6.9	6.3	3.4	No	10/01/13 - 9/30/18
Western Conference of Teamsters Pension Plan	91-6145047	Safe	Safe	No	25.3	26.7	31.6	No	12/31/09 - 12/31/18
Individually significant plans					34.0	36.5	38.9		
All other plans	N/A	N/A	N/A	N/A	9.8	9.0	9.8	N/A	
Total					$ 43.8	$ 45.5	$ 48.7		

We are listed in the Form 5500 for Local 731 Private Scavengers and Garage Attendants Pension Trust Fund as providing more than 5% of the total contributions. At the date these financial statements were issued, Forms 5500 were not available for the plan years ending September 30, 2013 or December 31, 2013.

Central States, Southeast and Southwest Areas Pension Fund

Before September 30, 2013 we had CBAs with local bargaining units of the Teamsters under which we contributed to the Central States, Southeast and Southwest Areas Pension Fund (the Fund). These CBAs were under negotiation during 2012 and 2013. As part of our CBA negotiations, we partially withdrew from participation in the Fund in 2012 and completely withdrew from the Fund in 2013. Accordingly, we will be required to make payments to the Fund for our allocated share of its unfunded vested liabilities.

As of December 31, 2013, we accrued a liability associated with our withdrawal from the Fund of $169.3 million. We anticipate that this liability will be due in installments over a period of 20 years. Our estimated withdrawal liability is based on information provided to us by the Fund, our actuarial calculations and a number of other variable factors, including our estimated number of 2013 contribution based units. As we obtain updated information from the Fund, the factors used in deriving our estimated withdrawal liability are subject to change. Future changes in our estimated withdrawal liability or timing of payments could have a material adverse effect on our consolidated financial position, results of operations and cash flows.

Defined Contribution Plans

We maintain the Republic Services 401(k) Plan (401(k) Plan), which is a defined contribution plan covering all eligible employees. Under the provisions of the 401(k) Plan, participants may direct us to defer a portion of their compensation to the 401(k) Plan, subject to Internal Revenue Code limitations. We provide for an employer

matching contribution equal to 100% of the first 3% of eligible compensation and 50% of the next 2% of eligible compensation contributed by each employee, which is funded in cash. All contributions vest immediately.

Total expense recorded for matching 401(k) contributions in 2013, 2012 and 2011 was $30.1 million, $28.7 million and $28.9 million, respectively.

Deferred Compensation Plan

We provide eligible employees, officers and directors of Republic with the opportunity to voluntarily defer base salary, bonus payments, long-term incentive awards and other compensation, as applicable, on a pre-tax basis through Republic Services, Inc. Deferred Compensation Plan (the DCP). The DCP is a nonqualified deferred compensation plan that conforms to Section 409A of the Internal Revenue Code. Eligible participants can defer up to 80% of base salary and up to 100% of bonus, long term compensation and directors' fees. Under the DCP, some participants also are eligible for matching contributions. The matching contribution under the DCP is equal to the lesser of two percent of the participant's compensation over established 401(k) limits or 50% of the amount the participant has deferred. DCP participants have no ownership or security interest in any of the amounts deferred or the measurement funds under the DCP. The right of each participant in the DCP is solely that of a general, unsecured creditor of Republic with respect to his or her own interest under the DCP.

Republic invested in corporate-owned life insurance policies to satisfy future obligations under the DCP. These corporate-owned life insurance policies are held in a Rabbi Trust and are recorded at the amount that can be realized under insurance contracts at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement. The aggregate cash surrender value of these life insurance policies was $65.1 million and $49.9 million as of December 31, 2013 and 2012, respectively, and is classified in other assets in our consolidated balance sheets. The DCP liability was $67.0 million and $50.0 million as of December 31, 2013 and 2012, respectively, and is classified in other long-term liabilities in our consolidated balance sheets.

Employee Stock Purchase Plan

Employees of Republic are eligible to participate in an employee stock purchase plan. The plan allows participants to purchase our common stock for 95% of its quoted market price on the last day of each calendar quarter. For the years ended December 31, 2013, 2012 and 2011, issuances under this plan totaled 142,217 shares, 169,624 shares and 136,621 shares, respectively. As of December 31, 2013, shares reserved for issuance to employees under this plan totaled 0.9 million and Republic held employee contributions of approximately $1.1 million for the purchase of common stock.

Incentive Compensation Plans

Our compensation program includes a management incentive plan, which uses certain performance metrics such as free cash flow, earnings per share and return on invested capital to measure performance. In addition, in connection with the Allied acquisition, our board of directors approved a synergy incentive plan that provides compensation that depends on our achieving targeted synergies of approximately $150 million by the end of 2010. Incentive awards are payable in cash. We paid $68.1 million during the first quarter of 2012 related to the synergy incentive plan.

12. STOCKHOLDERS' EQUITY

We have had a share repurchase program since November 2010. From November 2010 to December 31, 2013, we repurchased 35.5 million shares of our stock for $1,039.2 million at a weighted average cost per share of

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

$29.30. During 2013, we repurchased 6.5 million shares of our stock for $213.6 million at a weighted average cost per share of $32.92. During 2012, we repurchased 11.8 million shares for $324.7 million at a weighted average cost per share of $27.44. During 2011, we repurchased 15.7 million shares for $459.7 million at a weighted average cost per share of $29.28.

We initiated a quarterly cash dividend in July 2003 and have increased it from time to time thereafter. In July 2013, the board of directors approved a quarterly dividend of $0.26 per share. Cash dividends declared were $357.3 million, $332.5 million and $314.1 million for the years ended December 31, 2013, 2012 and 2011, respectively. As of December 31, 2013, we recorded a quarterly dividend payable of $93.7 million to stockholders of record at the close of business on January 2, 2014.

13. EARNINGS PER SHARE

Basic earnings per share is computed by dividing net income attributable to Republic Services, Inc. by the weighted average number of common shares (including restricted stock and vested but unissued restricted stock units) outstanding during the period. Diluted earnings per share is based on the combined weighted average number of common shares and common share equivalents outstanding, which include, where appropriate, the assumed exercise of employee stock options, unvested restricted stock awards and unvested restricted stock units. In computing diluted earnings per share, we utilize the treasury stock method.

Earnings per share for the years ended December 31, 2013, 2012 and 2011 are calculated as follows (in thousands, except per share amounts):

	2013	2012	2011
Basic earnings per share:			
Net income attributable to Republic Services, Inc.	$ 588,900	$ 571,800	$ 589,200
Weighted average common shares outstanding	362,054	366,883	375,961
Basic earnings per share	$ 1.63	$ 1.56	$ 1.57
Diluted earnings per share:			
Net income attributable to Republic Services, Inc.	$ 588,900	$ 571,800	$ 589,200
Weighted average common shares outstanding	362,054	366,883	375,961
Effect of dilutive securities:			
Options to purchase common stock	1,332	1,008	1,495
Unvested restricted stock awards	36	129	149
Weighted average common and common equivalent shares outstanding	363,422	368,020	377,605
Diluted earnings per share	$ 1.62	$ 1.55	$ 1.56
Antidilutive securities not included in the diluted earnings per share calculations:			
Options to purchase common stock	1,658	7,876	4,546

14. SEGMENT REPORTING

Our operations are managed through three regions: East, Central and West. These three regions and corporate entities are presented below as our reportable segments. The historical results, discussion and presentation of our reportable segments as set forth in our consolidated financial statements for all periods presented reflect the

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

impact of the restructuring of our operations in the fourth quarter of 2012. These reportable segments provide integrated waste management services consisting of collection, transfer, recycling and disposal of domestic non-hazardous solid waste.

Summarized financial information concerning our reportable segments for the years ended December 31, 2013, 2012 and 2011 is shown in the following table:

	Gross Revenue	Intercompany Revenue	Net Revenue	Depreciation, Amortization, Depletion and Accretion	Operating Income (Loss)	Capital Expenditures	Total Assets
2013:							
East	$ 2,857.4	$ (401.4)	$ 2,456.0	$ 257.6	$ 451.0	$ 260.7	$ 4,972.3
Central	3,098.5	(586.4)	2,512.1	304.6	494.5	297.5	5,794.7
West	4,049.8	(725.4)	3,324.4	342.8	766.6	303.4	8,274.9
Corporate entities	139.0	(14.3)	124.7	49.0	(501.8)	19.2	907.3
Total	$ 10,144.7	$ (1,727.5)	$ 8,417.2	$ 954.0	$ 1,210.3	$ 880.8	$ 19,949.2
2012:							
East	$ 2,838.7	$ (392.9)	$ 2,445.8	$ 244.6	$ 474.6	$ 223.2	$ 4,916.6
Central	2,969.3	(544.5)	2,424.8	285.0	474.5	296.8	5,668.4
West	3,819.8	(661.8)	3,158.0	332.7	685.9	357.4	8,226.1
Corporate entities	103.7	(14.0)	89.7	64.6	(314.4)	26.1	805.8
Total	$ 9,731.5	$ (1,613.2)	$ 8,118.3	$ 926.9	$ 1,320.6	$ 903.5	$ 19,616.9
2011:							
East	$ 2,930.8	$ (405.1)	$ 2,525.7	$ 246.5	$ 550.7	$ 242.7	$ 4,930.9
Central	2,951.4	(521.1)	2,430.3	277.1	529.3	322.2	5,629.8
West	3,762.7	(623.6)	3,139.1	335.8	735.9	369.7	8,137.3
Corporate entities	114.0	(16.2)	97.8	62.2	(263.2)	1.9	853.5
Total	$ 9,758.9	$ (1,566.0)	$ 8,192.9	$ 921.6	$ 1,552.7	$ 936.5	$ 19,551.5

Intercompany revenue reflects transactions within and between segments that are generally made on a basis intended to reflect the market value of such services. Capital expenditures for corporate entities primarily include vehicle inventory acquired but not yet assigned to operating locations and facilities. Corporate functions include legal, tax, treasury, information technology, risk management, human resources, corporate accounts, closed landfills and other administrative functions. During the years ended December 31, 2013 and 2012, environmental remediation charges were incurred at our closed Bridgeton Landfill in Missouri. See Note 8, *Landfill and Environmental Costs*, for a summary of these charges. During 2013 and 2012, we recorded charges related to our withdrawal from the Central States, Southeast and Southwest Areas Pension Fund. See Note 11, *Employee Benefit Plans*, for a summary of our withdrawal and the related estimated withdrawal liability.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table shows our total reported revenue by line of business for the respective years ended December 31 (in millions and as a percentage of revenue). Intercompany revenue has been eliminated.

	2013		2012		2011	
Collection:						
Residential	$ 2,175.5	25.8%	$ 2,155.7	26.6%	$ 2,135.7	26.1%
Commercial	2,616.9	31.1	2,523.2	31.1	2,487.5	30.4
Industrial	1,639.4	19.5	1,544.2	19.0	1,515.4	18.5
Other	34.7	0.4	33.4	0.4	32.9	0.4
Total collection	6,466.5	76.8	6,256.5	77.1	6,171.5	75.4
Transfer	1,021.8		964.5		994.2	
Less: Intercompany	(615.2)		(575.3)		(572.8)	
Transfer, net	406.6	4.8	389.2	4.8	421.4	5.1
Landfill	1,927.2		1,863.3		1,867.6	
Less: Intercompany	(902.2)		(862.5)		(846.9)	
Landfill, net	1,025.0	12.2	1,000.8	12.3	1,020.7	12.5
Sale of recyclable materials	374.6	4.5	349.0	4.3	438.6	5.4
Other non-core	144.5	1.7	122.8	1.5	140.7	1.6
Other	519.1	6.2	471.8	5.8	579.3	7.0
Total revenue	$ 8,417.2	100.0%	$ 8,118.3	100.0%	$ 8,192.9	100.0%

Other revenue consists primarily of revenue from National Accounts, which represents the portion of revenue generated from nationwide contracts in markets outside our operating areas where the associated waste handling services are subcontracted to local operators. Consequently, substantially all of this revenue is offset with related subcontract costs, which are recorded in cost of operations.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

15. CHANGES IN ACCUMULATED OTHER COMPREHENSIVE INCOME BY COMPONENT

A summary of changes in accumulated other comprehensive loss (income) by component, net of tax, for the years ended December 31, 2013, 2012 and 2011 follows:

	Gains and Losses on Cash Flow Hedges	Defined Benefit Pension Items	Total
Balance as of December 31, 2010	$ 5.4	$ (27.3)	$ (21.9)
Other comprehensive income before reclassifications	24.0	20.7	44.7
Amounts reclassified from accumulated other comprehensive income	(4.9)	3.6	(1.3)
Net current-period other comprehensive income	19.1	24.3	43.4
Balance as of December 31, 2011	24.5	(3.0)	21.5
Other comprehensive income before reclassifications	(3.7)	(15.6)	(19.3)
Amounts reclassified from accumulated other comprehensive income	2.3	1.3	3.6
Net current-period other comprehensive income	(1.4)	(14.3)	(15.7)
Balance as of December 31, 2012	23.1	(17.3)	5.8
Other comprehensive income before reclassifications	(4.0)	(7.1)	(11.1)
Amounts reclassified from accumulated other comprehensive income	0.2	2.1	2.3
Net current-period other comprehensive income	(3.8)	(5.0)	(8.8)
Balance as of December 31, 2013	$ 19.3	$ (22.3)	$ (3.0)

A summary of reclassifications out of accumulated other comprehensive income for the years ended December 31, 2013, 2012 and 2011 is as follows:

Details about Accumulated Other Comprehensive Income Components	2013	2012	2011	Affected Line Item in the Statement Where Net Income is Presented
	Amount Reclassified from Accumulated Other Comprehensive Income			
Gains (losses) on cash flow hedges:				
Recycling commodity hedges	$ 0.2	$ 3.3	$ (7.8)	Revenue
Fuel hedges	2.9	2.8	0.9	Cost of operations
Interest rate contracts	(2.7)	(2.2)	(1.4)	Interest expense
	0.4	3.9	(8.3)	Total before tax
	(0.2)	(1.6)	3.4	Tax benefit (expense)
	0.2	2.3	(4.9)	Net of tax
Pension gains:				
Pension settlement	$ 3.5	$ 2.2	$ 6.1	Selling, general and administrative
	(1.4)	(0.9)	(2.5)	Tax expense
	2.1	1.3	3.6	Net of tax
Total gains (losses) reclassified into earnings	$ 2.3	$ 3.6	$ (1.3)	

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

16. FINANCIAL INSTRUMENTS

Fuel Hedges

We have entered into multiple swap agreements designated as cash flow hedges to mitigate some of our exposure related to changes in diesel fuel prices. These swaps qualified for, and were designated as, effective hedges of changes in the prices of forecasted diesel fuel purchases (fuel hedges).

The following table summarizes our outstanding fuel hedges as of December 31, 2013:

Year	Gallons Hedged	Weighted Average Contract Price per Gallon
2014	27,000,000	$3.81
2015	18,000,000	3.74
2016	12,000,000	3.68

If the national U.S. on-highway average price for a gallon of diesel fuel as published by the Department of Energy exceeds the contract price per gallon, we receive the difference between the average price and the contract price (multiplied by the notional gallons) from the counterparty. If the average price is less than the contract price per gallon, we pay the difference to the counterparty.

The fair values of our fuel hedges are determined using standard option valuation models with assumptions about commodity prices being based on those observed in underlying markets (Level 2 in the fair value hierarchy). The aggregate fair values of our outstanding fuel hedges as of December 31, 2013 and 2012 were current assets of $6.7 million and $3.1 million, respectively, and current liabilities of $0.1 million and $0.4 million, respectively, and have been recorded in other prepaid expenses and other current assets and other accrued liabilities in our consolidated balance sheets, respectively. The ineffective portions of the changes in fair values resulted in (losses) gains of less than $0.1 million for the years ended December 31, 2013, 2012 and 2011, and have been recorded in other income (expense), net in our consolidated statements of income.

Total gain (loss) recognized in other comprehensive income for fuel hedges (the effective portion) was $2.4 million, $3.4 million and $(1.7) million, for the years ended December 31, 2013, 2012 and 2011, respectively.

Recycling Commodity Hedges

Our revenue from sale of recycling commodities is primarily from sales of old corrugated cardboard (OCC) and old newspaper (ONP). We use derivative instruments such as swaps and costless collars designated as cash flow hedges to manage our exposure to changes in prices of these commodities. We have entered into multiple agreements related to the forecasted OCC and ONP sales. The agreements qualified for, and were designated as, effective hedges of changes in the prices of certain forecasted recycling commodity sales (commodity hedges).

We entered into costless collar agreements on forecasted sales of OCC and ONP. The agreements involve combining a purchased put option giving us the right to sell OCC and ONP at an established floor strike price with a written call option obligating us to deliver OCC and ONP at an established cap strike price. The puts and calls have the same settlement dates, are net settled in cash on such dates and have the same terms to expiration. The contemporaneous combination of options resulted in no net premium for us and represent costless collars. Under these agreements, we will make or receive no payments as long as the settlement price is between the floor price and cap price; however, if the settlement price is above the cap, we will pay the counterparty an amount equal to the excess of the settlement price over the cap times the monthly volumes hedged. If the settlement price

is below the floor, the counterparty will pay us the deficit of the settlement price below the floor times the monthly volumes hedged. The objective of these agreements is to reduce variability of cash flows for forecasted sales of OCC and ONP between two designated strike prices.

As of December 31, 2013, we had outstanding costless collar hedges for OCC totaling 90,000 tons with a weighted average floor strike price of $90.20 per ton and a weighted average cap strike price of $139.20 per ton, all of which will be settled in 2014. As of December 31, 2013, there were no outstanding costless collar hedges for ONP. Costless collar hedges are recorded on our consolidated balance sheets at fair value. Fair values of costless collars are determined using standard option valuation models with assumptions about commodity prices based upon forward commodity price curves in underlying markets (Level 2 in the fair value hierarchy).

The aggregated fair values of the outstanding recycling commodity hedges as of December 31, 2013 and 2012 were current assets of $0.3 million and $1.0 million, respectively, and current liabilities of $0.6 million and $1.2 million, respectively, and have been recorded in prepaid expenses and other current assets and other accrued liabilities in our consolidated balance sheets, respectively. The ineffective portions of the changes in fair values resulted in (losses) gains of less than $0.1 million for each of the years ended December 31, 2013, 2012, and 2011, and have been recorded in other income (expense), net in our consolidated statements of income.

Total gain (loss) recognized in other comprehensive income for recycling commodity hedges (the effective portion) was $(0.1) million, $(0.6) million and $3.0 million for the years ended December 31, 2013, 2012 and 2011, respectively.

Fair Value Measurements

In measuring fair values of assets and liabilities, we use valuation techniques that maximize the use of observable inputs (Level 1) and minimize the use of unobservable inputs (Level 3). We also use market data or assumptions that we believe market participants would use in pricing an asset or liability, including assumptions about risk when appropriate.

The carrying value for certain of our financial instruments, including cash, accounts receivable, accounts payable and certain other accrued liabilities, approximates fair value because of their short-term nature.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following tables summarize the carrying amount and fair value of our other financial instruments as of December 31, 2013 and 2012:

	December 31, 2013				
		Fair Value			
	Carrying Amount	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:					
Money market mutual funds	$ 176.0	$ 176.0	$ 176.0	$ -	$ -
Bonds - restricted cash	36.6	36.6	-	36.6	-
Fuel hedges - other current assets	6.7	6.7	-	6.7	-
Commodity hedges - other current assets	0.3	0.3	-	0.3	-
Total assets	$ 219.6	$ 219.6	$ 176.0	$ 43.6	$ -
Liabilities:					
Fuel hedges - other accrued liabilities	$ 0.1	$ 0.1	$ -	$ 0.1	$ -
Commodity hedges - other accrued liabilities	0.6	0.6	-	0.6	-
Interest rate swaps - other liabilities	4.4	4.4	-	4.4	-
Total debt	7,018.1	7,538.1	-	7,538.1	-
Total liabilities	$ 7,023.2	$ 7,543.2	$ -	$ 7,543.2	$ -

	December 31, 2012				
		Fair Value			
	Carrying Amount	Total	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:					
Money market mutual funds	$ 62.8	$ 62.8	$ 62.8	$ -	$ -
Bonds - restricted cash	40.1	40.1	-	40.1	-
Fuel hedges - other current assets	3.1	3.1	-	3.1	-
Commodity hedges - other current assets	1.0	1.0	-	1.0	-
Total assets	$ 107.0	$ 107.0	$ 62.8	$ 44.2	$ -
Liabilities:					
Fuel hedges - other accrued liabilities	$ 0.4	$ 0.4	$ -	$ 0.4	$ -
Commodity hedges - other accrued liabilities	1.2	1.2	-	1.2	-
Total debt	7,070.5	8,099.2	-	8,099.2	-
Total liabilities	$ 7,072.1	$ 8,100.8	$ -	$ 8,100.8	$ -

The fair value of our fixed rate senior notes and debentures using observable market inputs was $6.4 billion and $6.9 billion as of December 31, 2013 and 2012, respectively. The carrying value of these notes and debentures was $5.8 billion as of December 31, 2013 and 2012. The carrying amounts of our remaining notes payable and tax-exempt financing approximate fair value because interest rates are primarily variable and, accordingly, approximate current market rates for instruments with similar risk and maturities. See Note 9, *Debt,* for further information related to our debt.

17. COMMITMENTS AND CONTINGENCIES

General Legal Proceedings

We are subject to extensive and evolving laws and regulations and have implemented safeguards to respond to regulatory requirements. In the normal course of our business, we become involved in legal proceedings. Some of these actions may result in fines, penalties or judgments against us, which may impact earnings and cash flows for a particular period. Although we cannot predict the ultimate outcome of any legal matter with certainty, except as described below we do not believe the outcome of our pending legal proceedings will have a material adverse impact on our consolidated financial position, results of operations or cash flows.

As used herein, the term *legal proceedings* refers to litigation and similar claims against us and our subsidiaries, excluding: (1) ordinary course accidents, general commercial liability and workers compensation claims, which are covered by insurance programs, subject to customary deductibles, and which, together with self-insured employee health care costs, are discussed in Note 7, *Other Liabilities*; and (2) environmental remediation liabilities, which are discussed in Note 8, *Landfill and Environmental Costs.*

We accrue for legal proceedings when losses become probable and reasonably estimable. We have recorded an aggregate accrual of approximately $51 million relating to our outstanding legal proceedings as of December 31, 2013, including those described herein and others not specifically identified herein. As of the end of each applicable reporting period, we review each of our legal proceedings and, where it is probable that a liability has been incurred, we accrue for all probable and reasonably estimable losses. Where we are able to reasonably estimate a range of losses we may incur with respect to such a matter, we record an accrual for the amount within the range that constitutes our best estimate. If we are able to reasonably estimate a range but no amount within the range appears to be a better estimate than any other, we use the amount that is the low end of such range. If we used the high ends of such ranges, our aggregate potential liability would have been approximately $67 million higher than the amount recorded as of December 31, 2013.

Luri Matter

On August 17, 2007, a former employee, Ronald Luri, sued Republic Services, Inc., Republic Services of Ohio Hauling LLC, Republic Services of Ohio I LLC, Jim Bowen and Ron Krall in the Cuyahoga County Common Pleas Court in Ohio. Plaintiff alleges that he was unlawfully fired in retaliation for refusing to discharge or demote three employees who were all over 50 years old. On July 3, 2008, a jury verdict was awarded against us in the amount of $46.6 million, including $43.1 million in punitive damages. On September 24, 2008, the court awarded pre-judgment interest of $0.3 million and attorney fees and litigation costs of $1.1 million. Post-judgment interest accrued at a rate of 8% for 2008, 5% for 2009, 4% for 2010 and 2011, and 3% for 2012 and 2013. We appealed to the Court of Appeals, and on May 19, 2011 the court reduced the punitive damages award to $7.0 million. Plaintiff appealed to the Ohio Supreme Court, challenging the reduction of punitive damages. We cross-appealed, seeking a new trial on the ground that the proceedings in the trial court violated Ohio's punitive damages statute, which requires that the compensatory and punitive damages phases of trial be bifurcated in certain types of cases. On February 15, 2012, in a case called *Havel v. Villa St. Joseph,* the Ohio Supreme Court upheld the constitutionality of the bifurcation requirement. On July 3, 2012, the Ohio Supreme Court reversed the

judgment against us and remanded the case for application of its decision in *Havel*. On October 4, 2013, the Cuyahoga County Common Pleas Court declared that defendants are entitled to a new trial. On October 18, 2013, plaintiff filed a notice that he is appealing that declaration to the Court of Appeals of Cuyahoga County, Ohio, Eighth Appellate District.

Congress Development Landfill Matter

Congress Development Co. (CDC) is a general partnership that owns and operates the Congress Landfill. The general partners in CDC are our subsidiary, Allied Waste Transportation, Inc. (Allied Transportation), and an unaffiliated entity, John Sexton Sand & Gravel Corporation (Sexton). Sexton was the operator of the landfill through early 2007, when Allied Transportation took over as the operator. The general partners likely will be jointly and severally liable for the costs associated with the following matters relating to the Congress Landfill.

As is discussed in Note 8, *Landfill and Environmental Costs*, in August 2010, CDC agreed with the State of Illinois to have a Final Consent Order (Final Order) entered by the Circuit Court of Illinois, Cook County. Pursuant to the Final Order, we have agreed to continue to implement certain remedial activities at the Congress Landfill. The remediation liability recorded as of December 31, 2013 is $82.7 million, of which $9.9 million is expected to be paid during the next twelve months. We believe the reasonably possible range of loss for remediation costs is $53 million to $153 million.

In a suit originally filed on December 23, 2009 in the Circuit Court of Cook County, Illinois and subsequently amended to add additional plaintiffs, approximately 3,000 plaintiffs sued our subsidiaries, Allied Transportation and Allied Waste Industries, Inc. (Allied), CDC and Sexton. The court entered an order dismissing Allied without prejudice on October 26, 2010. The plaintiffs allege bodily injury, property damage and inability to have normal use and enjoyment of property arising from, among other things, odors and other damages arising from landfill gas leaking, and they base their claims on negligence, trespass, and nuisance. On January 6, 2012, the court took plaintiffs' motion for leave to amend their complaint to seek punitive damages under advisement, to be considered on a plaintiff-by-plaintiff basis. The court also granted plaintiffs leave to serve discovery on the punitive damages issue. Following the court's order in our favor striking the plaintiffs' allegations requesting actual damages in excess of $50 million and punitive damages in excess of $50 million, the amount of damages being sought is unspecified. Discovery is ongoing.

Bridgeton Landfill Matters

As is discussed in Note 8, *Landfill and Environmental Costs*, in June 2013, we recorded an environmental remediation charge at our closed Bridgeton Landfill in Missouri of $108.7 million to manage the remediation area and monitor the site. As of December 31, 2013, the remediation liability recorded for this site is $93.9 million, of which $30.9 million is expected to be paid during the next twelve months. We believe the remaining reasonably possible range of loss for remediation costs is $63.0 million to $342.0 million.

On March 20, 2013, a group of residents living near the Bridgeton Landfill filed a purported class action in Saint Louis County Circuit Court, Missouri, on behalf of tenants and owner-occupants of property located within a one-mile radius of the landfill. Defendants Republic Services, Inc., Allied Services, LLC, and Bridgeton Landfill, LLC subsequently removed the action to the United States District Court for the Eastern District of Missouri. The action alleges that odors escaping from the landfill due to a subsurface smoldering event diminished the value of plaintiffs' property, caused irritation to the eyes, nose or throat, and negatively affected their use and enjoyment of their property. The action also seeks an injunction requiring the landfill to take action to prevent the subsurface smoldering event from reaching radioactive materials buried in the adjacent Westlake Landfill. The plaintiffs each seek $500,000 in punitive damages on behalf of themselves and those similarly situated, and an unspecified amount in compensatory damages. Plaintiffs allege that the tenant and owner-occupant classes are comprised of approximately 269 households and 683 residents in total.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Lease Commitments

We and our subsidiaries lease real property, equipment and software under various operating leases with remaining terms from one month to 23 years. Rent expense during the years ended December 31, 2013, 2012 and 2011 was $47.8 million, $46.0 million and $49.9 million, respectively.

Future minimum lease obligations under non-cancelable operating leases with initial terms in excess of one year as of December 31, 2013 are as follows:

2014	$ 26.1
2015	21.6
2016	18.3
2017	17.6
2018	14.5
Thereafter	64.0
	$ 162.1

Unconditional Purchase Commitments

Royalties

We have entered into agreements to pay royalties to prior landowners, lessors or host communities, based on waste tonnage disposed at specified landfills. These royalties are generally payable quarterly and amounts incurred, but not paid, are accrued in our consolidated balance sheets. Royalties are accrued as tonnage is disposed of in the landfills.

Disposal Agreements

We have several agreements expiring at various dates through 2033 that require us to dispose of a minimum number of tons at third-party disposal facilities. Under these put-or-pay agreements, we must pay for agreed-upon minimum volumes regardless of the actual number of tons placed at the facilities.

Future minimum payments under unconditional purchase commitments, consisting primarily of (1) disposal related agreements, which include fixed or minimum royalty payments, host agreements, and take-or-pay and put-or-pay agreements, and (2) other obligations including committed capital expenditures and consulting service agreements as of December 31, 2013 are as follows:

2014	$ 266.7
2015	58.4
2016	38.4
2017	34.4
2018	29.3
Thereafter	231.3
	$ 658.5

Restricted Cash and Other Financial Guarantees

We must provide financial assurance to governmental agencies and a variety of other entities under applicable environmental regulations relating to our landfill operations for capping, closure and post-closure costs, and our

performance under certain collection, landfill and transfer station contracts. We satisfy our financial assurance requirements by providing surety bonds, letters of credit, insurance policies or trust deposits. The amount of the financial assurance requirements for capping, closure and post-closure costs is determined by applicable state environmental regulations, which vary by state. The financial assurance requirements for capping, closure and post-closure costs can either be for costs associated with a portion of the landfill or the entire landfill. Generally, states will require a third-party engineering specialist to determine the estimated capping, closure and post-closure costs that are used to determine the required amount of financial assurance for a landfill. The amount of financial assurance required can, and generally will, differ from the obligation determined and recorded under U.S. GAAP. The amount of the financial assurance requirements related to contract performance varies by contract. Additionally, we are required to provide financial assurance for our self-insurance program and collateral for certain performance obligations.

We had the following financial instruments and collateral in place to secure our financial assurances as of December 31:

	2013	2012
Letters of credit	$ 782.7	$ 1,007.6
Surety bonds	2,819.9	2,741.5

The letters of credit used $722.1 million and $909.4 million as of December 31, 2013 and 2012, respectively, of availability under our Credit Facilities. Surety bonds subject to expiration will expire on various dates through 2037.

These financial instruments are issued in the normal course of business and are not debt. Because we currently have no liability for this financial assurance, it is not reflected in our consolidated balance sheets. However, we have recorded capping, closure and post-closure obligations and self-insurance reserves as they are incurred. The underlying financial assurance obligations, in excess of those already reflected in our consolidated balance sheets, would be recorded if it is probable that we would be unable to fulfill our related obligations. We do not expect this to occur.

Our restricted cash and marketable securities deposits include, among other things, restricted cash and marketable securities held for capital expenditures under certain debt facilities, and restricted cash and marketable securities pledged to regulatory agencies and governmental entities as financial guarantees of our performance related to our final capping, closure and post-closure obligations at our landfills.

The following table summarizes our restricted cash and marketable securities as of December 31:

	2013	2012
Financing proceeds	$ 21.9	$ 24.7
Capping, closure and post-closure obligations	56.0	54.8
Self-insurance	88.4	81.3
Other	3.4	3.4
Total restricted cash and marketable securities	$ 169.7	$ 164.2

We own a 19.9% interest in a company that, among other activities, issues financial surety bonds to secure capping, closure and post-closure obligations for companies operating in the solid waste industry. We account for this investment under the cost method of accounting. There have been no identified events or changes in circumstances that may have a significant adverse effect on the recoverability of this investment. This investee company and the parent company of the investee had written surety bonds for us relating primarily to our landfill

operations for capping, closure and post-closure, of which $1,175.6 million was outstanding as of December 31, 2013. Our reimbursement obligations under these bonds are secured by an indemnity agreement with the investee and letters of credit totaling $15.8 million and $23.4 million as of December 31, 2013 and 2012.

Off-Balance Sheet Arrangements

We have no off-balance sheet debt or similar obligations, other than operating leases and the financial assurances discussed above, which are not classified as debt. We have no transactions or obligations with related parties that are not disclosed, consolidated into or reflected in our reported financial position or results of operations. We have not guaranteed any third-party debt.

Guarantees

We enter into contracts in the normal course of business that include indemnification clauses. Indemnifications relating to known liabilities are recorded in the consolidated financial statements based on our best estimate of required future payments. Certain of these indemnifications relate to contingent events or occurrences, such as the imposition of additional taxes due to a change in the tax law or adverse interpretation of the tax law, and indemnifications made in divestiture agreements where we indemnify the buyer for liabilities that relate to our activities prior to the divestiture and that may become known in the future. We do not believe that these contingent obligations will have a material effect on our consolidated financial position, results of operations or cash flows.

We have entered into agreements with property owners to guarantee the value of property that is adjacent to certain of our landfills. These agreements have varying terms. We do not believe that these contingent obligations will have a material effect on our consolidated financial position, results of operations or cash flows.

Other Matters

Our business activities are conducted in the context of a developing and changing statutory and regulatory framework. Governmental regulation of the waste management industry requires us to obtain and retain numerous governmental permits to conduct various aspects of our operations. These permits are subject to revocation, modification or denial. The costs and other capital expenditures that may be required to obtain or retain the applicable permits or comply with applicable regulations could be significant. Any revocation, modification or denial of permits could have a material adverse effect on us.

REPUBLIC SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

18. SELECTED QUARTERLY FINANCIAL DATA (unaudited)

The following tables summarize our unaudited consolidated quarterly results of operations as reported for 2013 and 2012:

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2013:				
Revenue	$1,998.6	$2,111.7	$2,165.4	$2,141.5
Operating income	274.2	181.2	352.3	402.6
Net income	124.9	56.4	171.1	236.7
Net income attributable to Republic Services, Inc.	124.6	56.3	171.4	236.6
Diluted earnings per common share	0.34	0.15	0.47	0.65
2012:				
Revenue	$1,982.4	$2,060.6	$2,046.9	$2,028.3
Operating income	326.9	387.0	317.9	288.8
Net income	142.8	149.5	152.8	127.0
Net income attributable to Republic Services, Inc.	142.9	149.2	152.7	127.0
Diluted earnings per common share	0.38	0.40	0.42	0.35

During the years ended December 31, 2013 and 2012, environmental remediation charges were incurred at our closed Bridgeton Landfill in Missouri. See Note 8, *Landfill and Environmental Costs*, for a summary of these charges. During 2013 and 2012, we recorded charges related to our withdrawal from the Central States, Southeast and Southwest Areas Pension Fund. See Note 11, *Employee Benefit Plans*, for a summary of our withdrawal and the related estimated withdrawal liability. During the fourth quarter of 2013, we reduced our valuation allowance related to certain deferred tax assets for state net operating loss carryforwards. See Note 10, *Income Taxes*, for a summary regarding this valuation allowance adjustment.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

REPORT OF MANAGEMENT ON REPUBLIC SERVICES, INC.'S INTERNAL CONTROL OVER FINANCIAL REPORTING

We, as members of management of Republic Services, Inc., are responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, our internal control systems and procedures may not prevent or detect misstatements. An internal control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate.

We, under the supervision of and with the participation of our management, including the Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2013, based on criteria for effective internal control over financial reporting described in "Internal Control — Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission in 1992. Based on this assessment, we concluded that we maintained effective internal control over financial reporting as of December 31, 2013, based on the specified criteria.

Our internal control over financial reporting has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their attestation report which is included herein.

Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e), and 15d-15(e)) as of the end of the period covered by this Annual Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this Annual Report.

Changes in Internal Control Over Financial Reporting

Based on an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, there has been no change in our internal control over financial reporting during our last fiscal quarter identified in connection with that evaluation, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this item is incorporated by reference to the material appearing under the headings "Election of Directors," "Biographical Information Regarding Directors/Nominees and Executive Officers," "Board of Directors and Corporate Governance Matters," "Section 16(a) Beneficial Ownership Reporting Compliance" and "Executive Officers" in the Proxy Statement for the 2014 Annual Meeting of Stockholders.

ITEM 11. EXECUTIVE COMPENSATION

Information required by this item is incorporated by reference to the material appearing under the headings "Executive Compensation" and "Director Compensation" in the Proxy Statement for the 2014 Annual Meeting of Stockholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by this item is incorporated by reference to the material appearing under the headings "Security Ownership of Five Percent Stockholders" and "Security Ownership of the Board of Directors and Management" in the Proxy Statement for the 2014 Annual Meeting of Stockholders.

The following table sets forth certain information regarding equity compensation plans as of December 31, 2013 (number of securities in millions):

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights (b)	Weighted Average Exercised Price of Outstanding Options and Rights (c)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in the first column) (d)
Equity compensation plans approved by security holders (a)	10.5	$ 28.91	33.5
Equity compensation plans not approved by security holders	-	-	-
Total	10.5	$ 28.91	33.5

(a) Includes our Amended and Restated 1998 Stock Incentive Plan, 2006 Incentive Stock Plan and Amended and Restated 2007 Stock Incentive Plan (the Plans). Also includes our 2009 Employee Stock Purchase Plan (ESPP).

(b) Includes 10,425,293 stock options, 997,016 shares of restricted stock and shares underlying restricted stock units, and 33,378 shares underlying purchase rights that accrue under the ESPP.

(c) Excludes restricted stock and restricted stock units as these awards do not have exercise prices.

(d) The shares remaining available for future issuances include 32,628,064 shares under our Plans and 873,022 shares under our ESPP.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Information required by this item is incorporated by reference to the material appearing under the heading "Board of Directors and Corporate Governance Matters" in the Proxy Statement for the 2014 Annual Meeting of Stockholders.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Information required by this item is incorporated by reference to the material appearing under the heading "Audit and Related Fees" in the Proxy Statement for the 2014 Annual Meeting of Stockholders.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as part of this report:

1. Financial Statements

Our consolidated financial statements are set forth under Item 8 of this Form 10-K.

2. Financial Statement Schedules

All schedules are omitted as the required information is not applicable or the information is presented in the consolidated financial statements and notes thereto in Item 8.

3. Exhibits

The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the Commission, as indicated in the description of each, File No. 1-14267 in the case of Republic and File No. 1-14705 and No. 0-19285 in the case of Allied.

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 1998).
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Republic Services, Inc. (incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8, Registration No. 333-81801, filed with the Commission on June 29, 1999).
4.1	Republic Services, Inc. Common Stock Certificate (incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-8, Registration No. 333-81801, filed with the Commission on June 29, 1999).
4.2	Indenture dated as of August 15, 2001, by Republic Services, Inc. to The Bank of New York, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated August 9, 2001).
4.3	Second Supplemental Indenture, dated as of March 21, 2005 by Republic Services, Inc. to The Bank of New York, as trustee, including the form of 6.086% Note due March 15, 2035 (incorporated by reference to Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005).

Exhibit Number	Description
4.4	Third Supplemental Indenture, dated as of December 5, 2008, to the Indenture dated as of August 15, 2001, by and among Republic Services, Inc., Allied Waste Industries, Inc., the guarantors party thereto and The Bank of New York Mellon (f/k/a The Bank of New York), as trustee (incorporated by reference to Exhibit 4.8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
4.5	Indenture, dated as of September 8, 2009, by and between Republic Services, Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated September 9, 2009).
4.6	First Supplemental Indenture, dated as of September 8, 2009, to the Indenture dated as of September 8, 2009, by and among Republic Services, Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee, including the form of 5.500% Notes due 2019 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K dated September 9, 2009).
4.7	Second Supplemental Indenture, dated as of May 9, 2011, to the Indenture dated as of September 8, 2009, by and among Republic Services, Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee, including the form of 3.800% Notes due 2018 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated May 9, 2011).
4.8	Third Supplemental Indenture, dated as of May 9, 2011, to the Indenture dated as of September 8, 2009, by and among Republic Services, Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee, including the form of 4.750% Notes due 2023 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K dated May 9, 2011).
4.9	Fourth Supplemental Indenture, dated as of May 9, 2011, to the Indenture dated as of September 8, 2009, by and among Republic Services, Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee, including the form of 5.700% Notes due 2041 (incorporated by reference to Exhibit 4.3 of the Company's Current Report on Form 8-K dated May 9, 2011).
4.10	Indenture, dated as of November 25, 2009, by and between Republic Services, Inc. and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated November 25, 2009).
4.11	First Supplemental Indenture, dated as of November 25, 2009, to the Indenture dated as of November 25, 2009, by and among Republic Services, Inc., the guarantors named therein and U.S. Bank National Association, as trustee, including the form of 5.25% Notes due 2021 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K dated November 25, 2009).
4.12	Second Supplemental Indenture, dated as of March 4, 2010, to the Indenture dated as of November 25, 2009, by and among Republic Services, Inc., the guarantors named therein and U.S. Bank National Association, as trustee, including the form of 5.00% Notes due 2020 (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated March 4, 2010).
4.13	Third Supplemental Indenture, dated as of March 4, 2010, to the Indenture dated as of November 25, 2009, by and among Republic Services, Inc., the guarantors named therein and U.S. Bank National Association, as trustee, including the form of 6.20% Notes due 2040 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K dated March 4, 2010).
4.14	Indenture, dated as of May 21, 2012, by and between Republic Services, Inc. and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated May 21, 2012).

Exhibit Number	Description
4.15	First Supplemental Indenture, dated as of May 21, 2012, to the Indenture dated as of May 21, 2012, by and among Republic Services, Inc., the guarantors named therein and Wells Fargo Bank, National Association, including the form of 3.55% Notes due 2022 (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K dated May 21, 2012).
4.16	Amended and Restated Credit Agreement, dated as of April 20, 2011, by and among Republic Services, Inc., as borrower, Bank of America N.A., as administrative agent, swing line lender and L/C issuer, the other lenders party thereto and the guarantors party thereto (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated April 21, 2011).
4.17	Amendment No. 1, dated as of May 8, 2012, to the Amended and Restated Credit Agreement, dated as of April 20, 2011, by and among Republic Services, Inc., Bank of America, N.A., as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K dated May 8, 2012).
4.18	Amendment No. 2, dated as of October 29, 2012, to the Amended and Restated Credit Agreement, dated as of April 20, 2011, by and among Republic Services, Inc., Bank of America, N.A., as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 4.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012).
4.19	Amendment No. 3, dated as of July 24, 2013, to the Amended and Restated Credit Agreement, dated as of April 20, 2011, by and among Republic Services, Inc., Bank of America, N.A., as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 4.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).
4.20	Amended and Restated Credit Agreement, dated as of May 8, 2012, by and among Republic Services, Inc., as borrower, Bank of America N.A., as administrative agent, swing line lender and L/C issuer and the other lenders party thereto (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated May 8, 2012).
4.21	Amendment No. 1, dated as of October 29, 2012, to the Amended and Restated Credit Agreement, dated as of May 8, 2012, by and among Republic Services, Inc., Bank of America, N.A., as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2012).
4.22	Amendment No. 2, dated as of July 24, 2013, to the Amended and Restated Credit Agreement, dated as of May 8, 2012, by and among Republic Services, Inc., Bank of America, N.A., as administrative agent, and the other lenders party thereto (incorporated by reference to Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).
4.23	Restated Indenture, dated as of September 1, 1991, by and between Browning-Ferris Industries, Inc. and First City, Texas-Houston, National Association, as trustee (incorporated by reference to Exhibit 4.22 of Allied's Registration Statement on Form S-4 (No. 333-61744)).
4.24	First Supplemental Indenture, dated as of July 30, 1999, to the Indenture dated as of September 1, 1991, by and among Allied Waste Industries, Inc., Allied Waste North America, Inc., Browning-Ferris Industries, Inc. and Chase Bank of Texas, National Association, as trustee (incorporated by reference to Exhibit 4.23 of Allied's Registration Statement on Form S-4 (No. 333-61744)).
4.25	First [sic] Supplemental Indenture, dated as of December 31, 2004, to the Indenture dated as of September 1, 1991, by and among Browning-Ferris Industries, Inc., BBCO, Inc. and JP Morgan Chase Bank, National Association as trustee (incorporated by reference to Exhibit 4.33 of Allied's Annual Report on Form 10-K for the year ended December 31, 2004).
4.26	Third Supplemental Indenture, dated as of December 5, 2008, to the Indenture dated as of September 1, 1991, by and among Allied Waste Industries, Inc., Allied Waste North America, Inc., Browning-Ferris Industries, LLC (successor to Browning-Ferris Industries, Inc.), BBCO, Inc., Republic Services, Inc., the guarantors party thereto and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K dated December 10, 2008).

Exhibit Number	Description
4.27	The Company is a party to other agreements for unregistered long-term debt securities, which do not exceed 10% of the Company's total assets. The Company agrees to furnish a copy of such agreements to the Commission upon request.
10.1+	Republic Services, Inc. 1998 Stock Incentive Plan, as amended and restated March 6, 2002 (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2002).
10.2+	Form of Stock Option Agreement under the Republic Services, Inc. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.3+	Form of Director Stock Option Agreement under the Republic Services, Inc. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.3 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.4+	Form of Non-Employee Director Stock Unit Agreement under the Republic Services, Inc. 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10.6 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.5+	Republic Services, Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2007).
10.6+	Amendment to the Republic Services, Inc. 2007 Stock Incentive Plan (incorporated by reference to Exhibit 10.8 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.7+	Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan effective May 12, 2011 (incorporated by reference to Appendix A of the Company's Proxy Statement on Schedule 14A filed on April 1, 2011).
10.8+	Form of Stock Option Agreement under the Republic Services, Inc. 2007 Stock Incentive Plan (for awards prior to October 28, 2011) (incorporated by reference to Exhibit 10.9 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.9+	Form of Restricted Stock Agreement under the Republic Services, Inc. 2007 Stock Incentive Plan (for awards prior to October 28, 2011) (incorporated by reference to Exhibit 10.10 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.10+	Form of Non-Employee Director Restricted Stock Units Agreement (3-year vesting) under the Republic Services, Inc. 2007 Stock Incentive Plan (for awards prior to December 27, 2011) (incorporated by reference to Exhibit 10.11 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.11+	Form of Restricted Stock Unit Award Agreement under the Republic Services, Inc. 2007 Stock Incentive Plan (for awards prior to December 27, 2011) (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated January 4, 2010).
10.12+	Form of Non-NEO Stock Option Agreement under the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan (for awards on or after October 28, 2011) (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011).
10.13+	Form of NEO Stock Option Agreement under the Republic Services, Inc. 2007 Amended and Restated Stock Incentive Plan (for awards on or after October 28, 2011) (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011).
10.14+	Form of Non-NEO Restricted Stock Agreement under the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan (for awards on or after October 28, 2011) (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011).

Exhibit Number	Description
10.15+	Form of NEO Restricted Stock Agreement under the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan (for awards on or after October 28, 2011) (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011).
10.16+	Form of Employee Restricted Stock Unit Agreement under the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan (for awards on or after December 27, 2011) (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated December 27, 2011).
10.17+	Form of Non-Employee Director Restricted Stock Unit Agreement (annual vesting) under the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan (for awards on or after December 27, 2011) (incorporated by reference to Exhibit 10.2 of the Company's Current Report on Form 8-K dated December 27, 2011).
10.18+	Form of Non-Employee Director Restricted Stock Unit Agreement (3 year vesting) under the Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan (for awards on or after December 27, 2011) (incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K dated December 27, 2011).
10.19+	Republic Services, Inc. Deferred Compensation Plan, as amended and restated effective January 1, 2010 (incorporated by reference to Exhibit 4.4 of the Company's Registration Statement on Form S-8, Registration No. 333-170174, filed with the Commission on October 27, 2010).
10.20+	Amendment No. 1 to Republic Services, Inc. Deferred Compensation Plan, effective January 6, 2011 (incorporated by reference to Exhibit 10.17 of the Company's Annual Report on Form 10-K for the year ended December 31, 2010).
10.21+	Republic Services, Inc. Executive Incentive Plan, effective May 14, 2009 (incorporated by reference to Appendix A of the Company's Proxy Statement on Schedule 14A filed on April 3, 2009).
10.22+	Employment Agreement, effective as of March 30, 2012, by and between Republic Services, Inc. and Donald W. Slager (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated March 30, 2012).
10.23+	Employment Agreement, effective as of October 29, 2013, by and between Republic Services, Inc. and Donald W. Slager (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013).
10.24+	Amended and Restated Employment Agreement, effective May 14, 2009, by and between Tod C. Holmes and Republic Services, Inc. (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2009).
10.25+	Retirement Agreement, dated June 22, 2012, by and between Tod C. Holmes and Republic Services, Inc. (incorporated by reference to Exhibit 10.60 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012).
10.26+	Offer Letter, dated December 12, 2012, by and between Glenn A. Culpepper and Republic Services, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated December 18, 2012).
10.27+	Offer Letter, dated August 2, 2012, by and between Robert Boucher and Republic Services, Inc. (incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K dated August 20, 2012).
10.28+	Employment Agreement, dated December 5, 2008, between Michael Rissman and Republic Services, Inc. (now superseded) (incorporated by reference to Exhibit 10.1 of Republic's Current Report on Form 8-K filed on February 12, 2010).

Exhibit Number	Description
10.29+	Memorandum dated February 9, 2010, terminating Employment Agreement, dated December 5, 2008, between Michael Rissman and Republic Services, Inc.(incorporated by reference to Exhibit 10.2 of Republic's Current Report on Form 8-K filed on February 12, 2010).
10.30+	Offer Letter dated August 17, 2009 to Michael Rissman from Republic Services, Inc. regarding general counsel position (incorporated by reference to Exhibit 10.3 of Republic's Current Report on Form 8-K filed on February 12, 2010).
10.31+	Non-Competition, Non-Solicitation, Confidentiality and Arbitration Agreement, effective as of October 30, 2013, by and between Republic Services, Inc. and Michael Rissman (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013).
10.32+	Amended and Restated Employment Agreement, effective December 8, 2008, by and between Jeffrey A. Hughes and Republic Services, Inc. (incorporated by reference to Exhibit 10.61 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012).
10.33+	Amended and Restated Allied Waste Industries, Inc. 1991 Incentive Stock Plan (incorporated by reference to Exhibit 3 of Allied's Definitive Proxy Statement in accordance with Schedule 14A dated April 18, 2001).
10.34+	First Amendment to the Allied Waste Industries, Inc. 1991 Incentive Stock Plan, dated as of August 8, 2001 (incorporated by reference to Exhibit 4.14 of Allied's Annual Report on Form 10-K for the year ended December 31, 2001).
10.35+	Second Amendment to the Allied Waste Industries, Inc. 1991 Incentive Stock Plan, dated as of December 12, 2002 (incorporated by reference to Exhibit 10.49 of Allied's Annual Report on Form 10-K for the year ended December 31, 2002).
10.36+	Third Amendment to the Allied Waste Industries, Inc. 1991 Incentive Stock Plan, effective February 5, 2004 (incorporated by reference to Exhibit 10.6 of Allied's Quarterly Report on Form 10-Q for the period ended March 31, 2004).
10.37+	Fourth Amendment to the Allied Waste Industries, Inc. 1991 Incentive Stock Plan, effective February 5, 2004 (incorporated by reference to Exhibit 10.7 of Allied's Quarterly Report on Form 10-Q for the period ended March 31, 2004).
10.38+	Amended and Restated Allied Waste Industries, Inc. 1991 Incentive Stock Plan, effective February 5, 2004 (incorporated by reference to Exhibit 10.8 of Allied's Quarterly Report on Form 10-Q for the period ended March 31, 2004).
10.39+	First Amendment to the Amended and Restated Allied Waste Industries, Inc. 1991 Incentive Stock Plan, as amended and restated effective February 5, 2004 (incorporated by reference to Exhibit 10.03 of Allied's Current Report on Form 8-K dated December 10, 2004).
10.40+	Form of Nonqualified Stock Option Agreement under the Amended and Restated Allied Waste Industries, Inc. 1991 Incentive Stock Plan (incorporated by reference to Exhibit 10.01 of Allied's Current Report on Form 8-K dated December 10, 2004).
10.41+	Form of Nonqualified Stock Option Agreement under the Amended and Restated Allied Waste Industries, Inc. 1991 Incentive Stock Plan (incorporated by reference to Exhibit 10.01 of Allied's Current Report on Form 8-K dated January 5, 2006).
10.42+	Amendment to Certain Allied Waste Industries, Inc. Equity Award Agreements (Global — Employees) under the Allied Waste Industries, Inc. 1991 Incentive Stock Plan and the Allied Waste Industries, Inc. 2006 Incentive Stock Plan (incorporated by reference to Exhibit 10.38 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.43+	Allied Waste Industries, Inc. 2005 Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.7 of Allied's Quarterly Report on Form 10-Q for the period ended June 30, 2005).

Exhibit Number	Description
10.44+	First Amendment to the Allied Waste Industries, Inc. 2005 Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.02 of Allied's Current Report on Form 8-K dated February 14, 2006).
10.45+	Amended and Restated Allied Waste Industries, Inc. 2005 Non-Employee Director Equity Compensation Plan, effective January 1, 2008 (incorporated by reference to Exhibit 10.123 of Allied's Annual Report on Form 10-K for the year ended December 31, 2007).
10.46+	Republic Services, Inc. 2005 Non-Employee Director Equity Compensation Plan (f/k/a Amended and Restated Allied Waste Industries, Inc. 2005 Non-Employee Director Equity Compensation Plan), as amended and restated effective December 5, 2008 (incorporated by reference to Exhibit 10.42 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.47+	Form of Stock Option Agreement under the Allied Waste Industries, Inc. 2005 Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.4 of Allied's Quarterly Report on Form 10-Q for the period ended March 31, 2005).
10.48+	Amendment to Certain Allied Waste Industries, Inc. Equity Award Agreements (Global — Directors) under the Allied Waste Industries, Inc. 1994 Non-Employee Director Stock Option Plan and the Allied Waste Industries, Inc. 2005 Non-Employee Director Equity Compensation Plan (incorporated by reference to Exhibit 10.45 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.49+	Allied Waste Industries, Inc. 2006 Incentive Stock Plan (incorporated by reference to Exhibit 10.2 of Allied's Quarterly Report on Form 10-Q for the period ended June 30, 2006).
10.50+	First Amendment to the Allied Waste Industries, Inc. 2006 Incentive Stock Plan, dated as of July 27, 2006 (incorporated by reference to Exhibit 10.1 of Allied's Quarterly Report on Form 10-Q for the period ended September 30, 2006).
10.51+	Amended and Restated Allied Waste Industries, Inc. 2006 Incentive Stock Plan, dated as of July 27, 2006 (incorporated by reference to Exhibit 10.2 of Allied's Quarterly Report on Form 10-Q for the period ended September 30, 2006).
10.52+	First Amendment, dated as of December 5, 2006, to the Amended and Restated Allied Waste Industries, Inc. 2006 Incentive Stock Plan, dated as of July 27, 2006 (incorporated by reference to Exhibit 10.47 of Allied's Annual Report on Form 10-K for the year ended December 31, 2006).
10.53+	Amended and Restated Allied Waste Industries, Inc. 2006 Incentive Stock Plan, effective October 24, 2007 (incorporated by reference to Exhibit 10.122 of Allied's Annual Report on Form 10-K for the year ended December 31, 2007).
10.54+	Republic Services, Inc. 2006 Incentive Stock Plan (f/k/a Amended and Restated Allied Waste Industries, Inc. 2006 Incentive Stock Plan), as amended and restated effective December 5, 2008 (incorporated by reference to Exhibit 10.51 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008).
10.55+	Form of Nonqualified Stock Option Agreement under the Allied Waste Industries, Inc. 2006 Incentive Stock Plan (incorporated by reference to Exhibit 10.3 of Allied's Quarterly Report on Form 10-Q for the period ended September 30, 2006).
10.56+	Form of Indemnity Agreement between Allied Waste Industries, Inc. and legacy Allied directors (incorporated by reference to Exhibit 10.19 of Allied's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004).
10.57+	Republic Services, Inc. Executive Separation Policy, as amended as of March 29, 2012 (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013).

Exhibit Number	Description
10.58+	Amendment No. 2 to Republic Services, Inc. Deferred Compensation Plan, effective February 7, 2012 (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012).
10.59+	Republic Services, Inc. Amended and Restated 2007 Stock Incentive Plan effective May 9, 2013(incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013).
10.60+	Amendment No. 3 to Republic Services, Inc. Deferred Compensation Plan, effective October 29, 2013 (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013).
21.1*	Subsidiaries of the Company.
23.1*	Consent of Ernst & Young LLP.
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32.1*	Section 1350 Certification of Chief Executive Officer.
32.2*	Section 1350 Certification of Chief Financial Officer.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

* Filed herewith

** This exhibit is being furnished rather than filed, and shall not be deemed incorporated by reference into any filing, in accordance with Item 601 of Regulation S-K.

\+ Indicates a management or compensatory plan or arrangement.

Signatures

Pursuant to the requirements of Sections 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

REPUBLIC SERVICES, INC.

Date: February 12, 2014

By: /s/ DONALD W. SLAGER
Donald W. Slager
President and
Chief Executive Officer
(Principal Executive Officer)

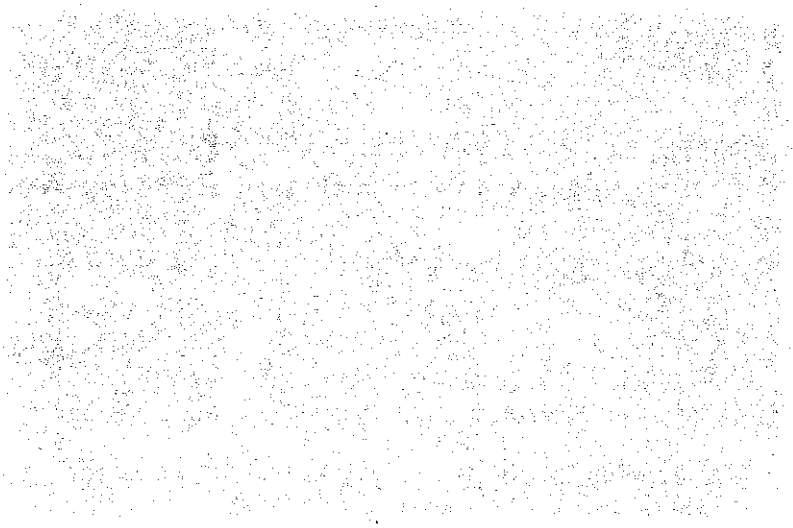
Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DONALD W. SLAGER Donald W. Slager	President, Chief Executive Officer and Director (Principal Executive Officer)	February 12, 2014
/s/ GLENN A. CULPEPPER Glenn A. Culpepper	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 12, 2014
/s/ BRIAN A. GOEBEL Brian A. Goebel	Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 12, 2014
/s/ JAMES W. CROWNOVER James W. Crownover	Chairman of the Board of Directors	February 12, 2014
/s/ TOMAGO COLLINS Tomago Collins	Director	February 12, 2014
/s/ ANN E. DUNWOODY Ann E. Dunwoody	Director	February 12, 2014
/s/ WILLIAM J. FLYNN William J. Flynn	Director	February 12, 2014
/s/ MICHAEL LARSON Michael Larson	Director	February 12, 2014
/s/ NOLAN LEHMANN Nolan Lehmann	Director	February 12, 2014
/s/ W. LEE NUTTER W. Lee Nutter	Director	February 12, 2014
/s/ RAMON A. RODRIGUEZ Ramon A. Rodriguez	Director	February 12, 2014
/s/ ALLAN C. SORENSEN Allan C. Sorensen	Director	February 12, 2014
/s/ JOHN M. TRANI John M. Trani	Director	February 12, 2014

[THIS PAGE INTENTIONALLY LEFT BLANK]

[THIS PAGE INTENTIONALLY LEFT BLANK]

[THIS PAGE INTENTIONALLY LEFT BLANK]



Board of Directors

James W. Crownover
Chairman of the Board

Tomago Collins
Director

General Ann E. Dunwoody (Ret.)
Director

William J. Flynn
Chair, Management Development and Compensation Committee

Michael Larson
Chair, Nominating and Corporate Governance Committee

Nolan Lehmann
Director

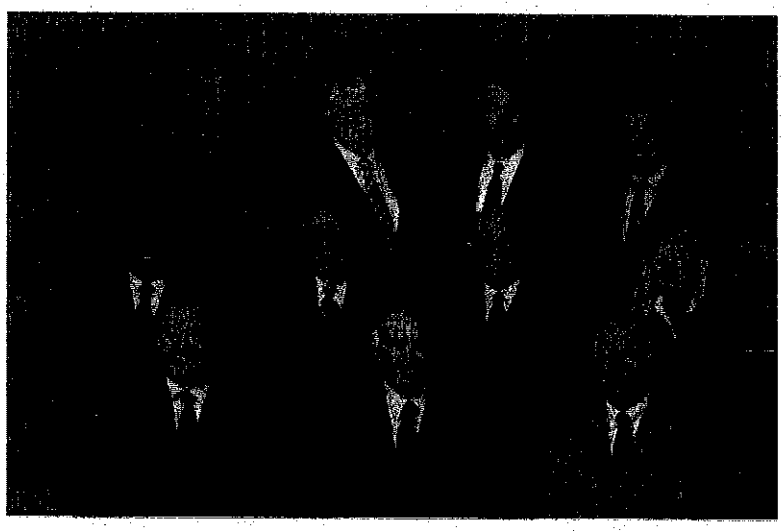
W. Lee Nutter
Director

Ramon A. Rodriguez
Chair, Audit Committee

Donald W. Slager
President and Chief Executive Officer

Allan C. Sorensen
Chair, Integration Committee

John M. Trani
Director



Front row (left to right): Donald W. Slager, James W. Crownover, W. Lee Nutter. ***Middle row (left to right):*** Tomago Collins, John M. Trani, Ramon A. Rodriguez, Ann E. Dunwoody. ***Back row (left to right):*** Michael Larson, Allan C. Sorensen, William J. Flynn, Nolan Lehmann.

Executive Leadership Team

Don Slager
President and Chief Executive Officer

Brian Bales
Executive Vice President, Business Development

Glenn Culpepper
Executive Vice President and Chief Financial Officer

Jeff Hughes
Executive Vice President, Human Resources

Mike Rissman
Executive Vice President, General Counsel and Corporate Secretary

Jon Vander Ark
Executive Vice President, Customer Development

Ken Wilcox
Executive Vice President, Sales and Customer Experience

Corporate Information

CORPORATE OFFICE

Republic Services, Inc.
18500 N. Allied Way
Phoenix, Arizona 85054
480-627-2700 republicservices.com

INVESTOR RELATIONS

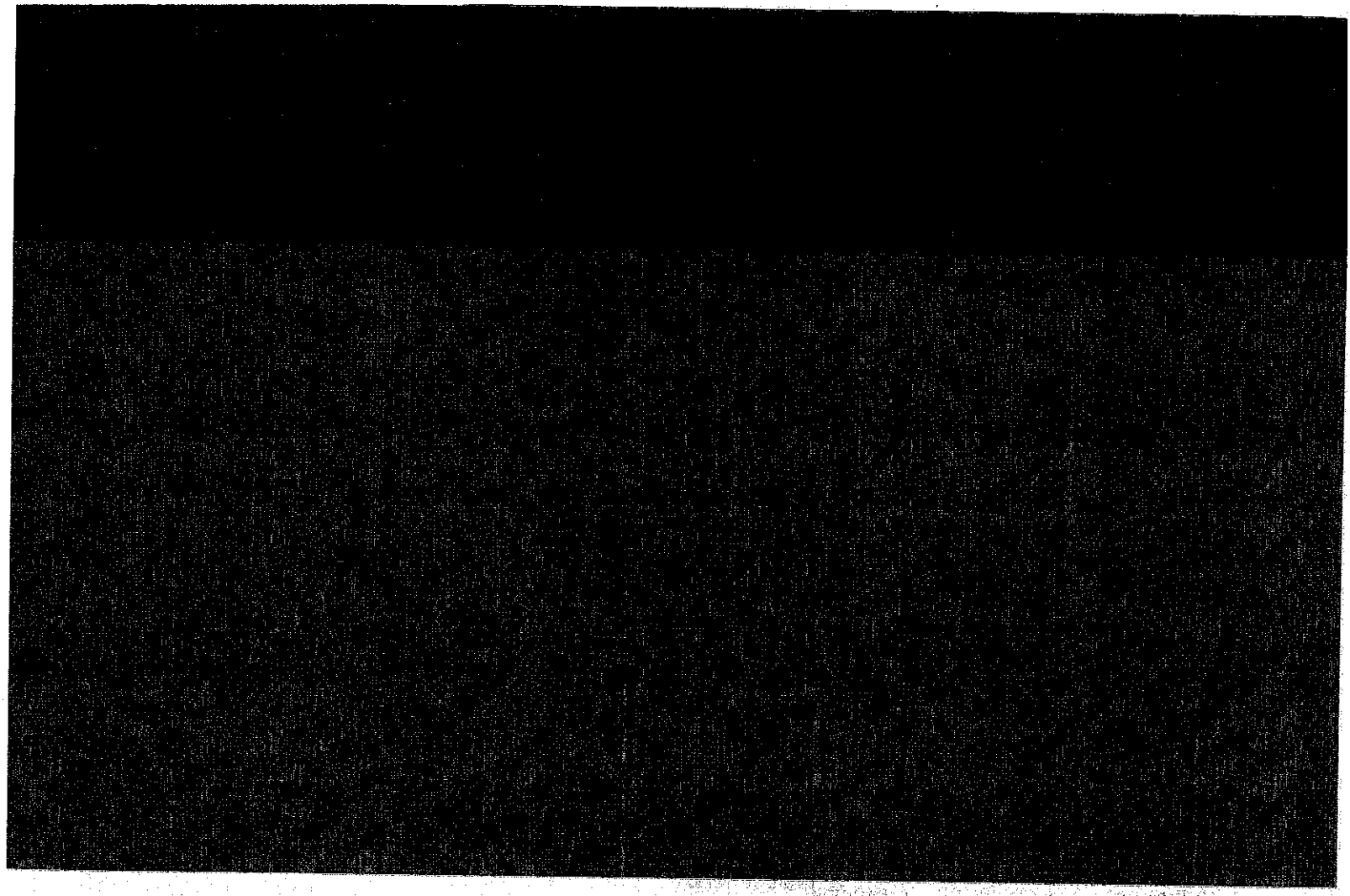
18500 N. Allied Way
Phoenix, Arizona 85054
irelations@republicservices.com

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Ernst & Young, LLP
One Renaissance Square, Suite 2300
Two N. Central Avenue
Phoenix, Arizona 85004

COMMON STOCK TRANSFER AGENT & REGISTRAR

Wells Fargo Shareowner Services
P. O. Box 64854-0854
St. Paul, Minnesota 55164
800-468-9716



18500 N. Allied Way
Phoenix, Arizona 85054

480-627-2700
republicservices.com

PRINTED WITH SOY INK

MIX
Paper from responsible sources
FSC® C101537

City of Fort Lauderdale Bid 542-11342

ATTACHMENT A

E-VERIFY AFFIRMATION STATEMENT

RFP/Bid /Contract No: 542-11342

Project Description: Trash and Recycling Collection Services for Public Spaces and Special Events

Contractor/Proposer/Bidder acknowledges and agrees to utilize the U.S. Department of Homeland Security's E-Verify System to verify the employment eligibility of,

(a) all persons employed by Contractor/Proposer/Bidder to perform employment duties within Florida during the term of the Contract, and,
(b) all persons (including subcontractors/vendors) assigned by Contractor/Proposer/Bidder to perform work pursuant to the Contract.

The Contractor/Proposer/Bidder acknowledges and agrees that use of the U.S. Department of Homeland Security's E-Verify System during the term of the Contract is a condition of the Contract.

Contractor/Proposer/ Bidder Company Name: Republic Services of Florida, LP dba All Service Refuse

Authorized Company Person's Signature: Mark W. Talbott

Authorized Company Person's Title: General Manager

Date: 4/17/2014

LOCAL BUSINESS PREFERENCE CERTIFICATION STATEMENT

The Business identified below certifies that it qualifies for the local BUSINESS preference classification as indicated herein, and further certifies and agrees that it will re-affirm it's local preference classification annually no later than thirty (30) calendar days prior to the anniversary of the date of a contract awarded pursuant to this ITB. Violation of the foregoing provision may result in contract termination.

(1) N/A (Business Name) is a **Class A** Business as defined in City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. A copy of the City of Fort Lauderdale current year Business Tax Receipt and a complete list of full-time employees and their addresses shall be provided within 10 calendar days of a formal request by the City.

(2) N/A (Business Name) is a **Class B** Business as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. A copy of the Business Tax Receipt or a complete list of full-time employees and their addresses shall be provided within 10 calendar days of a formal request by the City.

(3) Republic Services of Florida, LP dba All Service Refuse (Business Name) is a **Class C** Business as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. A copy of the Broward County Business Tax Receipt shall be provided within 10 calendar days of a formal request by the City.

(4) N/A (Business Name) requests a **Conditional Class A** classification as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. Written certification of intent shall be provided within 10 calendar days of a formal request by the City.

(5) N/A (Business Name) requests a **Conditional Class B** classification as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. Written certification of intent shall be provided within 10 calendar days of a formal request by the City.

(6) N/A (Business Name) is considered a **Class D** Business as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. and does not qualify for Local Preference consideration.

BIDDER'S COMPANY: Republic Service of Florida, LP dba All Service Refuse

AUTHORIZED COMPANY PERSON:

Mark W. Talbott (NAME) | [signature] (SIGNATURE) | 4/17/2014 (DATE)

BidSync City of Fort Lauderdale

NON-COLLUSION STATEMENT:

By signing this offer, the vendor/contractor certifies that this offer is made independently and *free* from collusion. Vendor shall disclose below any City of Fort Lauderdale, FL officer or employee, or any relative of any such officer or employee who is an officer or director of, or has a material interest in, the vendor's business, who is in a position to influence this procurement.

Any City of Fort Lauderdale, FL officer or employee who has any input into the writing of specifications or requirements, solicitation of offers, decision to award, evaluation of offers, or any other activity pertinent to this procurement is presumed, for purposes hereof, to be in a position to influence this procurement.

For purposes hereof, a person has a material interest if they directly or indirectly own more than 5 percent of the total assets or capital stock of any business entity, or if they otherwise stand to personally gain if the contract is awarded to this vendor.

In accordance with City of Fort Lauderdale, FL Policy and Standards Manual, 6.10.8.3,

> 3.3. City employees may not contract with the City through any corporation or business entity in which they or their immediate family members hold a controlling financial interest (e.g. ownership of five (5) percent or more).
>
> 3.4. Immediate family members (spouse, parents and children) are also prohibited from contracting with the City subject to the same general rules.

Failure of a vendor to disclose any relationship described herein shall be reason for debarment in accordance with the provisions of the City Procurement Code.

NAME	RELATIONSHIPS
N/A	N/A
N/A	N/A
	N/A
	N/A

In the event the vendor does not indicate any names, the City shall interpret this to mean that the vendor has indicated that no such relationships exist.

BidSync
City of Fort Lauderdale

BID/PROPOSAL SIGNATURE PAGE

How to submit bids/proposals: It is preferred that bids/proposals be submitted electronically at www.bidsync.com, unless otherwise stated in the bid packet. If mailing a hard copy, it will be the sole responsibility of the Bidder to ensure that the bid reaches the City of Fort Lauderdale, City Hall, Procurement Services Division, Suite 619, 100 N. Andrews Avenue, Fort Lauderdale, FL 33301, prior to the bid opening date and time listed. Bids/proposals submitted by fax or email will NOT be accepted.

The below signed hereby agrees to furnish the following article(s) or services at the price(s) and terms stated subject to all instructions, conditions, specifications addenda, legal advertisement, and conditions contained in the bid. I have read all attachments including the specifications and fully understand what is required. By submitting this signed proposal I will accept a contract if approved by the CITY and such acceptance covers all terms, conditions, and specifications of this bid/proposal.

Please Note: If responding to this solicitation through BidSync, the electronic version of the bid response will prevail, unless a paper version is clearly marked **by the bidder** in some manner to indicate that it will supplant the electronic version. All fields below **must** be completed. If the field does not apply to you, please note N/A in that field.

Submitted by: Mark W. Talbott (Authorized signature) 4/17/2014 (date)

Name (printed) Mark W. Talbott Title: General Manager

Company: (Legal Registration) Republic Services of Florida, LP dba All Service Refuse

CONTRACTOR, IF FOREIGN CORPORATION, MAY BE REQUIRED TO OBTAIN A CERTIFICATE OF AUTHORITY FROM THE DEPARTMENT OF STATE, IN ACCORDANCE WITH FLORIDA STATUTE §607.1501 (visit http://www.dos.state.fl.us/).

Address: 751 NW 31st Avenue

City: Lauderhill State: Florida Zip: 33311

Telephone No. 954-583-1830 FAX No. 954-584-1453 Email: mtalbott@republicservices.com

Delivery: Calendar days after receipt of Purchase Order (section 1.02 of General Conditions): 45

Payment Terms (section 1.04): 45 Total Bid Discount (section 1.05): none

Does your firm qualify for MBE or WBE status (section 1.09): MBE ☐ WBE ☐

ADDENDUM ACKNOWLEDGEMENT - Proposer acknowledges that the following addenda have been received and are included in the proposal:

Addendum No.	Date Issued		
# 1 (Pre-Bid Sign-In-Sheet)	3-31-14	# 4 (GPS Location)	4-09-14
# 2 (New Bid Due Date)	4-11-14		
# 3 (Response Questions)	4-09-14		

P-CARDS: Will your firm accept the City's Credit Card as payment for goods/services?

YES ☒ NO ☐

VARIANCES: State any variations to specifications, terms and conditions in the space provided below or reference in the space provided below all variances contained on other pages of bid, attachments or bid pages. No variations or exceptions

by the Proposer will be deemed to be part of the bid submitted unless such variation or exception is listed and contained within the bid documents and referenced in the space provided below. If no statement is contained in the below space, it is hereby implied that your bid/proposal complies with the full scope of this solicitation. HAVE YOU STATED ANY VARIANCES OR EXCEPTIONS BELOW? BIDDER MUST CLICK THE EXCEPTION LINK IF ANY VARIATION OR EXCEPTION IS TAKEN TO THE SPECIFICATIONS, TERMS AND CONDITIONS. If this section does not apply to your bid, simply mark N/A in the section below.

Variances: None

revised 11-29-11

BidSync

City of Fort Lauderdale

City of Fort Lauderdale • Procurement Services Division
100 N. Andrews Avenue, 619 • Fort Lauderdale, Florida 33301
954-828-5933 Fax 954-828-5576
purchase@fortlauderdale.gov

ADDENDUM NO. 2

ITB 542-11342
Trash and Recycling Collection Services for
Public Spaces and Special Events

ISSUED April 7, 2014

This addendum is being issued for clarification purposes in response to questions posed at the pre-proposal meeting.

1. Q. Will the City consider extending the bid end date beyond the currently published date?
   A. No

2. Q. Will the City please clarify its intentions regarding the privatization of the services requested in the ITB? At the pre-bid the City indicated it may or may not choose to award a contract.
   A. A decision has not been made at this time.

3. Q. Given the capital investment necessary to undertake this contract, we respectfully request a (3) three year term for the awarded vendor.
   A. Specifications will remain the same as stated in the ITB.

4. Q. Will the City require payment by P-Card to the vendor? If so, that should be stated upfront so the cost to the vendor can be budgeted for and built into the pricing.
   A. No

5. Q. Please confirm that if the City asks for any additional services over and above those specifically enumerated in the ITB, that it will allow the vendor to add on additional fees charges to the City.
   A. Yes

6. Q. Please provide maps with precise locations and GPS coordinates for each can to be serviced by the vendor. Additionally, please provide the current daily route sheets/maps with starting and ending points and the streets used.
   A. This information is being collected and will be available approximately April 10, 2014.

7. Q. Please provide the percentages of "Garbage" cans versus "Recycling" can to be serviced. (by number and by weight)
   A. This information is being collected and will be available approximately April 10, 2014.

8. Q. Please confirm that the waste from the Adopt-a-Street events will be events will be bagged or otherwise containerized.
   A. Yes

City of Fort Lauderdale • Procurement Services Division
100 N. Andrews Avenue, 619 • Fort Lauderdale, Florida 33301
954-828-5933 Fax 954-828-5576
purchase@fortlauderdale.gov

9. Q. Please confirm that if access during special events is blocked, that the City will be responsible for aggregating the waste in a place where the vendor may pick it up from a central point using their normally used collection vehicles.
A. Not always. Supervisor will reserve the right to have staff bring bags to multiple access points (typically lined up along curb line) for pickup by vendor once road is open or to have City staff take bags to access points prior to road being opened.

10. Q. Please confirm that the successful bidder will be permitted to provide/secure the necessary licenses, permits, franchise agreements after the solicitation due date, but prior to award.
A. Yes

11. Q. Please explain the flow of funds back to the vendor. Will the franchise fees be netted out from the monthly payment or will the vendor be required to separately remit the fees back to the City?
A. The vendor will be required to separately remit the fees back to the City.
The City's Franchise Fee applies to this contract and is currently established as 23% of gross receipts as established by resolution (refer to Chapter 24, Section 24-69 Fort Lauderdale Code of Ordinances). Any invoicing received by the City from the awarded Contractor must NOT include Franchise Fees as a line item. The City will calculate Franchise Fees owed and payable by the Contractor as 23% of the total invoice amount (inclusive of the Franchise Fee) billed to the City.

12. Q. Please confirm that the vendor is not required to use plastic garbage bags/liners in each can.
A. Confirmed

13. Q. Please confirm that the vendor is not responsible for pressure washing the cans or the areas around the cans.
A. Confirmed

14. Q. Please confirm the contents of the recycling containers will be limited to those enumerated in the state statutes. (ie. Paper, glass, plastic, rubber, textiles, cardboard)
A. 14) If recycle can is filled with product other than accepted it would then be considered contaminated and be disposed of as trash unless vendor could easily remove questionable pieces from recycle can (which is expected) and place them in the trash can.

15. Q. Please provide a form copy of the daily report the vendor will be expected to file with the City.
A. This will not be generated until award.

16. Q. Please fully describe the City's complaint reporting system and the manner to verify compliance.
A. Refer to section 2.04.H of the bid specifications.

City of Fort Lauderdale • Procurement Services Division
100 N. Andrews Avenue, 619 • Fort Lauderdale, Florida 33301
954-828-5933 Fax 954-828-5576
purchase@fortlauderdale.gov

17. Q. Please confirm as discussed, that the vendor is not required to staff the special events and empty the additional or existing cans, but rather event staff or City staff will be doing that and delivering it for the vendor to a central pick up point.
A. No, if temporary trash cans/ boxes are accessible by vendor truck they would be required to empty them. If not accessible see #9.

18. Q. Please confirm and provide a list of the current vehicles used (mfg., size, age, etc.) to collect and provide support to the services requested under this ITB. Is the City willing to sell them?
A. Two each 20 yard manual side loading, refuse collection trucks, 2009, Lodal EVO-Mag20.
Vehicles will be sold at auction.

19. Q. Please provide the names and addresses of the facilities where the City's recycling and solid waste are required to be delivered.
A. Refer to section 1.08

20. Q. Please further identify the cans that are, "other".
A. Designation "other" used in case of can changes.

21. Q. Please further clarify the spreadsheet to accurately reflect the needs of the City and the current schedule.
A. A revised Appendix B is attached to this addendum (subject to change)

22. Q. Please provide the City's current , FY2014, and FY 2013 line item budgets for providing the current services contemplated under this ITB.
A. FY2014 is $501,428 for current services.

All other terms, conditions, and specifications remain unchanged.

AnnDebra Diaz, CPPB
Procurement Services Division

Company Name: Republic Services of Florida, LP dba All Service Refuse
(please print)

Bidder's Signature: _____

Date: 4/11/2014

City of Fort Lauderdale • Procurement Services Division
100 N. Andrews Avenue, 619 • Fort Lauderdale, Florida 33301
954-828-5933 Fax 954-828-5676
purchase@fortlauderdale.gov

Appendix B

Service Schedule

Location	Times Per Week	Sun	Mon	Tues	Wed	Thur	Fri	Sat
SR 84	2	PM			PM			
Davie Blvd	2			PM			AM	
SE 17st	2	AM				AM		
Broward blvd	4	AM		AM	PM		PM	
Sunrise blvd	2				AM		PM	
Sistrunk blvd	2			PM				AM
Las Olas blvd	7	AM	AM	AM	AM	AM	AM	AM
Downtown area	7	AM	AM	AM	AM	AM	AM	AM
Commercial blvd	2	PM			PM			
3, 4, 7, Av	2		PM			PM		
Andrews av	2		PM			PM		
Federal Hwy	2		PM			AM		
Bayview dr	2	PM			PM			
Powerline rd (Broward to NE 62st)	2	PM			PM			
Beach route	14	AM/PM	AM/PM	AM/PM	AM/PM	AM/PM	AM/PM	AM/PM
Oakland Pk blvd	2		PM			AM		
Gait	7	AM	AM	AM	AM	AM	AM	AM
City compound	2				AM		PM	
Progresso/Flagler Area	2			PM			PM	
NW 15av/NW 19st	2	PM			PM			

AM= Morning
PM=Evening

City of Fort Lauderdale • Procurement Services Division
100 N. Andrews Avenue, 619 • Fort Lauderdale, Florida 33301
954-828-5933 Fax 954-828-5576
purchase@fortlauderdale.gov

ADDENDUM NO. 3

ITB 542-11342
Trash and Recycling Collection Services for
Public Spaces and Special Events

ISSUED April 9, 2014

This addendum is being issued for clarification purposes in response to questions posed at the pre-proposal meeting.

1. Q. Please provide maps with precise locations and GPS coordinates for each can to be serviced by the vendor. Additionally, please provide the current daily route sheets/maps with starting and ending points and the streets used.
   A. A GPS location map has been provided with this addendum. A route map is not available.

2. Q. Please provide the percentages of "Garbage" cans versus "Recycling" can to be serviced. (by number and by weight)
   A. The breakdown of cans is as follows. Breakdown by weight is not available:

Trash only	– 876 cans
Dual cans	– 229 cans
Recycling only	– 36 cans
Total Cans	– 1141 cans

All other terms, conditions, and specifications remain unchanged.

AnnDebra Diaz, CPPB
Procurement Services Division

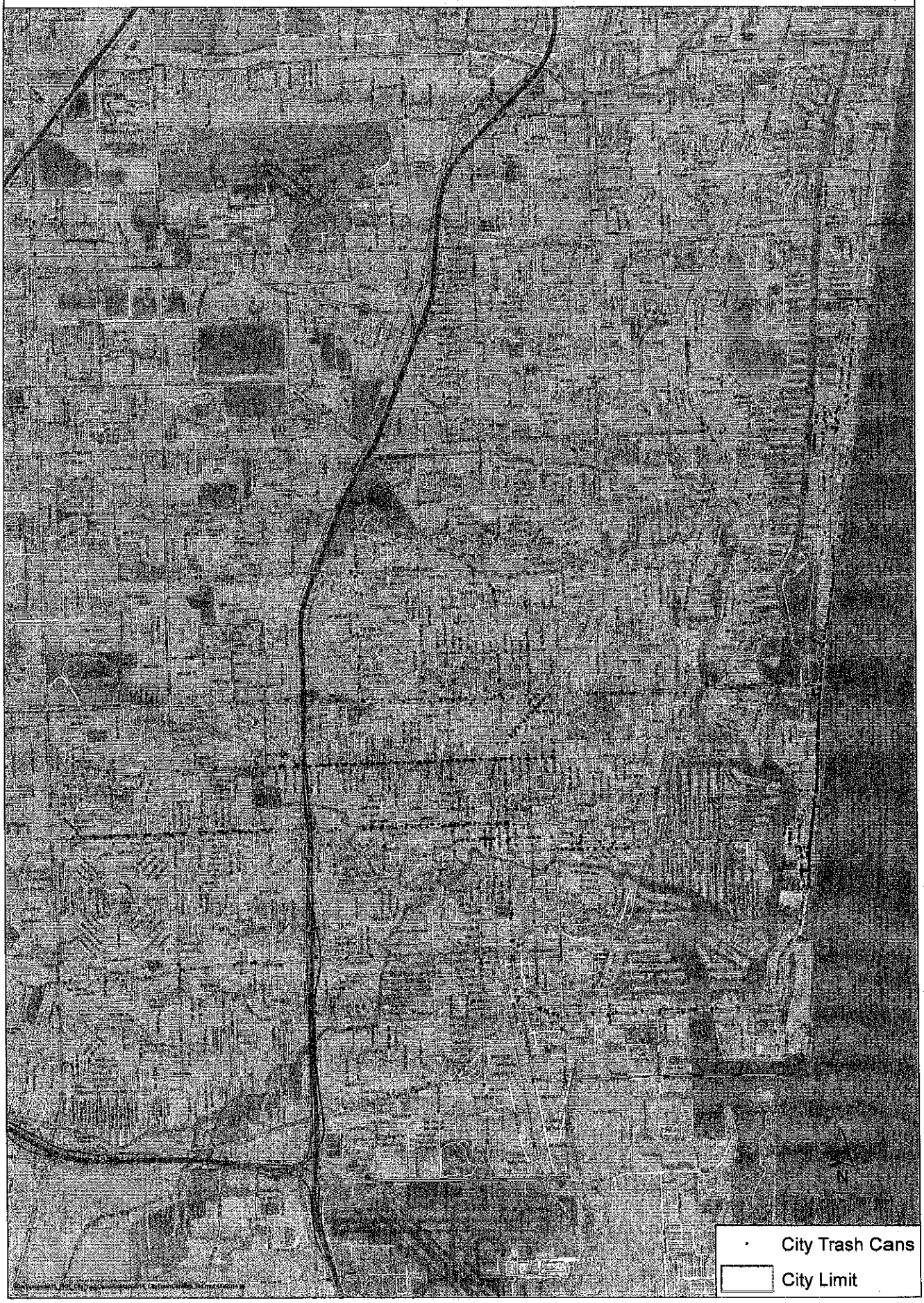
Company Name: Republic Services of Florida, LP dba All Service Refuse
(please print)

Bidder's Signature: _____

Date: 4/17/2014

City of Fort Lauderdale Trash Cans

Inventory Date April 2014 - 1,141 Total Cans.



Can_Type	Bus_Stop	GPS_Date	GPS_Time	Horz_Prec	Northing	Easting
A	All	4/3/2014	01:50:21am	1.3	643269.334	938554.348
P	All	4/3/2014	01:50:42am	0.5	643266.721	938555.926
D	Sign and Bench	4/3/2014	01:52:07am	1.6	643020.590	939262.890
A	Sign and Bench	4/3/2014	01:52:28am	1.7	643020.421	939269.020
A	Sign and Bench	4/3/2014	01:53:34am	1.6	643030.195	939658.334
A	Sign and Bench	4/3/2014	01:54:46am	1.1	643060.225	940745.745
A	None	4/3/2014	01:55:47am	0.5	643056.274	941395.876
A	Sign and Bench	4/3/2014	01:56:45am	0.9	643078.559	941601.326
A	Sign and Bench	4/3/2014	01:57:59am	2.2	643111.544	942591.802
D	All	4/3/2014	01:59:14am	1.1	643130.548	943593.300
H	All	4/3/2014	02:00:31am	1.1	643133.605	943594.363
A	None	4/3/2014	02:01:51am	1.4	643150.497	944383.658
D	None	4/3/2014	02:02:10am	1.3	643152.837	944383.339
A	None	4/3/2014	02:02:52am	2.9	643159.909	944581.283
A	None	4/3/2014	02:04:25am	2.9	643279.458	945070.275
D	None	4/3/2014	02:04:40am	4.2	643282.901	945068.551
A	None	4/3/2014	02:04:56am	3.0	643280.841	945076.195
A	None	4/3/2014	02:05:56am	4.3	643263.367	945084.434
A	None	4/3/2014	02:08:09am	1.4	643292.599	944382.109
D	All	4/3/2014	02:09:05am	1.3	643260.456	943618.853
H	All	4/3/2014	02:09:21am	1.3	643260.107	943619.872
A	Sign and Bench	4/3/2014	02:10:24am	1.2	643213.447	942856.293
A	Sign and Bench	4/3/2014	02:11:27am	1.3	643167.302	941769.630
A	Sign and Bench	4/3/2014	02:12:38am	1.5	643152.729	940706.504
A	Sign and Bench	4/3/2014	02:13:22am	1.1	643130.169	940180.787
A	All	4/3/2014	02:14:53am	1.3	643102.943	939100.654
P	All	4/3/2014	02:15:07am	1.0	643103.420	939104.012
P	All	4/3/2014	02:16:20am	2.7	643359.690	938560.603
A	All	4/3/2014	02:16:30am	6.1	643356.469	938562.003
A	Sign and Bench	4/2/2014	05:56:26am	1.3	661047.268	936529.795
A	Sign	4/2/2014	05:58:56am	1.2	658112.406	936831.443
A	Sign and Bench	4/2/2014	06:00:12am	1.3	657061.748	936870.634
A	All	4/2/2014	06:01:20am	2.2	656462.926	936894.140
A	None	4/2/2014	06:04:42am	4.4	651442.377	937151.456
D	Sign and Bench	4/2/2014	06:06:30am	2.1	650872.237	937177.588
A	Sign and Bench	4/2/2014	06:06:56am	1.4	650864.507	937177.633
C	Sign	4/2/2014	06:08:05am	1.6	650312.467	937198.139
A	All	4/2/2014	06:09:57am	1.9	648397.975	937264.306
K	All	4/2/2014	06:10:16am	1.5	648393.729	937261.484
A	All	4/2/2014	06:11:47am	1.6	647776.966	937285.615
A	All	4/2/2014	06:12:11am	2.0	647727.099	937291.927
A	Sign	4/2/2014	06:13:11am	1.4	647091.418	937309.878
A	All	4/2/2014	06:14:22am	1.4	646128.065	937331.694
K	All	4/2/2014	06:14:34am	1.5	646132.511	937332.240
K	Sign and Bench	4/2/2014	06:16:41am	2.0	645507.030	937357.667
A	None	4/2/2014	06:18:00am	1.1	644108.483	937485.090
Other	Sign	4/2/2014	06:19:14am	1.3	643635.361	937584.535
Other	Sign	4/2/2014	06:19:36am	1.5	643640.992	937582.414

A	All	4/2/2014 06:27:55am	1.7	643804.493	937632.799
D	All	4/2/2014 06:28:15am	1.6	643802.024	937631.835
A	None	4/2/2014 06:29:33am	1.5	645336.567	937445.735
A	All	4/2/2014 06:32:50am	1.2	646160.007	937419.737
K	All	4/2/2014 06:33:05am	1.7	646156.281	937418.852
A	Sign	4/2/2014 06:34:26am	0.8	647253.696	937357.688
A	None	4/2/2014 06:41:24am	1.6	651660.470	937195.256
A	None	4/2/2014 06:43:18am	1.4	652021.989	937183.361
A	Sign	4/2/2014 06:44:28am	2.9	652523.953	937162.504
A	Sign	4/2/2014 06:45:29am	1.3	653162.290	937139.682
E	Sign and Bench	4/2/2014 06:54:08am	1.3	656504.645	936949.820
A	All	4/2/2014 06:55:25am	1.3	657112.933	936929.371
K	All	4/2/2014 06:55:44am	1.3	657119.119	936927.663
K	All	4/2/2014 06:57:19am	1.7	658136.102	936888.266
A	All	4/2/2014 06:57:30am	1.5	658131.181	936888.579
A	Sign	4/2/2014 06:59:04am	1.3	660348.025	936809.055
A	All	4/2/2014 07:00:04am	0.6	660883.876	936680.452
K	All	4/2/2014 07:00:21am	0.5	660885.899	936678.005
A	None	4/3/2014 05:36:32am	1.7	667902.170	948455.334
E	None	4/3/2014 05:38:08am	1.2	667069.990	948273.467
O	None	4/3/2014 05:42:28am	1.3	657340.455	946543.025
O	None	4/8/2014 12:27:58am	1.2	656830.683	949567.103
O	None	4/8/2014 12:29:04am	1.2	656852.009	949865.875
C	None	4/8/2014 12:30:20am	1.4	656844.075	950109.711
D	None	4/8/2014 12:30:43am	1.5	656843.638	950113.492
K	None	4/8/2014 12:32:06am	1.3	656943.260	949993.674
O	Sign and Bench	4/8/2014 12:32:31am	1.4	656944.829	949988.073
O	None	4/8/2014 12:33:28am	1.5	656920.702	949227.164
B	None	4/8/2014 12:35:31am	2.5	656733.128	950415.007
O	None	4/8/2014 12:37:02am	2.4	656449.442	950245.548
O	None	4/8/2014 12:37:25am	3.5	656447.109	950148.103
O	None	4/8/2014 12:38:02am	4.6	656430.648	949957.078
O	None	4/8/2014 12:39:03am	10.5	656652.508	950160.286
O	None	4/8/2014 12:39:29am	4.5	656579.775	950202.261
O	None	4/8/2014 12:40:08am	3.9	656454.554	950343.229
O	None	4/8/2014 12:41:44am	1.9	655680.510	950369.723
O	All	4/8/2014 12:42:13am	1.7	655395.348	950358.846
O	None	4/8/2014 12:42:53am	1.6	654928.789	950344.272
O	None	4/8/2014 12:43:17am	1.3	654847.392	950342.106
O	None	4/8/2014 12:43:46am	2.4	654675.475	950338.543
O	None	4/8/2014 12:44:43am	2.5	654329.850	950330.237
O	All	4/8/2014 12:45:16am	2.1	654219.582	950327.583
O	None	4/8/2014 12:45:47am	2.1	654080.082	950326.284
O	None	4/8/2014 12:46:15am	1.2	653912.882	950322.392
O	None	4/8/2014 12:46:46am	4.4	653560.726	950320.153
O	All	4/8/2014 12:47:15am	2.7	653338.313	950305.178
O	None	4/8/2014 12:47:47am	3.6	653185.227	950299.121
O	None	4/8/2014 12:48:39am	2.0	652409.412	950262.060
O	None	4/8/2014 12:49:15am	2.0	652081.469	950152.549

O	None	4/8/2014 12:49:55am	7.6	651595.697	949757.666
O	None	4/8/2014 12:51:08am	6.7	650965.985	949570.875
O	None	4/8/2014 12:51:53am	4.0	650446.302	949543.522
O	None	4/8/2014 12:52:26am	5.2	650102.949	949535.381
E	Sign and Bench	4/8/2014 12:53:15am	1.2	650075.563	949425.112
O	None	4/8/2014 12:54:01am	1.8	650393.436	949153.949
E	None	4/8/2014 12:54:34am	2.9	650348.343	949135.173
O	None	4/8/2014 12:55:00am	1.5	650183.873	949127.657
E	None	4/8/2014 12:55:56am	2.5	650653.608	948943.908
E	None	4/8/2014 12:56:29am	4.3	650842.573	948975.729
O	None	4/8/2014 12:57:01am	5.4	650831.255	949156.954
E	None	4/8/2014 12:57:33am	12.1	650666.319	949164.987
O	None	4/8/2014 12:58:05am	12.1	650601.065	949174.529
E	None	4/8/2014 12:58:30am	6.5	650477.799	949155.652
O	None	4/8/2014 01:00:08am	3.3	649306.797	949638.073
O	None	4/8/2014 01:00:48am	3.2	649136.003	949643.981
O	None	4/8/2014 01:01:23am	1.9	649080.028	949638.801
E	None	4/8/2014 01:01:54am	1.5	649103.855	949606.620
E	None	4/8/2014 01:02:26am	1.2	649075.432	949657.596
E	None	4/8/2014 01:03:15am	8.5	649080.811	949769.235
E	None	4/8/2014 01:03:33am	4.3	649081.687	949821.348
E	None	4/8/2014 01:04:26am	5.4	648941.235	949646.868
O	Sign	4/8/2014 01:04:57am	7.6	648876.161	949643.631
O	None	4/8/2014 01:05:33am	3.5	648443.952	949741.675
O	Sign and Bench	4/8/2014 01:06:32am	2.0	647572.574	949638.261
A	None	4/8/2014 01:07:26am	1.9	646986.046	949581.844
O	None	4/8/2014 01:07:59am	1.5	646811.402	949554.304
O	All	4/8/2014 01:09:15am	2.5	646149.148	949182.065
O	All	4/8/2014 01:09:48am	2.8	646019.135	949086.623
O	All	4/8/2014 01:11:33am	2.9	643345.077	946935.613
A	None	4/8/2014 01:12:41am	1.7	643332.731	946007.890
A	None	4/8/2014 01:13:41am	2.6	643219.502	945801.017
D	None	4/8/2014 01:13:57am	2.2	643219.343	945797.437
A	None	4/8/2014 01:14:42am	2.1	643319.119	945805.151
J	None	4/8/2014 01:18:53am	1.2	642344.516	948479.484
J	None	4/8/2014 01:19:35am	2.8	641793.054	948524.746
J	None	4/8/2014 01:20:12am	3.2	641904.539	948976.506
J	None	4/8/2014 01:20:43am	3.3	641947.559	948949.341
O	None	4/8/2014 01:25:50am	2.7	647723.056	949694.324
O	None	4/8/2014 01:26:51am	1.9	649072.781	949933.915
O	None	4/8/2014 01:27:12am	2.1	649150.484	949942.435
O	None	4/8/2014 01:27:42am	1.9	649251.970	949945.438
O	None	4/8/2014 01:28:10am	3.0	649464.824	949953.655
O	None	4/8/2014 01:28:38am	2.3	649699.920	949963.957
O	None	4/8/2014 01:29:15am	1.7	649847.233	949954.584
O	None	4/8/2014 01:29:51am	2.0	650075.879	949940.671
O	None	4/8/2014 01:30:23am	1.4	650076.020	949759.201
O	None	4/8/2014 01:30:52am	2.8	650071.715	949589.086
O	None	4/8/2014 01:31:30am	4.0	650026.152	949617.251

O	None	4/8/2014 01:31:56am	2.0	650026.394	949893.634
O	None	4/8/2014 01:32:15am	2.8	650033.164	949929.493
O	None	4/8/2014 01:33:02am	2.8	650219.888	949985.649
O	None	4/8/2014 01:33:37am	0.8	650558.603	950029.590
O	None	4/8/2014 01:34:08am	1.8	650698.620	950048.798
O	None	4/8/2014 01:34:43am	4.9	650932.881	950066.995
O	None	4/8/2014 01:35:15am	2.8	650996.439	950077.161
O	None	4/8/2014 01:35:37am	2.5	651118.028	950098.263
O	None	4/8/2014 01:36:03am	4.3	651207.387	950102.619
O	None	4/8/2014 01:36:38am	3.1	651587.963	950154.259
O	None	4/8/2014 01:37:04am	3.5	651870.173	950186.043
O	None	4/8/2014 01:38:24am	5.2	651242.992	949513.696
O	None	4/8/2014 01:39:24am	7.3	652456.881	949572.478
O	None	4/8/2014 01:40:23am	4.3	654401.320	949490.593
O	None	4/8/2014 01:43:25am	1.2	649951.793	949620.379
O	None	4/8/2014 01:44:04am	6.5	649832.044	949887.804
O	None	4/8/2014 01:44:26am	3.2	649706.062	949887.886
O	None	4/8/2014 01:44:57am	2.5	649699.468	949644.867
E	None	4/8/2014 01:49:35am	3.3	648463.171	949931.479
E	None	4/8/2014 01:49:57am	2.1	648497.107	949946.513
O	None	4/8/2014 01:50:27am	5.4	648530.335	949933.128
O	None	4/8/2014 01:51:07am	3.0	648742.446	949948.758
E	None	4/8/2014 01:51:30am	1.6	648754.365	949948.801
O	None	4/8/2014 01:51:59am	1.6	648885.968	949952.632
E	None	4/8/2014 01:52:31am	1.6	649077.293	949957.117
E	None	4/8/2014 01:52:54am	1.5	649132.863	949959.962
O	None	4/8/2014 01:53:13am	1.6	649148.768	949964.264
O	Sign	4/8/2014 01:53:46am	2.1	649352.047	949966.480
O	None	4/8/2014 01:54:18am	2.3	649469.962	949970.632
E	None	4/8/2014 01:54:42am	1.6	649483.330	949971.313
E	None	4/8/2014 01:55:11am	1.3	649510.743	949972.522
O	None	4/8/2014 01:55:39am	1.7	649680.617	949975.551
E	None	4/8/2014 01:56:10am	1.8	649822.771	949980.299
E	None	4/8/2014 01:56:34am	1.9	649853.020	949982.559
O	None	4/8/2014 01:56:52am	1.8	649877.004	949981.953
O	None	4/8/2014 01:57:29am	3.5	649989.282	949988.709
E	None	4/8/2014 01:57:57am	4.2	649995.290	949989.310
E	None	4/8/2014 01:58:20am	5.5	650001.689	949989.659
E	None	4/8/2014 01:58:27am	7.6	650013.551	949991.657
E	None	4/8/2014 01:58:44am	0.6	650107.996	949992.590
E	None	4/8/2014 01:59:01am	2.1	650105.483	949997.775
E	None	4/8/2014 01:59:09am	3.6	650110.533	949998.591
O	None	4/8/2014 01:59:23am	1.5	650135.362	949998.930
E	None	4/8/2014 01:59:51am	3.0	650174.669	950003.080
O	None	4/8/2014 02:00:30am	2.8	650303.137	950015.289
E	None	4/8/2014 02:00:52am	2.1	650329.167	950017.197
E	None	4/8/2014 02:01:08am	1.5	650349.632	950018.994
O	None	4/8/2014 02:01:35am	1.2	650491.031	950036.526
O	None	4/8/2014 02:02:08am	2.8	650631.728	950055.837

E	None	4/8/2014 02:02:28am	2.3	650671.527	950062.312
E	None	4/8/2014 02:02:49am	2.0	650697.613	950066.223
O	None	4/8/2014 02:03:05am	2.3	650713.374	950068.118
O	None	4/8/2014 02:03:34am	3.7	650870.351	950089.325
E	None	4/8/2014 02:03:59am	2.2	650935.078	950097.887
E	None	4/8/2014 02:04:23am	4.7	650944.906	950098.808
E	None	4/8/2014 02:04:41am	4.6	650974.414	950102.678
E	None	4/8/2014 02:05:01am	3.2	650988.449	950104.049
O	None	4/8/2014 02:05:24am	3.0	651017.615	950106.314
O	None	4/8/2014 02:05:52am	3.5	651072.661	950107.376
E	None	4/8/2014 02:06:07am	2.5	651109.272	950115.411
E	None	4/8/2014 02:06:29am	2.1	651134.249	950119.247
E	None	4/8/2014 02:06:59am	4.9	651274.061	950127.580
O	None	4/8/2014 02:07:16am	3.2	651272.243	950132.427
O	None	4/8/2014 02:07:44am	5.0	651384.103	950145.291
E	None	4/8/2014 02:08:07am	3.3	651454.246	950154.166
E	None	4/8/2014 02:08:36am	0.4	651550.577	950164.392
E	None	4/8/2014 02:08:52am	1.8	651557.355	950165.580
O	None	4/8/2014 02:09:09am	1.3	651564.959	950168.507
O	None	4/8/2014 02:09:34am	0.4	651677.366	950182.794
E	None	4/8/2014 02:10:01am	1.9	651829.748	950205.163
E	None	4/8/2014 02:10:19am	1.6	651840.807	950206.988
E	None	4/8/2014 02:10:47am	0.3	651881.658	950207.775
E	None	4/8/2014 02:11:09am	1.3	651923.468	950217.413
O	None	4/8/2014 02:11:27am	2.2	651938.878	950219.847
O	None	4/8/2014 02:12:00am	0.8	652164.780	950256.363
E	None	4/8/2014 02:12:14am	1.5	652167.605	950257.414
E	None	4/8/2014 02:12:47am	0.9	652461.212	950302.591
O	None	4/8/2014 02:13:10am	1.1	652577.953	950311.094
E	None	4/8/2014 02:13:35am	1.3	652723.334	950315.837
E	None	4/8/2014 02:14:00am	4.3	652840.404	950323.445
O	None	4/8/2014 02:14:22am	2.2	652964.911	950327.698
E	None	4/8/2014 02:14:57am	1.3	653202.256	950339.814
E	None	4/8/2014 02:15:15am	2.8	653244.306	950341.476
O	None	4/8/2014 02:15:35am	0.9	653287.588	950343.189
O	None	4/8/2014 02:16:02am	2.2	653527.097	950356.007
E	None	4/8/2014 02:16:49am	1.6	653593.814	950360.365
E	None	4/8/2014 02:17:11am	1.2	653641.070	950361.891
O	None	4/8/2014 02:17:35am	1.6	653748.146	950361.418
E	None	4/8/2014 02:18:02am	1.8	653871.378	950363.334
E	None	4/8/2014 02:18:27am	1.5	654128.388	950368.191
O	None	4/8/2014 02:18:48am	1.3	654176.700	950368.662
E	None	4/8/2014 02:19:16am	1.1	654361.391	950372.226
E	None	4/8/2014 02:19:34am	1.6	654411.901	950373.815
O	None	4/8/2014 02:20:03am	0.8	654604.579	950377.312
E	None	4/8/2014 02:20:23am	0.9	654647.233	950379.448
O	None	4/8/2014 02:20:46am	1.2	654772.781	950379.956
E	None	4/8/2014 02:21:13am	0.4	654899.218	950382.148
O	None	4/8/2014 02:21:40am	1.5	655020.412	950386.447

E	None	4/8/2014 02:22:16am	1.1	655114.883	950390.175
E	None	4/8/2014 02:22:35am	0.9	655183.007	950393.402
O	None	4/8/2014 02:22:50am	1.5	655210.758	950394.278
E	None	4/8/2014 02:23:20am	1.5	655318.658	950397.292
O	None	4/8/2014 02:23:49am	1.2	655496.288	950403.415
E	None	4/8/2014 02:24:13am	1.1	655606.575	950409.002
E	None	4/8/2014 02:24:28am	1.2	655631.773	950410.670
O	None	4/8/2014 02:24:48am	1.3	655775.302	950415.236
E	None	4/8/2014 02:25:06am	1.1	655825.264	950418.318
E	None	4/8/2014 02:25:23am	1.2	655873.744	950419.707
E	None	4/8/2014 02:25:42am	1.1	656033.606	950425.011
O	None	4/8/2014 02:26:00am	0.7	656065.022	950426.972
E	Sign	4/8/2014 02:26:30am	1.1	656303.884	950434.965
E	None	4/8/2014 02:27:12am	1.3	656421.754	950440.341
E	None	4/8/2014 02:27:33am	1.5	656440.223	950441.905
E	None	4/8/2014 02:27:56am	0.7	656469.295	950443.112
E	None	4/8/2014 02:28:15am	1.2	656493.042	950447.596
E	None	4/8/2014 02:28:49am	1.3	656689.212	950468.005
E	None	4/8/2014 02:29:12am	1.4	656804.828	950481.081
E	None	4/8/2014 02:31:53am	0.6	657080.733	950507.231
E	None	4/8/2014 02:32:23am	1.7	657201.342	950512.243
E	None	4/8/2014 02:32:43am	1.1	657301.391	950524.523
E	None	4/8/2014 02:33:09am	1.1	657513.720	950544.309
E	None	4/8/2014 02:33:34am	1.6	657655.470	950561.356
E	None	4/8/2014 02:33:51am	0.7	657707.817	950569.766
E	None	4/8/2014 02:34:11am	1.3	657828.180	950573.975
E	None	4/8/2014 02:34:39am	3.1	658178.523	950599.471
E	None	4/8/2014 02:35:07am	2.0	658465.395	950613.453
E	None	4/8/2014 02:35:27am	0.9	658566.325	950639.264
E	None	4/8/2014 02:35:54am	0.3	658797.783	950662.505
E	None	4/8/2014 02:36:15am	0.4	658926.343	950676.290
E	None	4/8/2014 02:36:40am	0.9	659092.472	950693.628
E	None	4/8/2014 02:37:09am	1.7	659360.037	950750.608
E	None	4/8/2014 02:37:31am	1.9	659431.183	950774.401
E	None	4/8/2014 02:37:50am	0.9	659620.327	950815.893
E	None	4/8/2014 02:38:16am	1.3	659765.817	950834.261
E	None	4/8/2014 02:38:35am	1.4	659852.132	950853.505
E	None	4/8/2014 02:38:58am	1.4	659961.787	950868.245
E	None	4/8/2014 02:39:16am	1.6	660021.332	950882.318
E	None	4/8/2014 02:40:03am	1.7	660289.121	950914.113
E	None	4/8/2014 02:40:18am	3.1	660317.561	950919.532
E	None	4/8/2014 02:40:49am	2.1	660584.382	950953.615
E	None	4/8/2014 02:41:23am	3.7	660807.361	950982.769
E	None	4/8/2014 02:41:43am	2.7	660883.005	950989.256
E	None	4/8/2014 02:42:19am	2.8	661096.012	951038.432
E	None	4/8/2014 02:42:37am	1.2	661188.255	951051.936
E	None	4/8/2014 02:43:06am	1.9	661288.662	951063.646
E	None	4/8/2014 02:43:44am	0.7	661526.643	951083.637
E	None	4/8/2014 02:44:21am	2.6	661833.130	951111.180

E	None	4/8/2014 02:44:46am	2.3	662027.358	951102.221
E	None	4/8/2014 02:45:23am	3.1	662169.773	951076.060
O	None	4/8/2014 02:49:26am	2.7	662648.849	951059.309
A	None	4/8/2014 02:50:29am	2.8	663075.925	951300.204
E	None	4/8/2014 02:52:20am	2.1	663568.646	951371.761
E	None	4/8/2014 02:53:06am	0.7	664065.489	951314.312
E	None	4/8/2014 02:53:44am	2.1	664680.390	951398.918
E	None	4/8/2014 02:54:44am	1.3	665368.887	951506.010
E	None	4/8/2014 02:54:59am	1.5	665379.294	951505.075
O	None	4/8/2014 02:55:17am	2.1	665389.623	951508.532
O	None	4/8/2014 02:56:05am	1.4	666126.165	951616.325
E	None	4/8/2014 02:56:21am	1.5	666130.482	951617.497
E	None	4/8/2014 02:56:40am	0.9	666144.761	951619.505
E	None	4/8/2014 02:57:17am	2.2	666722.584	951696.388
O	Sign and Bench	4/8/2014 02:58:18am	4.1	667566.250	951242.788
O	None	4/8/2014 02:58:51am	0.7	667846.128	951278.352
O	None	4/8/2014 02:59:26am	2.1	668460.824	951339.569
O	Sign	4/8/2014 03:00:17am	1.5	669810.500	951487.065
O	Sign and Bench	4/8/2014 03:00:55am	1.6	670433.683	951539.095
O	Sign and Bench	4/8/2014 03:01:37am	1.8	671287.973	951706.070
A	Sign and Bench	4/8/2014 03:01:53am	2.0	671303.384	951708.546
O	Sign	4/8/2014 03:02:26am	2.8	671467.453	951756.271
O	Sign and Bench	4/8/2014 03:03:03am	2.6	671959.148	951924.949
O	Sign and Bench	4/8/2014 03:03:44am	2.2	672838.783	952140.166
O	Sign and Bench	4/8/2014 03:04:20am	3.5	672894.018	952098.058
O	Sign	4/8/2014 03:06:02am	2.2	670065.847	951439.392
O	All	4/8/2014 03:06:58am	1.7	669275.333	951360.331
O	Sign and Bench	4/8/2014 03:07:48am	4.0	668333.673	951262.652
O	Sign	4/8/2014 03:08:30am	2.0	667443.372	951178.694
O	Sign	4/8/2014 03:09:19am	1.7	666752.511	951077.147
O	Sign and Bench	4/8/2014 03:10:09am	2.2	665539.895	950976.352
O	Sign and Bench	4/8/2014 03:11:59am	1.8	662238.988	951035.067
G	None	4/3/2014 08:06:18pm	1.5	651122.347	937240.801
G	None	4/3/2014 08:07:17pm	2.3	651138.801	937148.456
G	None	4/3/2014 08:09:00pm	1.3	651088.549	936905.404
G	None	4/3/2014 08:10:01pm	1.2	651082.590	936418.513
P	All	4/3/2014 08:11:37pm	1.0	651089.576	935835.992
G	None	4/3/2014 08:12:59pm	1.2	651079.842	935591.482
G	None	4/3/2014 08:14:00pm	1.1	651077.274	935497.347
P	All	4/3/2014 08:15:09pm	0.7	651063.188	935146.734
G	None	4/3/2014 08:16:21pm	1.2	651060.116	935006.873
G	None	4/3/2014 08:17:46pm	1.0	651054.312	934838.332
P	All	4/3/2014 08:19:05pm	1.7	651024.461	934044.244
G	All	4/3/2014 08:19:24pm	1.4	651023.440	934035.127
G	None	4/3/2014 08:21:02pm	1.2	651007.849	933537.726
G	Sign and Bench	4/3/2014 08:22:29pm	0.9	650997.218	932974.359
G	All	4/3/2014 08:25:02pm	1.2	650976.951	931970.359
A	None	4/3/2014 08:26:03pm	1.2	651152.830	931974.785
G	None	4/3/2014 08:33:36pm	1.9	650938.085	931534.096

G	All	4/3/2014 08:35:14pm	1.6	650934.093	931145.998
D	All	4/3/2014 08:35:33pm	1.2	650935.530	931144.465
P	All	4/3/2014 08:36:51pm	0.5	650869.965	930019.279
G	All	4/3/2014 08:37:11pm	0.5	650869.902	930010.064
G	None	4/3/2014 08:39:10pm	1.2	650836.289	927279.796
G	All	4/3/2014 08:40:02pm	1.4	650812.343	927043.458
G	None	4/3/2014 08:40:48pm	1.1	650805.424	926915.989
G	None	4/3/2014 08:41:50pm	1.3	650793.632	926359.416
G	None	4/3/2014 08:42:46pm	1.1	650783.159	925935.195
G	None	4/3/2014 08:43:47pm	1.1	650763.218	925782.563
G	All	4/3/2014 08:44:50pm	1.1	650759.521	925696.486
G	None	4/3/2014 08:45:50pm	1.4	650746.212	925428.223
G	None	4/3/2014 08:46:50pm	0.7	650740.361	925214.041
G	Sign and Bench	4/3/2014 08:47:54pm	1.2	650735.161	925117.766
K	All	4/3/2014 08:49:01pm	1.1	650735.017	925067.872
G	None	4/3/2014 08:50:10pm	1.1	650713.948	924542.827
G	Sign and Bench	4/3/2014 08:51:10pm	1.1	650701.366	924235.436
G	Sign and Bench	4/3/2014 08:52:40pm	1.4	650677.272	923618.961
G	None	4/3/2014 08:53:46pm	1.1	650665.685	923278.251
G	All	4/3/2014 08:54:53pm	1.2	650664.577	922940.402
G	None	4/3/2014 08:56:00pm	1.0	650649.652	922783.739
G	Bench	4/3/2014 08:57:30pm	1.2	650629.656	922158.739
G	Sign	4/3/2014 08:58:43pm	1.1	650609.652	921588.177
G	None	4/3/2014 09:00:06pm	1.2	650588.136	920859.327
G	None	4/3/2014 09:01:15pm	0.8	650582.515	920681.309
G	Sign and Bench	4/3/2014 09:02:35pm	1.1	650575.895	920489.893
G	Sign	4/3/2014 09:03:44pm	1.2	650556.029	919787.526
G	None	4/3/2014 09:04:57pm	1.5	650536.110	919262.300
H	Sign	4/3/2014 09:06:19pm	1.1	650536.813	918937.255
G	None	4/3/2014 09:13:16pm	1.8	650455.171	919381.396
P	All	4/3/2014 09:14:33pm	0.9	650473.564	919856.106
G	None	4/3/2014 09:16:12pm	0.5	650482.147	920262.413
G	All	4/3/2014 09:17:18pm	0.5	650490.399	920525.978
G	Sign	4/3/2014 09:18:17pm	0.5	650225.985	920627.564
P	All	4/3/2014 09:19:56pm	0.5	650514.387	921274.410
P	All	4/3/2014 09:21:10pm	0.6	650535.615	921947.271
G	All	4/3/2014 09:21:27pm	0.7	650536.136	921954.020
G	None	4/3/2014 09:23:00pm	0.5	650548.900	922376.821
P	All	4/3/2014 09:24:21pm	0.9	650570.101	923005.670
G	None	4/3/2014 09:25:24pm	0.4	650573.331	923119.774
G	All	4/3/2014 09:26:33pm	0.4	650590.486	923566.757
P	All	4/3/2014 09:27:40pm	1.0	650618.149	924308.721
G	None	4/3/2014 09:28:54pm	0.4	650639.884	924868.076
G	Bench	4/3/2014 09:30:08pm	0.5	650657.282	925252.021
P	All	4/3/2014 09:31:10pm	1.1	650658.729	925365.346
G	All	4/3/2014 09:32:26pm	0.4	650680.977	925943.787
G	All	4/3/2014 09:33:21pm	0.5	650692.327	926223.724
G	None	4/3/2014 09:34:19pm	0.9	650700.943	926466.894
G	Sign and Bench	4/3/2014 09:35:15pm	0.4	650709.098	926682.122

G	None	4/3/2014 09:36:17pm	0.5	650727.357	927147.910
G	Sign and Bench	4/3/2014 09:37:22pm	0.3	650719.346	927495.422
G	None	4/3/2014 09:39:19pm	0.8	650768.075	929844.610
P	All	4/3/2014 09:40:46pm	0.7	650789.181	930181.817
P	All	4/3/2014 09:42:21pm	0.6	650840.127	931180.909
G	All	4/3/2014 09:42:38pm	0.7	650839.937	931186.278
G	None	4/3/2014 09:43:59pm	0.4	650843.281	931491.835
G	All	4/3/2014 09:45:16pm	1.1	650845.176	931928.915
D	All	4/3/2014 09:45:34pm	1.6	650845.209	931930.716
P	All	4/3/2014 09:47:24pm	1.2	650877.975	932527.770
G	None	4/3/2014 09:48:27pm	1.1	650893.901	932960.594
G	Sign and Bench	4/3/2014 09:49:40pm	1.0	650903.073	933202.845
P	All	4/3/2014 09:50:48pm	1.2	650924.990	933834.573
G	Sign	4/3/2014 09:52:00pm	0.5	650946.056	934462.280
G	None	4/3/2014 09:53:16pm	0.6	650959.494	934830.234
G	None	4/3/2014 09:54:10pm	1.0	650963.134	934968.823
G	Sign and Bench	4/3/2014 09:55:14pm	1.0	650978.581	935370.121
G	None	4/3/2014 09:56:43pm	1.3	650982.210	936780.406
G	None	4/3/2014 09:57:35pm	0.8	651010.574	937129.143
G	None	4/3/2014 09:58:56pm	1.2	651022.753	937253.092
E	Sign and Bench	4/3/2014 10:00:08pm	1.2	651030.967	937462.222
G	None	4/3/2014 10:00:29pm	1.3	651030.834	937472.764
G	None	4/3/2014 10:00:49pm	1.3	651030.318	937482.831
G	Sign	4/3/2014 10:02:11pm	3.1	651035.747	938087.954
G	None	4/3/2014 08:06:18pm	1.5	651122.347	937240.801
G	None	4/3/2014 08:07:17pm	2.3	651138.801	937148.456
G	None	4/3/2014 08:09:00pm	1.3	651088.549	936905.404
G	None	4/3/2014 08:10:01pm	1.2	651082.590	936418.513
P	All	4/3/2014 08:11:37pm	1.0	651089.576	935835.992
G	None	4/3/2014 08:12:59pm	1.2	651079.842	935591.482
G	None	4/3/2014 08:14:00pm	1.1	651077.274	935497.347
P	All	4/3/2014 08:15:09pm	0.7	651063.188	935146.734
G	None	4/3/2014 08:16:21pm	1.2	651060.116	935006.873
G	None	4/3/2014 08:17:46pm	1.0	651054.312	934838.332
P	All	4/3/2014 08:19:05pm	1.7	651024.461	934044.244
G	All	4/3/2014 08:19:24pm	1.4	651023.440	934035.127
G	None	4/3/2014 08:21:02pm	1.2	651007.849	933537.726
G	Sign and Bench	4/3/2014 08:22:29pm	0.9	650997.218	932974.359
G	All	4/3/2014 08:25:02pm	1.2	650976.951	931970.359
A	None	4/3/2014 08:26:03pm	1.2	651152.830	931974.785
G	None	4/3/2014 08:33:36pm	1.9	650938.085	931534.096
G	All	4/3/2014 08:35:14pm	1.6	650934.093	931145.998
D	All	4/3/2014 08:35:33pm	1.2	650935.530	931144.465
P	All	4/3/2014 08:36:51pm	0.5	650869.965	930019.279
G	All	4/3/2014 08:37:11pm	0.5	650869.902	930010.064
G	None	4/3/2014 08:39:10pm	1.2	650836.289	927279.796
G	All	4/3/2014 08:40:02pm	1.4	650812.343	927043.458
G	None	4/3/2014 08:40:48pm	1.1	650805.424	926915.989
G	None	4/3/2014 08:41:50pm	1.3	650793.632	926359.416

G	None	4/3/2014 08:42:46pm	1.1	650783.159	925935.195
G	None	4/3/2014 08:43:47pm	1.1	650763.218	925782.563
G	All	4/3/2014 08:44:50pm	1.1	650759.521	925696.486
G	None	4/3/2014 08:45:50pm	1.4	650746.212	925428.223
G	None	4/3/2014 08:46:50pm	0.7	650740.361	925214.041
G	Sign and Bench	4/3/2014 08:47:54pm	1.2	650735.161	925117.766
K	All	4/3/2014 08:49:01pm	1.1	650735.017	925067.872
G	None	4/3/2014 08:50:10pm	1.1	650713.948	924542.827
G	Sign and Bench	4/3/2014 08:51:10pm	1.1	650701.366	924235.436
G	Sign and Bench	4/3/2014 08:52:40pm	1.4	650677.272	923618.961
G	None	4/3/2014 08:53:46pm	1.1	650665.685	923278.251
G	All	4/3/2014 08:54:53pm	1.2	650664.577	922940.402
G	None	4/3/2014 08:56:00pm	1.0	650649.652	922783.739
G	Bench	4/3/2014 08:57:30pm	1.2	650629.656	922158.739
G	Sign	4/3/2014 08:58:43pm	1.1	650609.652	921588.177
G	None	4/3/2014 09:00:06pm	1.2	650588.136	920859.327
G	None	4/3/2014 09:01:15pm	0.8	650582.515	920681.309
G	Sign and Bench	4/3/2014 09:02:35pm	1.1	650575.895	920489.893
G	Sign	4/3/2014 09:03:44pm	1.2	650556.029	919787.526
G	None	4/3/2014 09:04:57pm	1.5	650536.110	919262.300
H	Sign	4/3/2014 09:06:19pm	1.1	650536.813	918937.255
G	None	4/3/2014 09:13:16pm	1.8	650455.171	919381.396
P	All	4/3/2014 09:14:33pm	0.9	650473.564	919856.106
G	None	4/3/2014 09:16:12pm	0.5	650482.147	920262.413
G	All	4/3/2014 09:17:18pm	0.5	650490.399	920525.978
G	Sign	4/3/2014 09:18:17pm	0.5	650225.985	920627.564
P	All	4/3/2014 09:19:56pm	0.5	650514.387	921274.410
P	All	4/3/2014 09:21:10pm	0.6	650535.615	921947.271
G	All	4/3/2014 09:21:27pm	0.7	650536.136	921954.020
G	None	4/3/2014 09:23:00pm	0.5	650548.900	922376.821
P	All	4/3/2014 09:24:21pm	0.9	650570.101	923005.670
G	None	4/3/2014 09:25:24pm	0.4	650573.331	923119.774
G	All	4/3/2014 09:26:33pm	0.4	650590.486	923566.757
P	All	4/3/2014 09:27:40pm	1.0	650618.149	924308.721
G	None	4/3/2014 09:28:54pm	0.4	650639.884	924868.076
G	Bench	4/3/2014 09:30:08pm	0.5	650657.282	925252.021
P	All	4/3/2014 09:31:10pm	1.1	650658.729	925365.346
G	All	4/3/2014 09:32:26pm	0.4	650680.977	925943.787
G	All	4/3/2014 09:33:21pm	0.5	650692.327	926223.724
G	None	4/3/2014 09:34:19pm	0.9	650700.943	926466.894
G	Sign and Bench	4/3/2014 09:35:15pm	0.4	650709.098	926682.122
G	None	4/3/2014 09:36:17pm	0.5	650727.357	927147.910
G	Sign and Bench	4/3/2014 09:37:22pm	0.3	650719.346	927495.422
G	None	4/3/2014 09:39:19pm	0.8	650768.075	929844.610
P	All	4/3/2014 09:40:46pm	0.7	650789.181	930181.817
P	All	4/3/2014 09:42:21pm	0.6	650840.127	931180.909
G	All	4/3/2014 09:42:38pm	0.7	650839.937	931186.278
G	None	4/3/2014 09:43:59pm	0.4	650843.281	931491.835
G	All	4/3/2014 09:45:16pm	1.1	650845.176	931928.915

D	All	4/3/2014 09:45:34pm	1.6	650845.209	931930.716
P	All	4/3/2014 09:47:24pm	1.2	650877.975	932527.770
G	None	4/3/2014 09:48:27pm	1.1	650893.901	932960.594
G	Sign and Bench	4/3/2014 09:49:40pm	1.0	650903.073	933202.845
P	All	4/3/2014 09:50:48pm	1.2	650924.990	933834.573
G	Sign	4/3/2014 09:52:00pm	0.5	650946.056	934462.280
G	None	4/3/2014 09:53:16pm	0.6	650959.494	934830.234
G	None	4/3/2014 09:54:10pm	1.0	650963.134	934968.823
G	Sign and Bench	4/3/2014 09:55:14pm	1.0	650978.581	935370.121
G	None	4/3/2014 09:56:43pm	1.3	650982.210	936780.406
G	None	4/3/2014 09:57:35pm	0.8	651010.574	937129.143
G	None	4/3/2014 09:58:56pm	1.2	651022.753	937253.092
E	Sign and Bench	4/3/2014 10:00:08pm	1.2	651030.967	937462.222
G	None	4/3/2014 10:00:29pm	1.3	651030.834	937472.764
G	None	4/3/2014 10:00:49pm	1.3	651030.318	937482.831
G	Sign	4/3/2014 10:02:11pm	3.1	651035.747	938087.954
G	None	4/3/2014 03:49:01pm	1.3	651154.743	940513.804
G	None	4/3/2014 03:49:01pm	1.3	651154.743	940513.804
P	All	4/3/2014 06:00:58am	1.3	675627.917	946213.325
A	Sign and Bench	4/1/2014 08:30:25am	1.0	675141.347	932992.862
A	Sign and Bench	4/1/2014 08:32:41am	0.8	675118.192	931552.868
A	Sign and Bench	4/1/2014 08:34:34am	1.2	675059.375	929643.913
A	All	4/1/2014 08:36:17am	0.8	675012.132	928063.977
A	Sign and Bench	4/1/2014 08:38:00am	1.4	674966.117	926730.457
A	Sign and Bench	4/1/2014 08:39:48am	1.3	674647.120	924681.280
A	Sign	4/1/2014 08:40:56am	1.1	674347.997	923774.163
P	All	4/1/2014 08:43:18am	1.4	674418.400	922675.773
P	All	4/1/2014 08:48:13am	1.6	680309.203	922519.511
K	All	4/1/2014 08:48:33am	1.3	680298.153	922520.305
A	None	4/1/2014 08:51:22am	1.3	680257.542	920613.241
A	None	4/1/2014 08:53:47am	1.5	682380.407	921094.930
A	Sign and Bench	4/1/2014 08:56:38am	1.3	682613.448	922323.828
P	All	4/1/2014 08:59:45am	2.0	679909.262	922406.126
P	All	4/1/2014 09:02:41am	3.3	676027.621	922546.731
Other	All	4/1/2014 09:05:50am	1.4	674310.744	922466.538
A	All	4/1/2014 09:08:32am	0.8	674848.251	917368.674
A	All	4/1/2014 09:08:51am	1.3	674861.881	917370.521
P	All	4/1/2014 09:09:04am	1.2	674880.070	917369.385
Other	All	4/1/2014 09:11:35am	1.2	675619.447	917341.247
Other	All	4/1/2014 09:12:32am	3.2	676199.156	917329.511
P	All	4/1/2014 09:15:29am	0.8	677588.935	917321.296
Other	All	4/1/2014 09:18:51am	1.3	677226.433	917212.516
Other	All	4/1/2014 09:20:05am	0.5	675913.039	917206.836
Other	All	4/1/2014 09:22:03am	2.2	674253.987	917535.331
Other	All	4/1/2014 09:22:16am	1.3	674254.514	917531.169
Other	Sign and Bench	4/1/2014 09:23:37am	0.9	674186.974	918986.206
A	Bench	4/1/2014 09:29:37am	0.8	674825.690	926684.675
A	All	4/1/2014 09:30:48am	2.4	674855.586	927188.294
A	Sign and Bench	4/1/2014 09:33:59am	0.4	674901.882	928136.662

A	Sign and Bench	4/1/2014 09:35:06am	0.5	674937.943	929431.545
A	All	4/1/2014 09:36:56am	0.3	674994.881	931488.956
P	All	4/1/2014 09:38:56am	1.3	675032.361	932808.170
A	None	4/3/2014 01:15:26am	1.5	650108.159	932063.326
A	None	4/3/2014 01:15:56am	1.2	650104.317	931998.666
G	None	4/3/2014 01:16:41am	0.6	650153.227	932044.910
A	Sign and Bench	4/1/2014 08:15:51am	1.2	680200.762	924612.439
A	Sign and Bench	4/1/2014 08:18:42am	1.3	680154.219	923117.445
C	None	4/5/2014 10:29:06am	1.3	650367.678	936275.227
C	None	4/5/2014 10:29:33am	0.9	650378.267	936289.811
C	None	4/5/2014 10:30:31am	1.0	650388.013	936475.429
C	None	4/5/2014 10:30:52am	1.0	650373.828	936503.247
C	None	4/5/2014 10:31:43am	1.9	650228.690	936487.581
C	None	4/5/2014 10:32:09am	2.4	650208.215	936486.308
C	None	4/5/2014 10:33:22am	2.3	649967.002	936479.019
D	None	4/5/2014 10:33:39am	0.6	649966.196	936481.745
C	None	4/5/2014 10:34:43am	1.2	650152.272	936275.591
C	None	4/5/2014 10:36:16am	1.6	650478.366	936263.090
C	None	4/5/2014 10:37:30am	2.1	650763.038	936249.701
C	None	4/5/2014 10:38:53am	1.5	650751.374	936475.837
B	None	4/5/2014 10:40:05am	1.6	650429.189	936409.405
B	None	4/5/2014 10:40:30am	1.7	650430.117	936381.875
B	None	4/5/2014 10:41:20am	1.6	650430.287	936366.886
C	None	4/5/2014 10:43:35am	0.5	650424.685	936215.163
B	None	4/5/2014 10:44:07am	1.4	650425.052	936180.982
B	None	4/5/2014 10:45:02am	1.3	650418.941	936059.141
C	None	4/5/2014 10:45:12am	1.3	650419.891	936060.106
H	None	4/5/2014 10:47:04am	2.4	650406.497	935524.335
H	None	4/5/2014 10:47:39am	2.0	650401.373	935513.740
H	None	4/5/2014 10:48:26am	2.2	650382.055	935302.297
H	None	4/5/2014 10:50:59am	7.7	650744.109	935533.546
H	None	4/5/2014 10:55:42am	18.0	650427.519	936648.077
D	None	4/5/2014 11:10:55am	1.3	651759.042	937595.381
B	None	4/5/2014 11:14:06am	39.8	650399.715	937307.871
B	None	4/5/2014 11:21:59am	1.9	650456.887	938128.843
B	None	4/5/2014 11:24:57am	3.0	650456.256	938291.407
B	None	4/5/2014 11:25:21am	2.0	650500.574	938286.263
B	None	4/5/2014 11:26:12am	1.8	650481.709	938505.884
B	None	4/5/2014 11:27:46am	1.4	650493.216	939063.189
A	All	4/3/2014 04:04:37am	1.3	645564.499	931417.950
K	All	4/3/2014 04:07:21am	1.2	645293.875	926543.602
A	All	4/3/2014 04:08:32am	0.5	645235.157	925846.948
A	Sign and Bench	4/3/2014 04:10:17am	0.9	644966.039	923433.250
A	Sign	4/3/2014 04:11:30am	1.1	645164.575	923356.159
A	Sign	4/3/2014 04:12:06am	1.2	645181.501	923306.436
A	Sign and Bench	4/3/2014 04:13:55am	0.9	644655.955	921946.308
K	All	4/3/2014 04:15:32am	1.0	644600.369	920742.090
A	None	4/3/2014 04:16:53am	0.5	644559.943	919956.079
A	All	4/3/2014 04:18:13am	0.9	644519.630	918772.739

K	All	4/3/2014 04:18:37am	1.1	644520.883	918776.005
P	All	4/3/2014 04:19:57am	0.5	644639.065	918278.552
A	All	4/3/2014 04:20:20am	0.4	644633.180	918278.409
A	Sign and Bench	4/3/2014 04:23:40am	0.6	641074.726	918478.648
A	All	4/3/2014 04:26:22am	1.5	644429.217	918572.180
D	All	4/3/2014 04:26:41am	1.0	644429.396	918567.623
A	Sign and Bench	4/3/2014 04:28:09am	0.5	644504.776	920292.615
K	All	4/3/2014 04:29:36am	1.2	644528.562	920993.201
A	All	4/3/2014 04:30:52am	1.2	644622.123	922122.798
A	Sign	4/3/2014 04:32:25am	1.1	644606.062	923334.981
A	All	4/3/2014 04:33:56am	0.7	644918.207	923559.721
A	All	4/3/2014 04:35:26am	0.4	645147.919	925692.861
K	All	4/3/2014 04:35:51am	0.3	645146.148	925688.075
A	None	4/3/2014 04:38:14am	0.5	645214.952	926421.336
A	Sign and Bench	4/3/2014 04:39:10am	0.4	645230.725	926585.214
A	All	4/3/2014 04:41:13am	1.5	645423.188	930406.765
A	All	4/3/2014 04:42:29am	1.4	645496.951	931507.336
A	Sign	4/3/2014 04:45:01am	0.4	645624.771	936186.057
K	Sign and Bench	4/2/2014 08:18:22am	0.5	655210.837	939056.873
A	Sign	4/2/2014 08:19:32am	1.3	654560.962	939081.778
A	Sign	4/2/2014 08:20:40am	1.4	653914.827	939107.039
A	Sign	4/2/2014 08:22:27am	1.2	652208.078	939157.370
A	Sign and Bench	4/2/2014 08:27:34am	1.7	642463.442	939431.495
A	Sign	4/2/2014 08:30:25am	2.5	638508.348	939614.994
A	None	4/2/2014 08:35:45am	0.9	640270.254	939596.931
A	Sign and Bench	4/2/2014 08:38:47am	0.7	641523.722	939556.184
A	Sign and Bench	4/2/2014 08:44:35am	2.2	653783.724	939195.741
A	Sign and Bench	4/2/2014 08:45:38am	1.3	654433.781	939173.144
A	Sign and Bench	4/2/2014 08:46:56am	1.7	655726.657	939123.183
K	Sign and Bench	4/2/2014 08:52:07am	1.3	657651.365	944903.103
A	Sign and Bench	4/2/2014 08:55:55am	1.3	662191.749	945284.571
P	All	4/2/2014 08:58:57am	1.3	665016.059	946001.955
A	Sign and Bench	4/2/2014 09:00:43am	1.3	666869.899	946163.994
A	Sign and Bench	4/2/2014 09:03:41am	1.5	667608.206	945768.170
A	All	4/2/2014 09:04:50am	1.5	668022.279	945491.418
D	All	4/2/2014 09:05:06am	1.0	668026.492	945486.363
A	Sign and Bench	4/2/2014 09:09:44am	0.6	677577.999	947330.008
Other	Sign and Bench	4/2/2014 09:13:15am	0.7	681802.625	948673.816
A	All	4/2/2014 09:15:48am	0.8	681749.786	948564.197
E	Sign and Bench	4/2/2014 09:18:41am	0.6	680140.179	948219.408
A	Sign and Bench	4/2/2014 09:19:53am	0.4	678965.986	947797.093
A	Sign and Bench	4/2/2014 09:23:47am	1.6	674944.771	946016.275
A	Sign and Bench	4/2/2014 09:28:06am	3.3	667766.750	945536.641
D	Sign and Bench	4/2/2014 09:28:34am	2.6	667762.991	945538.047
A	Sign	4/2/2014 09:31:22am	0.5	667048.941	945991.585
A	All	4/2/2014 09:33:43am	1.3	665176.029	945935.980
A	None	4/2/2014 09:34:44am	1.2	664982.978	945824.617
A	None	4/2/2014 09:35:28am	2.1	664913.033	945654.191
A	Sign and Bench	4/2/2014 09:36:32am	1.1	664595.800	945789.867

A	Sign and Bench	4/2/2014 09:37:40am	0.8	663197.854	945440.271
A	Sign and Bench	4/2/2014 09:38:39am	1.3	662626.412	945292.530
A	Sign and Bench	4/2/2014 09:40:17am	1.2	661905.099	945111.739
A	Sign and Bench	4/2/2014 09:41:09am	1.1	661397.296	944983.216
A	Sign and Bench	4/2/2014 09:42:25am	1.3	660014.671	944757.418
A	Sign and Bench	4/2/2014 09:46:37am	10.1	657424.671	944808.888
Other	None	4/3/2014 04:55:13am	1.1	656275.338	938754.213
Other	Bench	4/3/2014 04:56:21am	1.3	656069.576	938572.675
Other	Bench	4/3/2014 04:57:15am	0.4	655892.773	938433.831
Other	Bench	4/3/2014 04:58:12am	0.5	655705.345	938270.925
Other	Bench	4/3/2014 04:59:09am	0.6	655512.080	938100.699
Other	Bench	4/3/2014 05:00:24am	0.6	655353.549	937964.699
Other	Bench	4/3/2014 05:00:44am	0.5	655356.029	937965.083
Other	Bench	4/3/2014 05:01:38am	1.5	655063.510	937732.356
Other	Bench	4/3/2014 05:02:24am	1.1	654883.237	937569.347
Other	Bench	4/3/2014 05:03:14am	1.1	654697.202	937403.863
Other	Bench	4/3/2014 05:04:02am	1.5	654448.267	937184.823
K	None	4/3/2014 05:05:05am	1.3	654407.435	936815.734
K	None	4/3/2014 05:07:40am	1.9	655038.706	936794.993
K	None	4/3/2014 05:09:48am	1.2	656100.364	936310.423
K	None	4/3/2014 05:13:01am	1.3	656100.829	935694.252
O	None	4/6/2014 12:30:54am	6.0	670280.662	951806.531
O	None	4/6/2014 12:31:52am	2.6	669612.517	951735.870
O	None	4/6/2014 12:32:39am	1.7	669358.920	951706.686
O	None	4/6/2014 12:33:26am	1.6	668943.069	951605.846
O	None	4/6/2014 12:34:41am	1.7	668412.777	951576.880
O	None	4/6/2014 12:35:25am	1.8	668651.559	951648.099
O	None	4/6/2014 12:36:08am	2.3	668961.935	951679.992
O	None	4/6/2014 12:37:04am	1.9	669242.990	951717.497
O	None	4/6/2014 12:38:07am	1.1	669810.734	951767.968
O	None	4/6/2014 12:39:02am	1.7	670461.310	951834.187
O	None	4/6/2014 12:39:49am	1.2	670847.383	951872.590
O	None	4/6/2014 12:40:43am	1.5	671333.473	951922.127
O	None	4/6/2014 12:41:26am	1.3	671648.496	951959.406
O	None	4/6/2014 12:42:14am	1.8	671903.162	951986.909
O	None	4/6/2014 12:43:01am	1.9	672190.421	952018.605
O	None	4/6/2014 12:45:55am	0.8	668230.417	951177.913
O	None	4/6/2014 12:47:15am	0.7	668219.861	950733.938
O	None	4/6/2014 12:48:01am	1.1	668445.377	950697.745
O	None	4/6/2014 12:49:09am	1.2	668141.524	950408.496
O	None	4/6/2014 12:49:56am	1.5	668148.907	950726.873
O	None	4/6/2014 12:50:42am	1.2	668152.617	950963.179
O	None	4/6/2014 12:52:10am	0.5	667935.739	951194.624
O	None	4/6/2014 12:52:32am	2.1	667959.981	951179.646
O	None	4/6/2014 12:53:53am	1.2	667945.528	950657.591
O	None	4/6/2014 12:54:43am	0.9	667998.903	950347.206
O	None	4/6/2014 12:55:49am	1.6	667844.972	950339.034
O	None	4/6/2014 12:57:03am	1.1	667860.524	950726.385
O	Sign and Bench	4/6/2014 12:58:38am	0.6	667634.036	951026.030

A	Sign and Bench	4/6/2014 12:59:02am	0.9	667632.494	951021.425
K	Sign and Bench	4/6/2014 01:00:30am	0.7	667656.580	950795.925
O	None	4/6/2014 01:01:51am	0.6	667663.529	950175.097
O	Bench	4/6/2014 01:07:09am	0.6	667342.697	950618.400
O	Bench	4/6/2014 01:07:27am	0.5	667361.796	950648.257
O	Bench	4/6/2014 01:07:54am	0.5	667379.710	950627.084
O	Bench	4/6/2014 01:08:44am	4.1	667120.022	950659.664
O	Bench	4/6/2014 01:09:47am	1.5	666878.031	950665.798
O	Bench	4/6/2014 01:10:13am	0.9	666843.107	950669.429
O	Bench	4/6/2014 01:10:36am	1.3	666832.131	950625.856
O	Bench	4/6/2014 01:11:02am	1.2	666872.492	950616.767
O	Bench	4/6/2014 01:12:02am	1.1	666753.927	950268.300
O	Bench	4/6/2014 01:13:06am	0.9	666869.811	950252.564
O	Bench	4/6/2014 01:13:27am	0.5	666858.544	950279.884
O	Bench	4/6/2014 01:14:04am	1.3	666942.791	950252.660
O	Bench	4/6/2014 01:14:33am	1.9	667084.413	950249.729
J	Bench	4/6/2014 01:15:25am	1.8	667171.329	950275.138
J	Bench	4/6/2014 01:15:54am	3.8	667115.045	950285.958
J	Bench	4/6/2014 01:16:23am	4.3	667066.169	950286.229
J	Bench	4/6/2014 01:17:42am	1.8	667303.595	950283.789
J	Bench	4/6/2014 01:18:42am	1.9	667296.724	950306.280
J	Bench	4/6/2014 01:20:46am	1.0	665508.054	950668.815
O	Bench	4/6/2014 01:21:05am	0.9	665507.894	950667.714
O	Bench	4/6/2014 01:22:13am	1.2	664120.899	950676.957
O	Bench	4/6/2014 01:23:11am	1.6	663231.148	950714.025
C	None	4/5/2014 11:08:49pm	1.2	649940.618	939815.799
C	Sign	4/5/2014 11:10:10pm	0.6	649943.106	939930.346
D	Sign	4/5/2014 11:10:26pm	0.8	649942.898	939928.284
D	Sign	4/5/2014 11:11:34pm	1.5	649949.404	940185.492
C	None	4/5/2014 11:11:43pm	1.2	649949.132	940182.159
C	None	4/5/2014 11:13:00pm	0.8	649956.135	940337.977
D	None	4/5/2014 11:13:16pm	1.3	649953.318	940336.500
C	None	4/5/2014 11:15:54pm	1.7	649966.962	940878.018
D	None	4/5/2014 11:16:01pm	1.4	649963.483	940878.911
A	None	4/5/2014 11:17:23pm	1.4	649693.038	940721.130
A	None	4/5/2014 11:17:40pm	1.3	649693.040	940721.769
K	Sign and Bench	4/5/2014 11:19:42pm	1.3	649979.899	941460.186
A	None	4/5/2014 11:20:44pm	0.4	649987.373	941822.985
A	Sign	4/5/2014 11:22:33pm	1.4	649999.275	942176.472
C	Sign	4/5/2014 11:24:22pm	0.8	650261.795	944798.223
C	Sign	4/5/2014 11:25:50pm	1.4	650303.545	946635.441
A	None	4/5/2014 11:27:02pm	1.0	650325.826	947365.026
C	None	4/5/2014 11:29:09pm	0.8	650370.578	946145.182
C	Sign	4/5/2014 11:30:20pm	1.0	650355.910	945507.333
C	All	4/5/2014 11:31:44pm	0.3	650272.260	944232.545
A	All	4/5/2014 11:33:24pm	1.9	650077.365	942773.025
A	None	4/5/2014 11:34:34pm	1.3	650064.264	942312.663
A	None	4/5/2014 11:35:32pm	1.4	650192.343	942152.526
A	None	4/5/2014 11:36:40pm	0.4	650277.245	941763.021

A	None	4/5/2014 11:39:04pm	1.5	650208.894	941669.821
A	None	4/5/2014 11:40:04pm	1.8	650048.062	941625.756
A	Sign	4/5/2014 11:41:10pm	1.3	650036.047	941254.211
C	Sign	4/5/2014 11:42:27pm	1.7	650020.074	940892.481
D	Sign	4/5/2014 11:42:44pm	1.8	650020.485	940889.008
A	None	4/5/2014 11:43:58pm	1.6	650301.537	941096.881
C	None	4/5/2014 11:45:27pm	1.4	650010.892	940586.480
D	None	4/5/2014 11:45:45pm	1.3	650009.401	940583.023
A	None	4/5/2014 11:47:06pm	1.7	650202.653	940234.657
A	None	4/5/2014 11:47:39pm	0.7	650195.919	940124.042
A	None	4/5/2014 11:48:21pm	1.6	650193.315	939923.102
E	None	4/5/2014 11:50:21pm	1.7	650570.651	939894.896
E	None	4/5/2014 11:51:08pm	1.4	650578.619	940277.326
A	None	4/5/2014 11:53:58pm	1.4	650326.600	940284.809
E	None	4/5/2014 11:56:11pm	1.6	650674.457	940608.770
A	None	4/5/2014 11:57:41pm	1.1	650640.610	939882.963
C	None	4/5/2014 11:59:25pm	1.3	650003.175	940243.519
D	None	4/5/2014 11:59:41pm	1.9	650003.145	940242.732
D	None	4/6/2014 12:00:53am	1.3	649995.696	939992.818
C	None	4/6/2014 12:01:10am	1.2	649995.514	939988.750
C	None	4/6/2014 12:01:31am	1.3	649995.196	939971.426
D	None	4/6/2014 12:02:51am	2.0	649988.191	939674.725
D	None	4/6/2014 12:03:50am	2.7	649985.309	939497.819
C	None	4/6/2014 12:04:06am	3.9	649983.762	939502.476
Other	None	4/1/2014 07:41:05am	1.0	670527.744	932683.342
A	Sign	4/1/2014 08:02:19am	0.3	682827.074	927905.096
A	Sign and Bench	4/1/2014 08:05:35am	1.4	683012.863	930529.010
A	Sign and Bench	4/3/2014 06:07:03am	1.2	681201.216	943747.417
A	Sign and Bench	4/3/2014 06:11:41am	2.4	681128.628	940510.766
K	Sign and Bench	4/3/2014 06:18:09am	0.7	681000.768	935535.265
A	Sign and Bench	4/3/2014 06:31:19am	1.6	678211.881	943751.827
A	All	4/1/2014 10:09:13am	0.5	661412.769	930880.931
P	All	4/1/2014 10:09:41am	1.3	661428.668	930879.684
A	Sign	4/1/2014 10:10:43am	0.4	660727.707	930915.074
A	Sign	4/1/2014 10:12:20am	0.4	659015.539	930962.137
A	Sign	4/1/2014 10:13:57am	1.1	657592.060	930999.224
A	Sign	4/1/2014 10:14:50am	1.3	656761.010	931024.249
A	Sign	4/1/2014 10:16:13am	0.5	658063.420	931018.236
A	Sign	4/1/2014 10:17:20am	1.7	658888.986	930994.986
A	Sign	4/1/2014 10:18:50am	0.9	659778.409	930969.152
A	Sign	4/1/2014 09:48:43am	0.5	661645.496	930690.291
A	Sign	4/1/2014 09:52:02am	1.0	661422.060	924353.153
A	Sign	4/1/2014 09:54:54am	1.2	660550.209	922991.323
P	All	4/1/2014 09:56:23am	1.9	661313.547	923432.792
A	Sign	4/1/2014 09:57:57am	0.3	661353.333	924159.721
K	Sign	4/1/2014 09:59:41am	0.4	661458.631	926664.885
A	None	4/1/2014 10:04:44am	1.6	661437.551	929481.644
A	Bench	4/3/2014 02:45:19am	1.1	651683.277	934914.103
A	All	4/3/2014 02:46:54am	1.6	652041.724	935196.225

A	All	4/3/2014 02:48:09am	1.2	651702.823	935752.561
A	None	4/3/2014 02:49:12am	1.4	651734.553	936615.885
A	None	4/3/2014 02:50:18am	1.1	651619.620	936795.736
D	None	4/3/2014 02:50:41am	1.1	651616.084	936796.692
A	None	4/3/2014 02:52:00am	1.7	651764.649	937109.988
P	All	4/3/2014 05:50:26am	2.5	667424.356	946300.739
A	All	4/3/2014 05:53:27am	1.3	667508.623	946496.455
P	All	4/1/2014 10:23:28am	1.4	659111.806	933598.447
A	Sign	4/1/2014 10:25:10am	0.9	657187.566	933670.442
A	Sign	4/1/2014 10:28:08am	1.3	656592.295	933783.867
D	Sign	4/1/2014 10:28:24am	1.4	656588.313	933786.259
A	Sign	4/1/2014 10:29:37am	1.2	657791.324	933735.584
P	All	4/1/2014 10:31:05am	1.2	658288.318	933718.304
A	Sign and Bench	4/1/2014 10:34:29am	1.5	662568.344	933487.303
A	Sign	4/1/2014 10:35:52am	1.0	661801.985	933500.613
P	All	4/1/2014 10:45:02am	1.6	680626.085	933029.349
P	All	4/1/2014 10:47:55am	1.4	683018.578	932834.184
P	All	4/1/2014 10:49:20am	2.2	681258.187	932888.183
A	All	4/1/2014 10:49:34am	1.9	681234.743	932892.950
Other	Sign	4/1/2014 10:51:21am	1.2	680161.891	932947.227
A	Sign	4/1/2014 10:55:52am	1.6	672241.919	933315.019
A	All	4/2/2014 07:11:20am	1.0	660338.391	937998.019
A	None	4/2/2014 07:12:55am	1.1	660208.909	938001.382
A	Sign	4/2/2014 07:33:19am	1.2	659048.233	938042.947
A	All	4/2/2014 07:35:05am	1.5	657728.370	938104.911
A	None	4/2/2014 07:36:34am	1.8	656952.060	938124.188
A	Sign	4/2/2014 07:37:27am	1.3	656573.554	938137.255
A	Sign	4/2/2014 07:39:12am	0.9	656086.857	938151.389
A	Sign	4/2/2014 07:44:59am	2.0	646961.623	938287.311
A	Sign	4/2/2014 07:48:10am	12.5	644536.770	938374.667
A	Sign	4/2/2014 07:49:20am	7.4	643852.396	938408.039
A	Sign and Bench	4/2/2014 07:50:58am	1.2	644371.334	938447.365
A	All	4/2/2014 07:58:08am	3.2	650156.143	938239.702
A	None	4/2/2014 08:00:54am	1.7	651540.163	938192.646
A	None	4/2/2014 08:01:41am	1.4	651741.762	938185.218
A	Sign	4/2/2014 08:03:27am	0.5	653942.544	938093.980
P	All	4/2/2014 08:05:11am	1.4	656249.912	938212.601
A	All	4/2/2014 08:06:29am	1.3	657519.100	938165.655
P	All	4/2/2014 08:07:40am	1.4	658550.381	938124.541
P	All	4/2/2014 08:09:52am	1.3	660142.436	938067.883
N	None	4/3/2014 11:29:37pm	1.1	653805.406	937386.535
N	None	4/3/2014 11:30:41pm	3.0	653794.687	937145.928
N	Sign and Bench	4/3/2014 11:31:32pm	0.4	653795.071	936979.130
N	Sign and Bench	4/3/2014 11:31:49pm	0.5	653795.648	936973.811
N	None	4/3/2014 11:33:02pm	1.3	653764.665	936112.943
N	None	4/3/2014 11:33:22pm	1.2	653764.839	936085.800
N	None	4/3/2014 11:34:13pm	1.1	653739.695	935819.567
N	All	4/3/2014 11:34:40pm	1.2	653743.890	935702.846
N	None	4/3/2014 11:35:51pm	1.3	653738.818	935453.557

N	None	4/3/2014 11:36:10pm	0.5	653741.595	935421.003
N	None	4/3/2014 11:37:00pm	1.2	653734.121	935155.309
N	None	4/3/2014 11:37:25pm	0.8	653725.764	935120.542
N	None	4/3/2014 11:38:17pm	1.2	653717.095	934888.465
N	All	4/3/2014 11:39:10pm	1.3	653709.499	934703.463
N	None	4/3/2014 11:40:02pm	0.3	653695.502	934513.939
N	None	4/3/2014 11:40:22pm	0.4	653694.878	934495.004
N	None	4/3/2014 11:41:19pm	0.5	653685.857	934190.934
N	None	4/3/2014 11:41:40pm	0.4	653684.364	934174.111
N	None	4/3/2014 11:42:29pm	1.2	653680.835	933932.356
N	All	4/3/2014 11:43:14pm	1.2	653662.262	933759.385
N	None	4/3/2014 11:44:01pm	1.2	653659.219	933553.795
N	None	4/3/2014 11:44:24pm	0.9	653656.509	933535.467
N	None	4/3/2014 11:45:14pm	1.0	653646.791	933241.929
N	None	4/3/2014 11:45:34pm	1.2	653645.731	933226.231
N	None	4/3/2014 11:46:27pm	1.3	653639.316	932932.596
N	None	4/3/2014 11:46:45pm	1.0	653635.871	932914.478
N	All	4/3/2014 11:47:47pm	1.4	653635.405	932553.722
N	All	4/3/2014 11:48:08pm	1.1	653637.228	932584.370
N	None	4/3/2014 11:49:12pm	1.2	653613.219	932043.200
N	None	4/3/2014 11:49:34pm	1.2	653614.569	932065.268
N	All	4/3/2014 11:50:53pm	1.2	653603.694	931775.548
N	None	4/3/2014 11:51:28pm	1.2	653606.480	931798.093
N	None	4/3/2014 11:52:21pm	0.7	653592.807	931573.586
N	None	4/3/2014 11:52:40pm	0.9	653596.252	931591.305
N	None	4/3/2014 11:53:36pm	1.1	653590.092	931330.761
N	None	4/3/2014 11:53:56pm	0.4	653590.508	931353.438
N	None	4/3/2014 11:54:50pm	1.1	653582.369	931097.506
N	None	4/3/2014 11:55:35pm	1.1	653575.104	930831.783
N	None	4/3/2014 11:55:54pm	1.1	653573.135	930812.030
N	All	4/3/2014 11:56:54pm	1.1	653565.728	930466.180
N	None	4/3/2014 11:57:17pm	1.2	653568.008	930496.192
N	None	4/3/2014 11:58:31pm	1.2	653551.788	930088.546
N	None	4/3/2014 11:58:52pm	1.3	653552.981	930063.555
N	None	4/3/2014 11:59:47pm	0.9	653544.264	929758.020
N	None	4/4/2014 12:00:07am	0.3	653545.902	929733.823
N	None	4/4/2014 12:01:15am	1.2	653543.701	929396.572
N	All	4/4/2014 12:01:33am	1.1	653542.450	929383.746
N	None	4/4/2014 12:02:47am	1.3	653543.800	928404.140
N	None	4/4/2014 12:03:16am	1.1	653517.898	928393.884
A	None	4/4/2014 12:04:26am	0.8	653982.936	927914.890
A	Sign	4/4/2014 12:05:41am	0.9	653882.379	927759.759
N	None	4/4/2014 12:06:49am	1.3	653500.487	927771.059
N	All	4/4/2014 12:07:39am	0.6	653485.881	927688.513
N	None	4/4/2014 12:08:44am	1.1	653464.634	927199.893
K	Sign and Bench	4/4/2014 12:10:03am	0.8	653439.844	926371.223
K	All	4/4/2014 12:11:41am	1.2	653418.714	924961.311
K	Sign and Bench	4/4/2014 12:13:20am	1.1	653271.912	923351.134
K	All	4/4/2014 12:14:40am	2.1	653333.094	924911.433

K	All	4/4/2014	12:16:15am	1.3	653355.233 925975.092
A	All	4/4/2014	12:16:33am	1.1	653354.384 925971.279
K	Sign and Bench	4/4/2014	12:17:41am	0.6	653372.353 926664.724
N	None	4/4/2014	12:19:40am	1.2	653417.764 927429.290
N	All	4/4/2014	12:20:38am	1.4	653427.106 927668.382
N	None	4/4/2014	12:21:31am	1.1	653435.082 927856.093
N	None	4/4/2014	12:21:53am	1.4	653442.016 927878.140
N	None	4/4/2014	12:22:44am	1.1	653451.063 928265.606
N	None	4/4/2014	12:23:06am	1.2	653450.366 928292.133
N	None	4/4/2014	12:23:55am	1.1	653455.642 928435.556
N	None	4/4/2014	12:24:52am	1.6	653471.139 928917.435
N	None	4/4/2014	12:25:10am	1.1	653470.513 928938.958
N	None	4/4/2014	12:26:00am	1.4	653479.834 929228.186
N	None	4/4/2014	12:26:24am	1.1	653481.537 929250.320
N	None	4/4/2014	12:27:27am	1.5	653491.525 929517.700
N	All	4/4/2014	12:28:10am	1.1	653501.475 929600.838
N	None	4/4/2014	12:29:02am	1.3	653509.837 929801.321
N	None	4/4/2014	12:29:20am	0.8	653510.483 929827.244
N	None	4/4/2014	12:30:14am	1.1	653519.458 930071.136
N	None	4/4/2014	12:30:35am	1.1	653523.095 930093.003
N	None	4/4/2014	12:31:34am	0.9	653530.340 930332.012
N	None	4/4/2014	12:31:54am	1.2	653530.725 930352.340
N	None	4/4/2014	12:32:53am	1.1	653534.177 930657.026
N	All	4/4/2014	12:33:11am	0.7	653531.560 930671.083
N	All	4/4/2014	12:34:18am	1.2	653542.110 930844.572
N	None	4/4/2014	12:34:39am	1.1	653539.539 930865.745
N	None	4/4/2014	12:35:38am	2.7	653540.644 931200.604
N	None	4/4/2014	12:35:53am	2.9	653535.508 931197.457
N	None	4/4/2014	12:37:07am	1.1	653551.513 931553.267
N	None	4/4/2014	12:37:30am	1.1	653552.760 931573.519
N	All	4/4/2014	12:38:27am	1.2	653570.906 931826.211
N	None	4/4/2014	12:39:25am	0.8	653577.797 931975.614
N	None	4/4/2014	12:39:48am	1.2	653573.956 931990.874
N	None	4/4/2014	12:40:57am	1.3	653588.795 932256.927
N	All	4/4/2014	12:42:10am	1.1	653591.813 932563.104
N	None	4/4/2014	12:43:20am	1.2	653611.251 933060.370
N	None	4/4/2014	12:43:42am	1.1	653607.615 933085.265
N	All	4/4/2014	12:44:38am	0.7	653613.457 933439.050
N	None	4/4/2014	12:45:04am	1.1	653619.203 933459.979
N	All	4/4/2014	12:46:11am	1.3	653621.587 933960.336
N	All	4/4/2014	12:46:57am	0.8	653619.752 933938.121
N	All	4/4/2014	12:47:36am	1.8	653633.348 934048.387
N	All	4/4/2014	12:50:17am	1.9	653688.710 935729.110
H	All	4/4/2014	12:50:35am	1.6	653690.034 935739.328
H	All	4/4/2014	12:50:54am	0.6	653689.675 935745.293
N	None	4/4/2014	12:52:21am	0.8	653729.435 936745.329
N	None	4/4/2014	12:52:51am	0.4	653729.666 936757.522
N	Sign and Bench	4/4/2014	12:54:32am	0.3	653737.797 936968.431
N	Sign and Bench	4/4/2014	12:54:55am	0.4	653737.407 936967.145

N	None	4/4/2014 12:57:28am	0.3	653757.989	937139.844
N	None	4/4/2014 12:58:26am	0.9	653764.787	937401.482
N	None	4/4/2014 12:58:46am	1.2	653763.875	937400.952
N	None	4/4/2014 12:59:44am	1.1	653775.202	937725.574
N	None	4/4/2014 01:00:07am	0.9	653771.839	937759.143
N	None	4/4/2014 01:01:08am	2.1	653779.502	938016.673
N	None	4/4/2014 01:01:51am	1.2	653792.834	938121.987
N	None	4/4/2014 01:02:44am	1.0	653806.846	938382.906
N	None	4/4/2014 01:03:06am	1.2	653800.005	938410.638
N	None	4/4/2014 01:04:12am	0.8	653806.732	938687.131
N	None	4/4/2014 01:04:33am	1.2	653805.906	938717.751
N	None	4/4/2014 01:05:54am	1.2	653816.584	939083.096
N	None	4/3/2014 11:29:37pm	1.1	653805.406	937386.535
N	None	4/3/2014 11:30:41pm	3.0	653794.687	937145.928
N	Sign and Bench	4/3/2014 11:31:32pm	0.4	653795.071	936979.130
N	Sign and Bench	4/3/2014 11:31:49pm	0.5	653795.648	936973.811
N	None	4/3/2014 11:33:02pm	1.3	653764.665	936112.943
N	None	4/3/2014 11:33:22pm	1.2	653764.839	936085.800
N	None	4/3/2014 11:34:13pm	1.1	653739.695	935819.567
N	All	4/3/2014 11:34:40pm	1.2	653743.890	935702.846
N	None	4/3/2014 11:35:51pm	1.3	653738.818	935453.557
N	None	4/3/2014 11:36:10pm	0.5	653741.595	935421.003
N	None	4/3/2014 11:37:00pm	1.2	653734.121	935155.309
N	None	4/3/2014 11:37:25pm	0.8	653725.764	935120.542
N	None	4/3/2014 11:38:17pm	1.2	653717.095	934888.465
N	All	4/3/2014 11:39:10pm	1.3	653709.499	934703.463
N	None	4/3/2014 11:40:02pm	0.3	653695.502	934513.939
N	None	4/3/2014 11:40:22pm	0.4	653694.878	934495.004
N	None	4/3/2014 11:41:19pm	0.5	653685.857	934190.934
N	None	4/3/2014 11:41:40pm	0.4	653684.364	934174.111
N	None	4/3/2014 11:42:29pm	1.2	653680.835	933932.356
N	All	4/3/2014 11:43:14pm	1.2	653662.262	933759.385
N	None	4/3/2014 11:44:01pm	1.2	653659.219	933553.795
N	None	4/3/2014 11:44:24pm	0.9	653656.509	933535.467
N	None	4/3/2014 11:45:14pm	1.0	653646.791	933241.929
N	None	4/3/2014 11:45:34pm	1.2	653645.731	933226.231
N	None	4/3/2014 11:46:27pm	1.3	653639.316	932932.596
N	None	4/3/2014 11:46:45pm	1.0	653635.871	932914.478
N	All	4/3/2014 11:47:47pm	1.4	653635.405	932553.722
N	All	4/3/2014 11:48:08pm	1.1	653637.228	932584.370
N	None	4/3/2014 11:49:12pm	1.2	653613.219	932043.200
N	None	4/3/2014 11:49:34pm	1.2	653614.569	932065.268
N	All	4/3/2014 11:50:53pm	1.2	653603.694	931775.548
N	None	4/3/2014 11:51:28pm	1.2	653606.480	931798.093
N	None	4/3/2014 11:52:21pm	0.7	653592.807	931573.586
N	None	4/3/2014 11:52:40pm	0.9	653596.252	931591.305
N	None	4/3/2014 11:53:36pm	1.1	653590.092	931330.761
N	None	4/3/2014 11:53:56pm	0.4	653590.508	931353.438
N	None	4/3/2014 11:54:50pm	1.1	653582.369	931097.506

N	None	4/3/2014 11:55:35pm	1.1	653575.104	930831.783
N	None	4/3/2014 11:55:54pm	1.1	653573.135	930812.030
N	All	4/3/2014 11:56:54pm	1.1	653565.728	930466.180
N	None	4/3/2014 11:57:17pm	1.2	653568.008	930496.192
N	None	4/3/2014 11:58:31pm	1.2	653551.788	930088.546
N	None	4/3/2014 11:58:52pm	1.3	653552.981	930063.555
N	None	4/3/2014 11:59:47pm	0.9	653544.264	929758.020
N	None	4/4/2014 12:00:07am	0.3	653545.902	929733.823
N	None	4/4/2014 12:01:15am	1.2	653543.701	929396.572
N	All	4/4/2014 12:01:33am	1.1	653542.450	929383.746
N	None	4/4/2014 12:02:47am	1.3	653543.800	928404.140
N	None	4/4/2014 12:03:16am	1.1	653517.898	928393.884
A	None	4/4/2014 12:04:26am	0.8	653982.936	927914.890
A	Sign	4/4/2014 12:05:41am	0.9	653882.379	927759.759
N	None	4/4/2014 12:06:49am	1.3	653500.487	927771.059
N	All	4/4/2014 12:07:39am	0.6	653485.881	927688.513
N	None	4/4/2014 12:08:44am	1.1	653464.634	927199.893
K	Sign and Bench	4/4/2014 12:10:03am	0.8	653439.844	926371.223
K	All	4/4/2014 12:11:41am	1.2	653418.714	924961.311
K	Sign and Bench	4/4/2014 12:13:20am	1.1	653271.912	923351.134
K	All	4/4/2014 12:14:40am	2.1	653333.094	924911.433
K	All	4/4/2014 12:16:15am	1.3	653355.233	925975.092
A	All	4/4/2014 12:16:33am	1.1	653354.384	925971.279
K	Sign and Bench	4/4/2014 12:17:41am	0.6	653372.353	926664.724
N	None	4/4/2014 12:19:40am	1.2	653417.764	927429.290
N	All	4/4/2014 12:20:38am	1.4	653427.106	927668.382
N	None	4/4/2014 12:21:31am	1.1	653435.082	927856.093
N	None	4/4/2014 12:21:53am	1.4	653442.016	927878.140
N	None	4/4/2014 12:22:44am	1.1	653451.063	928265.606
N	None	4/4/2014 12:23:06am	1.2	653450.366	928292.133
N	None	4/4/2014 12:23:55am	1.1	653455.642	928435.556
N	None	4/4/2014 12:24:52am	1.6	653471.139	928917.435
N	None	4/4/2014 12:25:10am	1.1	653470.513	928938.958
N	None	4/4/2014 12:26:00am	1.4	653479.834	929228.186
N	None	4/4/2014 12:26:24am	1.1	653481.537	929250.320
N	None	4/4/2014 12:27:27am	1.5	653491.525	929517.700
N	All	4/4/2014 12:28:10am	1.1	653501.475	929600.838
N	None	4/4/2014 12:29:02am	1.3	653509.837	929801.321
N	None	4/4/2014 12:29:20am	0.8	653510.483	929827.244
N	None	4/4/2014 12:30:14am	1.1	653519.458	930071.136
N	None	4/4/2014 12:30:35am	1.1	653523.095	930093.003
N	None	4/4/2014 12:31:34am	0.9	653530.340	930332.012
N	None	4/4/2014 12:31:54am	1.2	653530.725	930352.340
N	None	4/4/2014 12:32:53am	1.1	653534.177	930657.026
N	All	4/4/2014 12:33:11am	0.7	653531.560	930671.083
N	All	4/4/2014 12:34:18am	1.2	653542.110	930844.572
N	None	4/4/2014 12:34:39am	1.1	653539.539	930865.745
N	None	4/4/2014 12:35:38am	2.7	653540.644	931200.604
N	None	4/4/2014 12:35:53am	2.9	653535.508	931197.457

N	None	4/4/2014 12:37:07am	1.1	653551.513	931553.267
N	None	4/4/2014 12:37:30am	1.1	653552.760	931573.519
N	All	4/4/2014 12:38:27am	1.2	653570.906	931826.211
N	None	4/4/2014 12:39:25am	0.8	653577.797	931975.614
N	None	4/4/2014 12:39:48am	1.2	653573.956	931990.874
N	None	4/4/2014 12:40:57am	1.3	653588.795	932256.927
N	All	4/4/2014 12:42:10am	1.1	653591.813	932563.104
N	None	4/4/2014 12:43:20am	1.2	653611.251	933060.370
N	None	4/4/2014 12:43:42am	1.1	653607.615	933085.265
N	All	4/4/2014 12:44:38am	0.7	653613.457	933439.050
N	None	4/4/2014 12:45:04am	1.1	653619.203	933459.979
N	All	4/4/2014 12:46:11am	1.3	653621.587	933960.336
N	All	4/4/2014 12:46:57am	0.8	653619.752	933938.121
N	All	4/4/2014 12:47:36am	1.8	653633.348	934048.387
N	All	4/4/2014 12:50:17am	1.9	653688.710	935729.110
H	All	4/4/2014 12:50:35am	1.6	653690.034	935739.328
H	All	4/4/2014 12:50:54am	0.6	653689.675	935745.293
N	None	4/4/2014 12:52:21am	0.8	653729.435	936745.329
N	None	4/4/2014 12:52:51am	0.4	653729.666	936757.522
N	Sign and Bench	4/4/2014 12:54:32am	0.3	653737.797	936968.431
N	Sign and Bench	4/4/2014 12:54:55am	0.4	653737.407	936967.145
N	None	4/4/2014 12:57:28am	0.3	653757.989	937139.844
N	None	4/4/2014 12:58:26am	0.9	653764.787	937401.482
N	None	4/4/2014 12:58:46am	1.2	653763.875	937400.952
N	None	4/4/2014 12:59:44am	1.1	653775.202	937725.574
N	None	4/4/2014 01:00:07am	0.9	653771.839	937759.143
N	None	4/4/2014 01:01:08am	2.1	653779.502	938016.673
N	None	4/4/2014 01:01:51am	1.2	653792.834	938121.987
N	None	4/4/2014 01:02:44am	1.0	653806.846	938382.906
N	None	4/4/2014 01:03:06am	1.2	653800.005	938410.638
N	None	4/4/2014 01:04:12am	0.8	653806.732	938687.131
N	None	4/4/2014 01:04:33am	1.2	653805.906	938717.751
N	None	4/4/2014 01:05:54am	1.2	653816.584	939083.096
A	None	4/3/2014 01:27:02am	1.1	640369.228	938202.703
A	Sign and Bench	4/3/2014 01:29:30am	0.4	640210.134	933810.716
A	Sign and Bench	4/3/2014 01:30:35am	1.4	640033.518	933160.359
A	Sign and Bench	4/3/2014 01:31:51am	1.1	639745.589	932123.344
A	Sign and Bench	4/3/2014 01:33:19am	1.2	639198.095	930295.868
A	Sign and Bench	4/3/2014 01:35:45am	0.5	639357.187	931494.940
A	Sign and Bench	4/3/2014 01:40:20am	2.3	639661.672	932509.304
A	Sign and Bench	4/3/2014 01:41:12am	1.1	639906.446	933310.613
A	Sign and Bench	4/3/2014 01:42:02am	1.1	640133.821	934125.946
A	Sign	4/3/2014 01:43:16am	1.1	639061.247	934204.651
A	None	4/3/2014 01:46:28am	1.1	640277.540	938196.000
A	Sign	4/5/2014 07:42:44am	1.2	656271.896	933626.258
K	Sign and Bench	4/5/2014 07:44:07am	0.6	656257.618	933095.444
A	Sign	4/5/2014 07:45:21am	0.5	656259.628	931994.192
D	Sign	4/5/2014 07:46:39am	0.8	656264.718	931151.971
A	Sign	4/5/2014 07:48:02am	0.9	656264.866	931142.690

A	Sign	4/5/2014 07:49:59am	1.4	656270.186	930129.136
A	Sign	4/5/2014 07:57:36am	1.8	656203.004	926899.113
K	All	4/5/2014 07:57:54am	1.1	656208.955	926902.639
K	All	4/5/2014 08:00:28am	1.2	656335.618	925738.090
H	All	4/5/2014 08:00:50am	2.1	656323.444	925741.446
K	Sign and Bench	4/5/2014 08:04:23am	1.3	655915.355	925658.337
K	All	4/5/2014 08:06:46am	1.1	656082.069	925876.289
A	Sign and Bench	4/5/2014 08:08:03am	1.2	656114.227	927177.393
D	Sign and Bench	4/5/2014 08:11:04am	1.8	656168.405	931220.789
A	Sign and Bench	4/5/2014 08:11:20am	1.6	656172.123	931226.474
A	Sign and Bench	4/5/2014 08:12:27am	0.9	656166.291	932298.871
A	Sign and Bench	4/5/2014 08:13:22am	1.2	656164.933	932886.094
A	Sign	4/5/2014 08:15:37am	0.6	656188.691	933977.580
A	Sign and Bench	4/5/2014 08:16:40am	1.2	656204.272	934461.473
D	Sign and Bench	4/5/2014 08:17:02am	1.2	656204.228	934460.316
P	All	4/5/2014 08:18:06am	1.4	656223.840	934946.323
A	Sign and Bench	4/5/2014 08:19:26am	1.4	656260.835	935864.729
A	Sign and Bench	4/5/2014 08:20:30am	1.0	656284.165	936570.435
A	Sign and Bench	4/5/2014 08:21:28am	1.6	656305.513	937086.247
A	All	4/5/2014 08:23:10am	0.6	656352.038	938400.809
K	Sign and Bench	4/5/2014 08:24:44am	1.2	656437.232	940609.441
E	Sign and Bench	4/5/2014 08:25:41am	1.0	656449.902	940982.867
E	Sign and Bench	4/5/2014 08:26:47am	1.9	656477.251	941630.983
A	None	4/5/2014 08:28:44am	1.5	655830.730	941744.465
A	Sign and Bench	4/5/2014 08:31:31am	1.9	656502.833	942450.734
A	None	4/5/2014 08:33:02am	1.9	656516.135	944396.458
K	Sign and Bench	4/5/2014 08:34:02am	1.3	656521.692	944731.385
K	Sign and Bench	4/5/2014 08:35:16am	1.3	656719.718	946039.745
K	All	4/5/2014 08:36:51am	1.2	656745.575	946724.440
K	All	4/5/2014 08:37:59am	1.2	656776.104	947433.820
P	All	4/5/2014 08:38:58am	1.3	656887.872	947723.883
K	All	4/5/2014 08:39:59am	1.2	656874.395	947279.284
P	All	4/5/2014 08:41:56am	1.2	656851.508	946465.039
A	Sign and Bench	4/5/2014 08:45:24am	1.4	656642.572	943688.391
A	Sign and Bench	4/5/2014 08:46:51am	0.6	656582.795	942096.236
D	Sign and Bench	4/5/2014 08:47:08am	0.8	656585.661	942091.020
A	None	4/5/2014 08:48:58am	1.2	657159.999	941968.486
K	All	4/5/2014 08:50:31am	2.6	656547.652	940976.397
A	Sign and Bench	4/5/2014 08:52:32am	1.0	656471.425	939022.503
P	Sign and Bench	4/5/2014 08:54:08am	1.6	656466.133	938559.798
A	Sign and Bench	4/5/2014 08:55:37am	1.3	656431.546	938013.228
E	Sign and Bench	4/5/2014 08:57:07am	1.3	656392.989	937020.235
A	Sign and Bench	4/5/2014 08:57:56am	1.8	656383.008	936717.150
A	Sign	4/5/2014 08:59:25am	1.4	656340.935	935507.778
A	Sign	4/5/2014 09:00:21am	1.2	656327.898	935210.996
A	Sign and Bench	4/5/2014 09:01:32am	0.9	656299.621	934439.664
D	Sign and Bench	4/5/2014 09:01:52am	1.2	656302.435	934442.388
A	All	4/2/2014 05:14:58am	1.0	650752.993	934880.955
D	All	4/2/2014 05:15:38am	1.0	650741.001	934873.919

A	All	4/2/2014 05:17:34am	1.4	648348.155	935952.527
A	Sign	4/2/2014 05:19:09am	1.1	647380.318	935989.412
A	Sign and Bench	4/2/2014 05:22:36am	1.1	643058.531	936074.883
A	Sign	4/2/2014 05:24:45am	0.9	640131.010	936158.822
A	Sign	4/2/2014 05:27:02am	1.6	639688.378	936247.440
A	Sign and Bench	4/2/2014 05:30:10am	1.0	641083.143	936207.431
A	Sign	4/2/2014 05:32:27am	1.3	644133.200	936121.447
A	Sign and Bench	4/2/2014 05:33:48am	0.6	645183.648	936094.805
A	Sign	4/2/2014 05:36:52am	1.1	646470.949	936060.371
A	Sign	4/2/2014 05:38:24am	1.1	648383.266	936017.198
C	None	4/2/2014 05:40:55am	0.8	649899.706	934978.123
C	None	4/2/2014 05:42:05am	1.4	650298.614	934975.471
A	All	4/2/2014 05:45:13am	0.7	652906.663	934888.533
A	Sign and Bench	4/2/2014 05:46:29am	1.3	653843.998	934840.140
A	Sign	4/2/2014 05:47:57am	1.2	655705.457	934769.150

CITY OF FORT LAUDERDALE
SPECIFICATIONS PACKAGE

542-11342

Trash and Recycling Collection Services for Public Spaces and Special Events

CITY OF FORT LAUDERDALE

AnnDebra Diaz

954-828-5949

CITY OF FORT LAUDERDALE
GENERAL CONDITIONS

These Instructions are standard for all contracts for commodities or services issued through the City of Fort Lauderdale Procurement Services Division. The City may delete, supersede, or modify any of these standard instructions for a particular contract by indicating such change in the Invitation to Bid (ITB) Special Conditions, Technical Specifications, Instructions, Proposal Pages, Addenda, and Legal Advertisement. In this general conditions document, Invitation to Bid (ITB) and Request for Proposal (RFP) are interchangeable.

PART I BIDDER PROPOSAL PAGE(S) CONDITIONS:

1.01 **BIDDER ADDRESS:** The City maintains automated vendor address lists that have been generated for each specific Commodity Class item through our bid issuing service, BidSync. Notices of Invitations to Bid (ITB'S) are sent by e-mail to the selection of bidders who have fully registered with BidSync or faxed (if applicable) to every vendor on those lists, who may then view the bid documents online. Bidders who have been informed of a bid's availability in any other manner are responsible for registering with BidSync in order to view the bid documents. There is no fee for doing so. If you wish bid notifications be provided to another e-mail address or fax, please contact BidSync. If you wish purchase orders sent to a different address, please so indicate in your bid response. If you wish payments sent to a different address, please so indicate on your invoice.

1.02 **DELIVERY:** Time will be of the essence for any orders placed as a result of this ITB. The City reserves the right to cancel any orders, or part thereof, without obligation if delivery is not made in accordance with the schedule specified by the Bidder and accepted by the City.

1.03 **PACKING SLIPS:** It will be the responsibility of the awarded Contractor, to attach all packing slips to the OUTSIDE of each shipment. Packing slips must provide a detailed description of what is to be received and reference the City of Fort Lauderdale purchase order number that is associated with the shipment. Failure to provide a detailed packing slip attached to the outside of shipment may result in refusal of shipment at Contractor's expense.

1.04 **PAYMENT TERMS AND CASH DISCOUNTS:** Payment terms, unless otherwise stated in this ITB, will be considered to be net 45 days after the date of satisfactory delivery at the place of acceptance and receipt of correct invoice at the office specified, whichever occurs last. Bidder may offer cash discounts for prompt payment but they will not be considered in determination of award. If a Bidder offers a discount, it is understood that the discount time will be computed from the date of satisfactory delivery, at the place of acceptance, and receipt of correct invoice, at the office specified, whichever occurs last.

1.05 **TOTAL BID DISCOUNT:** If Bidder offers a discount for award of all items listed in the bid, such discount shall be deducted from the total of the firm net unit prices bid and shall be considered in tabulation and award of bid.

1.06 **BIDS FIRM FOR ACCEPTANCE:** Bidder warrants, by virtue of bidding, that the bid and the prices quoted in the bid will be firm for acceptance by the City for a period of one hundred twenty (120) days from the date of bid opening unless otherwise stated in the ITB.

1.07 **VARIANCES:** For purposes of bid evaluation, Bidder's must indicate any variances, no matter how slight, from ITB General Conditions, Special Conditions, Specifications or Addenda in the space provided in the ITB. No variations or exceptions by a Bidder will be considered or deemed a part of the bid submitted unless such variances or exceptions are listed in the bid and referenced in the space provided on the bidder proposal pages. If variances are not stated, or referenced as required, it will be assumed that the product or service fully complies with the City's terms, conditions, and specifications.

By receiving a bid, City does not necessarily accept any variances contained in the bid. All variances submitted are subject to review and approval by the City. If any bid contains material variances that, in the City's sole opinion, make that bid conditional in nature, the City reserves the right to reject the bid or part of the bid that is declared, by the City as conditional.

1.08 **NO BIDS:** If you do not intend to bid please indicate the reason, such as insufficient time to respond, do not offer product or service, unable to meet specifications, schedule would not permit, or any other reason, in the space provided in this ITB. Failure to bid or return no bid comments prior to the bid due and opening date and time, indicated in this ITB, may result in your firm being deleted from our Bidder's registration list for the Commodity Class item requested in this ITB.

1.09 **MINORITY AND WOMEN BUSINESS ENTERPRISE PARTICIPATION AND BUSINESS DEFINITIONS:** The City of Fort Lauderdale wants to increase the participation of Minority Business Enterprises (MBE), Women Business Enterprises (WBE), and Small Business Enterprises (SBE) in its procurement activities. If your firm qualifies in accordance with the below definitions please indicate in the space provided in this ITB.

Minority Business Enterprise (MBE) "A Minority Business" is a business enterprise that is owned or controlled by one or more socially or economically disadvantaged persons. Such disadvantage may arise from cultural, racial, chronic economic circumstances or background or other similar cause. Such persons include, but are not limited to: Blacks, Hispanics, Asian Americans, and Native Americans.

The term "Minority Business Enterprise" means a business at least 51 percent of which is owned by minority group members or, in the case of a publicly owned business, at least 51 percent of the stock of which is owned by minority group members. For the purpose of the preceding sentence, minority group members are citizens of the United States who include, but are not limited to: Blacks, Hispanics, Asian Americans, and Native Americans.

Women Business Enterprise (WBE) a "Women Owned or Controlled Business" is a business enterprise at least 51 percent of which is owned by females or, in the case of a publicly owned business, at least 51 percent of the stock of which is owned by females.

Small Business Enterprise (SBE) "Small Business" means a corporation, partnership, sole proprietorship, or other legal entity formed for the purpose of making a profit, which is independently owned and operated, has either fewer than 100 employees or less than $1,000,000 in annual gross receipts.

BLACK, which includes persons having origins in any of the Black racial groups of Africa.
WHITE, which includes persons whose origins are Anglo-Saxon and Europeans and persons of Indo-European decent including Pakistani and East Indian.
HISPANIC, which includes persons of Mexican, Puerto Rican, Cuban, Central and South American, or other Spanish culture or origin, regardless of race.
NATIVE AMERICAN, which includes persons whose origins are American Indians, Eskimos, Aleuts, or Native Hawaiians.
ASIAN AMERICAN, which includes persons having origin in any of the original peoples of the Far East, Southeast Asia, the Indian subcontinent, or the Pacific Islands.

1.10 MINORITY-WOMEN BUSINESS ENTERPRISE PARTICIPATION

It is the desire of the City of Fort Lauderdale to increase the participation of minority (MBE) and women-owned (WBE) businesses in its contracting and procurement programs. While the City does not have any preference or set aside programs in place, it is committed to a policy of equitable participation for these firms. Proposers are requested to include in their proposals a narrative describing their past accomplishments and intended actions in this area. If proposers are considering minority or women owned enterprise participation in their proposal, those firms, and their specific duties have to be identified in the proposal. If a proposer is considered for award, he or she will be asked to meet with City staff so that the intended MBE/WBE participation can be formalized and included in the subsequent contract.

1.11 SCRUTINIZED COMPANIES

This Section applies to any contract for goods or services of $1 million or more:
The Contractor certifies that it is not on the Scrutinized Companies with Activities in Sudan List or the Scrutinized Companies with Activities in the Iran Petroleum Energy Sector List and that it does not have business operations in Cuba or Syria as provided in section 287.135, Florida Statutes (2011), as may be amended or revised. The City may terminate this Contract at the City's option if the Contractor is found to have submitted a false certification as provided under subsection (5) of section 287.135, Florida Statutes (2011), as may be amended or revised, or been placed on the Scrutinized Companies with Activities in Sudan List or the Scrutinized Companies with Activities in the Iran Petroleum Energy Sector List or has engaged in business operations in Cuba or Syria, as defined in Section 287.135, Florida Statutes (2011), as may be amended or revised.

1.12 DEBARRED OR SUSPENDED BIDDERS OR PROPOSERS

The bidder or proposer certifies, by submission of a response to this solicitation, that neither it nor its principals and subcontractors are presently debarred or suspended by any Federal department or agency.

Part II DEFINITIONS/ORDER OF PRECEDENCE:

2.01 BIDDING DEFINITIONS The City will use the following definitions in it's general conditions, special conditions, technical specifications, instructions to bidders, addenda and any other document used in the bidding process:
INVITATION TO BID (ITB) when the City is requesting bids from qualified Bidders.
REQUEST FOR PROPOSALS (RFP) when the City is requesting proposals from qualified Proposers.
BID – a price and terms quote received in response to an ITB.
PROPOSAL – a proposal received in response to an RFP.
BIDDER – Person or firm submitting a Bid.
PROPOSER – Person or firm submitting a Proposal.
RESPONSIVE BIDDER – A person whose bid conforms in all material respects to the terms and conditions included in the ITB.
RESPONSIBLE BIDDER – A person who has the capability in all respects to perform in full the contract requirements, as stated in the ITB, and the integrity and reliability that will assure good faith performance.
FIRST RANKED PROPOSER – That Proposer, responding to a City RFP, whose Proposal is deemed by the City, the most advantageous to the City after applying the evaluation criteria contained in the RFP.
SELLER – Successful Bidder or Proposer who is awarded a Purchase Order or Contract to provide goods or services to the City.
CONTRACTOR – Successful Bidder or Proposer who is awarded a Purchase Order, award Contract, Blanket Purchase Order agreement, or Term Contract to provide goods or services to the City.
CONTRACT – A deliberate verbal or written agreement between two or more competent parties to perform or not to perform a certain act or acts, including all types of agreements, regardless of what they may be called, for the procurement or disposal of equipment, materials, supplies, services or construction.
CONSULTANT – Successful Bidder or Proposer who is awarded a contract to provide professional services to the City.

The following terms may be used interchangeably by the City: ITB and/or RFP; Bid or Proposal; Bidder, Proposer, or Seller; Contractor or Consultant; Contract, Award, Agreement or Purchase Order.

2.02 **SPECIAL CONDITIONS:** Any and all Special Conditions contained in this ITB that may be in variance or conflict with these General Conditions shall have precedence over these General Conditions. If no changes or deletions to General Conditions are made in the Special Conditions, then the General Conditions shall prevail in their entirety.

PART III BIDDING AND AWARD PROCEDURES:

3.01 **SUBMISSION AND RECEIPT OF BIDS:** To receive consideration, bids must be received prior to the bid opening date and time. Unless otherwise specified, Bidders should use the proposal forms provided by the City. These forms may be duplicated, but failure to use the forms may cause the bid to be rejected. Any erasures or corrections on the bid must be made in ink and initialed by Bidder in ink. All information submitted by the Bidder shall be printed, typewritten or filled in with pen and ink. Bids shall be signed in ink. Separate bids must be submitted for each ITB issued by the City in separate sealed envelopes properly marked. When a particular ITB or RFP requires multiple copies of bids or proposals they may be included in a single envelope or package properly sealed and identified. Only send bids via facsimile transmission (FAX) if the ITB specifically states that bids sent via FAX will be considered. If such a statement is not included in the ITB, bids sent via FAX will be rejected. Bids will be publicly opened in the Procurement Office, or other designated area, in the presence of Bidders, the public, and City staff. Bidders and the public are invited and encouraged to attend bid openings. Bids will be tabulated and made available for review by Bidder's and the public in accordance with applicable regulations.

3.02 **MODEL NUMBER CORRECTIONS:** If the model number for the make specified in this ITB is incorrect, or no longer available and replaced with an updated model with new specifications, the Bidder shall enter the correct model number on the bidder proposal page. In the case of an updated model with new specifications, Bidder shall provide adequate information to allow the City to determine if the model bid meets the City's requirements.

3.03 **PRICES QUOTED:** Deduct trade discounts, and quote firm net prices. Give both unit price and extended total. In the case of a discrepancy in computing the amount of the bid, the unit price quoted will govern. All prices quoted shall be F.O.B. destination, freight prepaid (Bidder pays and bears freight charges, Bidder owns goods in transit and files any claims), unless otherwise stated in Special Conditions. Each item must be bid separately. No attempt shall be made to tie any item or items contained in the ITB with any other business with the City.

3.04 **TAXES:** The City of Fort Lauderdale is exempt from Federal Excise and Florida Sales taxes on direct purchase of tangible property. Exemption **number for EIN is 59-6000319, and State Sales tax exemption number is 85-8013875578C-1.**

3.05 **WARRANTIES OF USAGE:** Any quantities listed in this ITB as estimated or projected are provided for tabulation and information purposes only. No warranty or guarantee of quantities is given or implied. It is understood that the Contractor will furnish the City's needs as they arise.

3.06 **APPROVED EQUAL:** When the technical specifications call for a brand name, manufacturer, make, model, or vendor catalog number with acceptance of APPROVED EQUAL, it shall be for the purpose of establishing a level of quality and features desired and acceptable to the City. In such cases, the City will be receptive to any unit that would be considered by qualified City personnel as an approved equal. In that the specified make and model represent a level of quality and features desired by the City, the Bidder must state clearly in the bid any variance from those specifications. It is the Bidder's responsibility to provide adequate information, in the bid, to enable the City to ensure that the bid meets the required criteria. If adequate information is not submitted with the bid, it may be rejected. The City will be the sole judge in determining if the item bid qualifies as an approved equal.

3.07 **MINIMUM AND MANDATORY TECHNICAL SPECIFICATIONS:** The technical specifications may include items that are considered minimum, mandatory, or required. If any Bidder is unable to meet or exceed these items, and feels that the technical specifications are overly restrictive, the bidder must notify the Procurement Services Division immediately. Such notification must be received by the Procurement Services Division prior to the deadline contained in the ITB, for questions of a material nature, or prior to five (5) days before bid due and open date, whichever occurs first. If no such notification is received prior to that deadline, the City will consider the technical specifications to be acceptable to all bidders.

3.08 **MISTAKES:** Bidders are cautioned to examine all terms, conditions, specifications, drawings, exhibits, addenda, delivery instructions and special conditions pertaining to the ITB. Failure of the Bidder to examine all pertinent documents shall not entitle the bidder to any relief from the conditions imposed in the contract.

3.09 **SAMPLES AND DEMONSTRATIONS:** Samples or inspection of product may be requested to determine suitability. Unless otherwise specified in Special Conditions, samples shall be requested after the date of bid opening, and if requested should be received by the City **within** seven (7) working days of request. Samples, when requested, must be furnished free of expense to the City and if not used in testing or destroyed, will upon request of the Bidder, be returned within thirty (30) days of bid award at Bidder's expense. When required, the City may request full demonstrations of units prior to award. When such demonstrations are requested, the Bidder shall respond promptly and arrange a demonstration at a convenient location. Failure to provide samples or demonstrations as specified by the City may result in rejection of a bid.

3.10 **LIFE CYCLE COSTING:** If so specified in the ITB, the City may elect to evaluate equipment proposed on the basis of total cost of

ownership. In using Life Cycle Costing, factors such as the following may be considered: estimated useful life, maintenance costs, cost of supplies, labor intensity, energy usage, environmental impact, and residual value. The City reserves the right to use those or other applicable criteria, in its sole opinion that will most accurately estimate total cost of use and ownership.

3.11 **BIDDING ITEMS WITH RECYCLED CONTENT:** In addressing environmental concerns, the City of Fort Lauderdale encourages Bidders to submit bids or alternate bids containing items with recycled content. When submitting bids containing items with recycled content, Bidder shall provide documentation adequate for the City to verify the recycled content. The City prefers packaging consisting of materials that are degradable or able to be recycled. When specifically stated in the ITB, the City may give preference to bids containing items manufactured with recycled material or packaging that is able to be recycled.

3.12 **USE OF OTHER GOVERNMENTAL CONTRACTS:** The City reserves the right to reject any part or all of any bids received and utilize other available governmental contracts, if such action is in its best interest.

3.13 **QUALIFICATIONS/INSPECTION:** Bids will only be considered from firms normally engaged in providing the types of commodities/services specified herein. The City reserves the right to inspect the Bidder's facilities, equipment, personnel, and organization at any time, or to take any other action necessary to determine Bidder's ability to perform. The Procurement Director reserves the right to reject bids where evidence or evaluation is determined to indicate inability to perform.

3.14 **BID SURETY:** If Special Conditions require a bid security, it shall be submitted in the amount stated. A bid security can be in the form of a bid bond or cashiers check. Bid security will be returned to the unsuccessful bidders as soon as practicable after opening of bids. Bid security will be returned to the successful bidder after acceptance of the performance bond, if required; acceptance of insurance coverage, if required; and full execution of contract documents, if required; or conditions as stated in Special Conditions.

3.15 **PUBLIC RECORDS/TRADE SECRETS/COPYRIGHT:** The Proposer's response to the RFP is a public record pursuant to Florida law, which is subject to disclosure by the City under the State of Florida Public Records Law, Florida Statutes Chapter 119.07 ("Public Records Law"). The City shall permit public access to all documents, papers, letters or other material submitted in connection with this RFP and the Contract to be executed for this RFP, subject to the provisions of Chapter 119.07 of the Florida Statutes.

Any language contained in the Proposer's response to the RFP purporting to require confidentiality of any portion of the Proposer's response to the RFP, except to the extent that certain information is in the City's opinion a Trade Secret pursuant to Florida law, shall be void. If a Proposer submits any documents or other information to the City which the Proposer claims is Trade Secret information and exempt from Florida Statutes Chapter 119.07 ("Public Records Laws"), the Proposer shall clearly designate that it is a Trade Secret and that it is asserting that the document or information is exempt. The Proposer must specifically identify the exemption being claimed under Florida Statutes 119.07. The City shall be the final arbiter of whether any information contained in the Proposer's response to the RFP constitutes a Trade Secret. The city's determination of whether an exemption applies shall be final, and the proposer agrees to defend, indemnify, and hold harmless the city and the city's officers, employees, and agent, against any loss or damages incurred by any person or entity as a result of the city's treatment of records as public records. Proposals purporting to be subject to copyright protection in full or in part will be rejected.

EXCEPT FOR CLEARLY MARKED PORTIONS THAT ARE BONA FIDE TRADE SECRETS PURSUANT TO FLORIDA LAW, DO NOT MARK YOUR RESPONSE TO THE RFP AS PROPRIETARY OR CONFIDENTIAL. DO NOT MARK YOUR RESPONSE TO THE RFP OR ANY PART THEREOF AS COPYRIGHTED.

3.16 **PROHIBITION OF INTEREST:** No contract will be awarded to a bidding firm who has City elected officials, officers or employees affiliated with it, unless the bidding firm has fully complied with current Florida State Statutes and City Ordinances relating to this issue. Bidders must disclose any such affiliation. Failure to disclose any such affiliation will result in disqualification of the Bidder and removal of the Bidder from the City's bidder lists and prohibition from engaging in any business with the City.

3.17 **RESERVATIONS FOR AWARD AND REJECTION OF BIDS:** The City reserves the right to accept or reject any or all bids, part of bids, and to waive minor irregularities or variations to specifications contained in bids, and minor irregularities in the bidding process. The City also reserves the right to award the contract on a split order basis, lump sum basis, individual item basis, or such combination as shall best serve the interest of the City. The City reserves the right to make an award to the responsive and responsible bidder whose product or service meets the terms, conditions, and specifications of the ITB and whose bid is considered to best serve the City's interest. In determining the responsiveness of the offer and the responsibility of the Bidder, the following shall be considered when applicable: the ability, capacity and skill of the Bidder to perform as required; whether the Bidder can perform promptly, or within the time specified, without delay or interference; the character, integrity, reputation, judgment, experience and efficiency of the Bidder; the quality of past performance by the Bidder; the previous and existing compliance by the Bidder with related laws and ordinances; the sufficiency of the Bidder's financial resources; the availability, quality and adaptability of the Bidder's supplies or services to the required use; the ability of the Bidder to provide future maintenance, service or parts; the number and scope of conditions attached to the bid.

If the ITB provides for a contract trial period, the City reserves the right, in the event the selected bidder does not perform satisfactorily, to award a trial period to the next ranked bidder or to award a contract to the next ranked bidder, if that bidder has successfully provided services to the City in the past. This procedure to continue until a bidder is selected or the contract is re-bid, at the sole option of the City.

3.18 **LEGAL REQUIREMENTS:** Applicable provisions of all federal, state, county laws, and local ordinances, rules and regulations, shall govern development, submittal and evaluation of all bids received in response hereto and shall govern any and all claims and disputes which may arise between person(s) submitting a bid response hereto and the City by and through its officers, employees and authorized representatives, or any other person, natural or otherwise; and lack of knowledge by any bidder shall not constitute a cognizable defense against the legal effect thereof.

3.19 **BID PROTEST PROCEDURE: ANY PROPOSER OR BIDDER WHO IS NOT RECOMMENDED FOR AWARD OF A CONTRACT AND WHO ALLEGES A FAILURE BY THE CITY TO FOLLOW THE CITY'S PROCUREMENT ORDINANCE OR ANY APPLICABLE LAW MAY PROTEST TO THE DIRECTOR OF PROCUREMENT SERVICES DIVISION (DIRECTOR), BY DELIVERING A LETTER OF PROTEST TO THE DIRECTOR WITHIN FIVE (5) DAYS AFTER A NOTICE OF INTENT TO AWARD IS POSTED ON THE CITY'S WEB SITE AT THE FOLLOWING LINK: http://www.fortlauderdale.gov/purchasing/notices_of_intent.htm**

THE COMPLETE PROTEST ORDINANCE MAY BE FOUND ON THE CITY'S WEB SITE AT THE FOLLOWING LINK: http://www.fortlauderdale.gov/purchasing/protestordinance.pdf

PART IV BONDS AND INSURANCE

4.01 **PERFORMANCE BOND:** If a performance bond is required in Special Conditions, the Contractor shall within fifteen (15) working days after notification of award, furnish to the City a Performance Bond, payable to the City of Fort Lauderdale, Florida, in the face amount specified in Special Conditions as surety for faithful performance under the terms and conditions of the contract. If the bond is on an annual coverage basis, renewal for each succeeding year shall be submitted to the City thirty (30) days prior to the termination date of the existing Performance Bond. The Performance Bond must be executed by a surety company of recognized standing, authorized to do business in the State of Florida and having a resident agent.

Acknowledgement and agreement is given by both parties that the amount herein set for the Performance Bond is not intended to be nor shall be deemed to be in the nature of liquidated damages nor is it intended to limit the liability of the Contractor to the City in the event of a material breach of this Agreement by the Contractor.

4.02 **INSURANCE:** If the Contractor is required to go on to City property to perform work or services as a result of ITB award, the Contractor shall assume full responsibility and expense to obtain all necessary insurance as required by City or specified in Special Conditions.

The Contractor shall provide to the Procurement Services Division original certificates of coverage and receive notification of approval of those certificates by the City's Risk Manager prior to engaging in any activities under this contract. The Contractors insurance is subject to the approval of the City's Risk Manager. The certificates must list the City as an ADDITIONAL INSURED for General Liability Insurance, and shall have no less than thirty (30) days written notice of cancellation or material change. Further modification of the insurance requirements may be made at the sole discretion of the City's Risk Manager if circumstances change or adequate protection of the City is not presented. Bidder, by submitting the bid, agrees to abide by such modifications.

PART V PURCHASE ORDER AND CONTRACT TERMS:

5.01 **COMPLIANCE TO SPECIFICATIONS, LATE DELIVERIES/PENALTIES:** Items offered may be tested for compliance to bid specifications. Items delivered which do not conform to bid specifications may be rejected and returned at Contractor's expense. Any violation resulting in contract termination for cause or delivery of items not conforming to specifications, or late delivery may also result in:

- Bidders name being removed from the City's bidder's mailing list for a specified period and Bidder will not be recommended for any award during that period.
- All City Departments being advised to refrain from doing business with the Bidder.
- All other remedies in law or equity.

5.02 **ACCEPTANCE, CONDITION, AND PACKAGING:** The material delivered in response to ITB award shall remain the property of the Seller until a physical inspection is made and the material accepted to the satisfaction of the City. The material must comply fully with the terms of the ITB, be of the required quality, new, and the latest model. All containers shall be suitable for storage and shipment by common carrier, and all prices shall include standard commercial packaging. The City will not accept substitutes of any kind. Any substitutes or material not meeting specifications will be returned at the Bidder's expense. Payment will be made only after City receipt and acceptance of materials or services.

5.03 **SAFETY STANDARDS:** All manufactured items and fabricated assemblies shall comply with applicable requirements of the Occupation Safety and Health Act of 1970 as amended, and be in compliance with Chapter 442, Florida Statutes. Any toxic substance listed in Section 38F-41.03 of the Florida Administrative Code delivered as a result of this order must be accompanied by a completed Material Safety Data Sheet (MSDS).

5.04 **ASBESTOS STATEMENT:** All material supplied must be 100% asbestos free. Bidder, by virtue of bidding, certifies that if awarded any portion of the ITB the bidder will supply only material or equipment that is 100% asbestos free.

5.05 **OTHER GOVERNMENTAL ENTITIES:** If the Bidder is awarded a contract as a result of this ITB, the bidder may, if the bidder has

sufficient capacity or quantities available, provide to other governmental agencies, so requesting, the products or services awarded in accordance with the terms and conditions of the ITB and resulting contract. Prices shall be F.O.B. delivered to the requesting agency.

5.06 **VERBAL INSTRUCTIONS PROCEDURE:** No negotiations, decisions, or actions shall be initiated or executed by the Contractor as a result of any discussions with any City employee. Only those communications which are in writing from an authorized City representative may be considered. Only written communications from Contractors, which are assigned by a person designated as authorized to bind the Contractor, will be recognized by the City as duly authorized expressions on behalf of Contractors.

5.07 **INDEPENDENT CONTRACTOR:** The Contractor is an independent contractor under this Agreement. Personal services provided by the Proposer shall be by employees of the Contractor and subject to supervision by the Contractor, and not as officers, employees, or agents of the City. Personnel policies, tax responsibilities, social security, health insurance, employee benefits, procurement policies unless otherwise stated in this ITB, and other similar administrative procedures applicable to services rendered under this contract shall be those of the Contractor.

5.08 **INDEMNITY/HOLD HARMLESS AGREEMENT:** The Contractor agrees to protect, defend, indemnify, and hold harmless the City of Fort Lauderdale and its officers, employees and agents from and against any and all losses, penalties, damages, settlements, claims, costs, charges for other expenses, or liabilities of every and any kind including attorneys fees, in connection with or arising directly or indirectly out of the work agreed to or performed by Contractor under the terms of any agreement that may arise due to the bidding process. Without limiting the foregoing, any and all such claims, suits, or other actions relating to personal injury, death, damage to property, defects in materials or workmanship, actual or alleged violations of any applicable Statute, ordinance, administrative order, rule or regulation, or decree of any court shall be included in the indemnity hereunder.

5.09 **TERMINATION FOR CAUSE:** If, through any cause, the Contractor shall fail to fulfill in a timely and proper manner its obligations under this Agreement, or if the Contractor shall violate any of the provisions of this Agreement, the City may upon written notice to the Contractor terminate the right of the Contractor to proceed under this Agreement, or with such part or parts of the Agreement as to which there has been default, and may hold the Contractor liable for any damages caused to the City by reason of such default and termination. In the event of such termination, any completed services performed by the Contractor under this Agreement shall, at the option of the City, become the City's property and the Contractor shall be entitled to receive equitable compensation for any work completed to the satisfaction of the City. The Contractor, however, shall not be relieved of liability to the City for damages sustained by the City by reason of any breach of the Agreement by the Contractor, and the City may withhold any payments to the Contractor for the purpose of setoff until such time as the amount of damages due to the City from the Contractor can be determined.

5.10 **TERMINATION FOR CONVENIENCE:** The City reserves the right, in its best interest as determined by the City, to cancel contract by giving written notice to the Contractor thirty (30) days prior to the effective date of such cancellation.

5.11 **CANCELLATION FOR UNAPPROPRIATED FUNDS:** The obligation of the City for payment to a Contractor is limited to the availability of funds appropriated in a current fiscal period, and continuation of the contract into a subsequent fiscal period is subject to appropriation of funds, unless otherwise authorized by law.

5.12 **RECORDS/AUDIT:** The Contractor shall maintain during the term of the contract all books of account, reports and records in accordance with generally accepted accounting practices and standards for records directly related to this contract. The Contractor agrees to make available to the City Auditor or designee, during normal business hours and in Broward, Miami-Dade or Palm Beach Counties, all books of account, reports and records relating to this contract should be retained for the duration of the contract and for three years after the final payment under this Agreement, or until all pending audits, investigations or litigation matters relating to the contract are closed, whichever is later.

5.13 **PERMITS, TAXES, LICENSES:** The successful Contractor shall, at their own expense, obtain all necessary permits, pay all licenses, fees and taxes, required to comply with all local ordinances, state and federal laws, rules and regulations applicable to business to be carried out under this contract.

5.14 **LAWS/ORDINANCES:** The Contractor shall observe and comply with all Federal, state, local and municipal laws, ordinances rules and regulations that would apply to this contract.

5.15 **NON-DISCRIMINATION:** There shall be no discrimination as to race, sex, color, creed, age or national origin in the operations conducted under this contract.

5.16 **UNUSUAL CIRCUMSTANCES:** If during a contract term where costs to the City are to remain firm or adjustments are restricted by a percentage or CPI cap, unusual circumstances that could not have been foreseen by either party of the contract occur, and those circumstances significantly affect the Contractor's cost in providing the required prior items or services, then the Contractor may request adjustments to the costs to the City to reflect the changed circumstances. The circumstances must be beyond the control of the Contractor, and the requested adjustments must be fully documented. The City may, after examination, refuse to accept the adjusted costs if they are not properly documented, increases are considered to be excessive, or decreases are considered to be insufficient. In the event the City does not wish to accept the adjusted costs and the matter cannot be resolved to the satisfaction of the City, the City will reserve the following options:

1. The contract can be canceled by the City upon giving thirty (30) days written notice to the Contractor with no penalty to the

City or Contractor. The Contractor shall fill all City requirements submitted to the Contractor until the termination date contained in the notice.

2. The City requires the Contractor to continue to provide the items and services at the firm fixed (non-adjusted) cost until the termination of the contract term then in effect.

3. If the City, in its interest and in its sole opinion, determines that the Contractor in a capricious manner attempted to use this section of the contract to relieve themselves of a legitimate obligation under the contract, and no unusual circumstances had occurred, the City reserves the right to take any and all action under law or equity. Such action shall include, but not be limited to, declaring the Contractor in default and disqualifying him for receiving any business from the City for a stated period of time.

If the City does agree to adjusted costs, these adjusted costs shall not be invoiced to the City until the Contractor receives notice in writing signed by a person authorized to bind the City in such matters.

5.17 **ELIGIBILITY:** If applicable, the Contractor must first register with the Department of State of the State of Florida, in accordance with Florida State Statutes, prior to entering into a contract with the City.

5.18 **PATENTS AND ROYALTIES:** The Contractor, without exception, shall indemnify and save harmless the City and its employees from liability of any nature and kind, including cost and expenses for or on account of any copyrighted, patented or un-patented invention, process, or article manufactured or used in the performance of the contract, including its use by the City. If the Contractor uses any design, device, or materials covered by letters, patent or copyright, it is mutually agreed and understood without exception that the bid prices shall include all royalties or costs arising from the use of such design, device, or materials in any way involved in the work.

5.19 **ASSIGNMENT:** Contractor shall not transfer or assign the performance required by this ITB without the prior written consent of the City. Any award issued pursuant to this ITB, and the monies, which may become due hereunder, are not assignable except with the prior written approval of the City Commission or the City Manager or City Manager's designee, depending on original award approval.

5.20 **LITIGATION VENUE:** The parties waive the privilege of venue and agree that all litigation between them in the state courts shall take place in Broward County, Florida and that all litigation between them in the federal courts shall take place in the Southern District in and for the State of Florida.

5.21 **LOCATION OF UNDERGROUND FACILITIES:** If the Contractor, for the purpose of responding to this solicitation, requests the location of underground facilities through the Sunshine State One-Call of Florida, Inc. notification system or through any person or entity providing a facility locating service, and underground facilities are marked with paint, stakes or other markings within the City pursuant to such a request, then the Contractor, shall be deemed non-responsive to this solicitation in accordance with Section 2-184(5) of the City of Fort Lauderdale Code of Ordinances.

5.22 **PUBLIC AGENCY CONTRACTS FOR SERVICES: if applicable, for each public agency contract for services, Contractor is required to comply with F.S. 119.0701, which includes the following:**

a) Keep and maintain public records that ordinarily and necessarily would be required by the public agency in order to perform the service.
(b) Provide the public with access to public records on the same terms and conditions that the public agency would provide the records and at a cost that does not exceed the cost provided in this chapter or as otherwise provided by law.
(c) Ensure that public records that are exempt or confidential and exempt from public records disclosure requirements are not disclosed except as authorized by law.
(d) Meet all requirements for retaining public records and transfer, at no cost, to the public agency, all public records in possession of the contractor upon termination of the contract and destroy any duplicate public records that are exempt or confidential and exempt from public records disclosure requirements. All records stored electronically must be provided to the public agency in a format that is compatible with the information technology systems of the public agency.

LOCAL BUSINESS PREFERENCE CERTIFICATION STATEMENT

The Business identified below certifies that it qualifies for the local BUSINESS preference classification as indicated herein, and further certifies and agrees that it will re-affirm it's local preference classification annually no later than thirty (30) calendar days prior to the anniversary of the date of a contract awarded pursuant to this ITB. Violation of the foregoing provision may result in contract termination.

(1) ***N/A*** Business Name is a **Class A** Business as defined in City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. A copy of the City of Fort Lauderdale current year Business Tax Receipt **and** a complete list of full-time employees and their addresses shall be provided within 10 calendar days of a formal request by the City.

(2) ***N/A*** Business Name is a **Class B** Business as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. A copy of the Business Tax Receipt **or** a complete list of full-time employees and their addresses shall be provided within 10 calendar days of a formal request by the City.

(3) ***Republic Services of Florida, LP dba All Service Refuse*** Business Name is a **Class C** Business as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. A copy of the Broward County Business Tax Receipt shall be provided within 10 calendar days of a formal request by the City.

(4) ***N/A*** Business Name requests a **Conditional Class A** classification as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. Written certification of intent shall be provided within 10 calendar days of a formal request by the City.

(5) ***N/A*** Business Name requests a **Conditional Class B** classification as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. Written certification of intent shall be provided within 10 calendar days of a formal request by the City.

(6) ***N/A*** Business Name is considered a **Class D** Business as defined in the City of Fort Lauderdale Ordinance No. C-12-04, Sec.2-199.2. and does not qualify for Local Preference consideration.

BIDDER'S COMPANY: **Republic Services of Florida, LP All Service Refuse**

AUTHORIZED COMPANY PERSON: **Mark W. Talbott** NAME | **Mark W. Talbott** SIGNATURE | **4/17/2014** DATE

ATTACHMENT A

E-VERIFY AFFIRMATION STATEMENT

RFP/Bid /Contract No: 542-11342

Project Description: Trash and Recycling Collection Services for Public Spaces and Special Events

Contractor/Proposer/Bidder acknowledges and agrees to utilize the U.S. Department of Homeland Security's E-Verify System to verify the employment eligibility of,

(a) all persons employed by Contractor/Proposer/Bidder to perform employment duties within Florida during the term of the Contract, and,
(b) all persons (including subcontractors/vendors) assigned by Contractor/Proposer/Bidder to perform work pursuant to the Contract.

The Contractor/Proposer/Bidder acknowledges and agrees that use of the U.S. Department of Homeland Security's E-Verify System during the term of the Contract is a condition of the Contract.

Contractor/Proposer/ Bidder Company Name: **Republic Services of Florida, LP dba All Service Refuse**

Authorized Company Person's Signature: **Mark W. Talbott**

Authorized Company Person's Title: **General Manager**

Date: **4/15/2014**

Questionnaire

Please print or type:

1. Provide three references for which you have performed similar services.

   Company Name: **City of Fort Lauderdale**
   Address: **100 N. Andrews Ave., Fort Lauderdale**
   Contact Name: **Melissa Doyal, Solid Waste Coordinator**
   Telephone: **954-828-6111**

   Company Name: **City of Coconut Creek**
   Address: **4800 W. Copans Road, Coconut Creek, FL 33063**
   Contact Name: **Michael Heimbach, Asst. Operations Manager**
   Telephone: **954-956-1453**

   Company Name: **Town of Pembroke Park**
   Address: **3150 SW 52nd Ave., Pembroke Park, FL 33023**
   Contact Name: **Tom Wilde, Asst. Town Manager**
   Telephone: **954-966-4600 Ext. 1220**

2. Number of years experience the proposer has had in providing similar services:
   50+ Years

3. Have you ever failed to complete work awarded to you? If so, where and why?
   No

4. List appropriate licenses as issued by Broward County.
   Broward County Tax Receipt

5. Briefly describe the number of employees and supervisors available for this contract and the firm's ability to secure subcontractors, if necessary.
   Republic Services currently employs 110+ drivers and will dedicate the necessary amount of drivers to perform the services of this contract. Republic Services maintains sufficient manpower to avoid service interruptions. In addition, Republic is fully staffed to handle all transition procedures in start up of the contract.

   Republic is full prepared to execute this contract to its utmost potential.

   Republi does have the capacity to hire subcontractors if necessary.

6. Briefly describe your firm's financial status and provide proof of adequate line of credit or other financial assets to access funds for construction of multiple projects during the same time period.
   Republic Services is America's second largest non-hazardous solid waste services company as measured by revenue.

   The Company's 2013 Annual Report to Shareholders (Form 10-K) contains financial information about the company and is submitted in response to the request for financial information.

   Republic Services is apublicly owned company whose shares are traded on the New York Stock Exchange (NYSE symbol:RSG).

Republic Services, Inc. carries an "investment grade" credit rating.

Long Term Stability and Sufficient Capital

The proposer understands that the information contained in these proposal pages is to be relied upon by the City in awarding the proposed contract, and such information is warranted by the proposer to be true. The proposer agrees to furnish such additional information, prior to acceptance of any proposal relating to the qualifications of the proposer, as may be required by the City.

Please review the questionnaire to make sure all questions have been answered. Attach additional sheets if necessary. Failure to answer each question could result in the disqualification of your bid.

NON-COLLUSION STATEMENT:

By signing this offer, the vendor/contractor certifies that this offer is made independently and *free* from collusion. Vendor shall disclose below any City of Fort Lauderdale, FL officer or employee, or any relative of any such officer or employee who is an officer or director of, or has a material interest in, the vendor's business, who is in a position to influence this procurement.

Any City of Fort Lauderdale, FL officer or employee who has any input into the writing of specifications or requirements, solicitation of offers, decision to award, evaluation of offers, or any other activity pertinent to this procurement is presumed, for purposes hereof, to be in a position to influence this procurement.

For purposes hereof, a person has a material interest if they directly or indirectly own more than 5 percent of the total assets or capital stock of any business entity, or if they otherwise stand to personally gain if the contract is awarded to this vendor.

In accordance with City of Fort Lauderdale, FL Policy and Standards Manual, 6.10.8.3,

> 3.3. City employees may not contract with the City through any corporation or business entity in which they or their immediate family members hold a controlling financial interest (e.g. ownership of five (5) percent or more).
>
> 3.4. Immediate family members (spouse, parents and children) are also prohibited from contracting with the City subject to the same general rules.

Failure of a vendor to disclose any relationship described herein shall be reason for debarment in accordance with the provisions of the City Procurement Code.

NAME	RELATIONSHIPS
-	
N/A	N/A
N/A	N/A
	N/A
	N/A

In the event the vendor does not indicate any names, the City shall interpret this to mean that the vendor has indicated that no such relationships exist.

BID/PROPOSAL SIGNATURE PAGE

How to submit bids/proposals: It is preferred that bids/proposals be submitted electronically at www.bidsync.com, unless otherwise stated in the bid packet. If mailing a hard copy, it will be the sole responsibility of the Bidder to ensure that the bid reaches the City of Fort Lauderdale, City Hall, Procurement Services Division, Suite 619, 100 N. Andrews Avenue, Fort Lauderdale, FL 33301, prior to the bid opening date and time listed. Bids/proposals submitted by fax or email will NOT be accepted.

The below signed hereby agrees to furnish the following article(s) or services at the price(s) and terms stated subject to all instructions, conditions, specifications addenda, legal advertisement, and conditions contained in the bid. I have read all attachments including the specifications and fully understand what is required. By submitting this signed proposal I will accept a contract if approved by the CITY and such acceptance covers all terms, conditions, and specifications of this bid/proposal.

Please Note: If responding to this solicitation through BidSync, the electronic version of the bid response will prevail, unless a paper version is clearly marked **by the bidder** in some manner to indicate that it will supplant the electronic version. All fields below **must** be completed. If the field does not apply to you, please note N/A in that field.

Submitted by: **Mark W. Talbott** **4/18/2014**
(Authorized signature) (date)

Name (printed) **Mark W. Talbott** Title: **General Manager**

Company: (Legal Registration) **Republic Services of Florida, LLP d/b/a All Service Refuse**

CONTRACTOR, IF FOREIGN CORPORATION, MAY BE REQUIRED TO OBTAIN A CERTIFICATE OF AUTHORITY FROM THE DEPARTMENT OF STATE, IN ACCORDANCE WITH FLORIDA STATUTE §607.1501 (visit http://www.dos.state.fl.us/).

Address: **751 NW 31st Avenue**

City: **Lauderhill** State: **Florida** Zip: **33311**

Telephone No. **954-583-1830** FAX No. **954-584-1453** Email: **mtalbott@republicservices.com**

Delivery: Calendar days after receipt of Purchase Order (section 1.02 of General Conditions): **45**

Payment Terms (section 1.04): **45** Total Bid Discount (section 1.05): **No**

Does your firm qualify for MBE or WBE status (section 1.09): MBE ☐ WBE ☐

ADDENDUM ACKNOWLEDGEMENT - Proposer acknowledges that the following addenda have been received and are included in the proposal:

Addendum No:	Date Issued
# 1 (Pre-Bid Sign-in-Sheet)	**3-31-14**
# 2 (New Bid Due Date)	**4-11-14**
# 3 (Response Questions)	**4-9-14**
# 4 (GPS Location)	**4-9-14**

P-CARDS: Will your firm accept the City's Credit Card as payment for goods/services?

YES ☑ NO ☐

VARIANCES: State any variations to specifications, terms and conditions in the space provided below or reference in the space provided below all variances contained on other pages of bid, attachments or bid pages. No variations or exceptions by the Proposer will be deemed to be part of the bid submitted unless such variation or exception is listed and contained within the bid documents and referenced in the space provided below. If no statement is contained in the below space, it is hereby implied that your bid/proposal complies with the full scope of this

solicitation. HAVE YOU STATED ANY VARIANCES OR EXCEPTIONS BELOW? BIDDER MUST CLICK THE EXCEPTION LINK IF ANY VARIATION OR EXCEPTION IS TAKEN TO THE SPECIFICATIONS, TERMS AND CONDITIONS. If this section does not apply to your bid, simply mark N/A in the section below.
Variances: **None**

revised 11-29-11