

TITLE: CODE OF BUSINESS ETHICS AND CONDUCT

INTRODUCTION

The Republic Services, Inc. (“Republic Services” or the “Company”) Code of Business Ethics and Conduct makes compliance with high standards of business conduct mandatory for every Employee and independent contractor of the Company. Adherence to the principles set forth in this Code and the Republic Services Corporate Policies is essential to the efforts of the Company to gain and keep the confidence and support of customers, suppliers, regulatory agencies, law enforcement agencies, the courts and the public. Most important of all, compliance is simply the right thing to do.

The business of Republic Services is complex and this complexity will only increase in the future. The number of laws, regulations, and other legal requirements that affect the Company’s business will undoubtedly increase as technology advances and Republic Services’ business efforts become more diverse. These changes will also create new ethical challenges as we adapt ourselves and our business to new situations. In light of these challenges, it is absolutely necessary that we have a central set of guiding principles to act as a legal and ethical compass for our Employees. This Code and the Republic Services Corporate Policies provide that compass.

Republic Services’ compliance program is organized as such:

- 1) ***The Code of Business Ethics and Conduct***; which establishes Republic Services’ guiding ethical and legal principles for conducting its business;
- 2) ***The Corporate Policies***; which make up the specific policies governing business ethics to which Employees and independent contractors must adhere; and
- 3) ***The Compliance Guide***; which summarizes the compliance policies to which Republic Services Employees and independent contractors are subject.

While each of these sections has a specific purpose, together they provide an integrated approach to the way Republic Services will conduct business at every level of the Company.

Republic Services, like any other company, is composed of relationships among diverse groups of people, or “stakeholders,” who play different roles in our business. Because Republic Services understands that each of these groups has different needs, responsibilities, and legal obligations, the Code and the Corporate Policies are organized into categories that reflect those differences.

The first nine of these categories deal with the guiding principles for our relationships with the government, shareholders, other Republic Services Employees, our customers, our competitors, the marketplace, our independent contractors, partners and affiliates, our communities and the international community. The final category outlines the process by which this Code and the Corporate Policies and Compliance Plans will be communicated and adhered to.

Republic Services' Compliance Program reflects the commitment of the Company to do what is right. It is also necessary both to manage the business of Republic Services effectively and to meet the constantly changing needs of the marketplace. It is a critical part of the way we do business. All Employees and independent contractors of the Company are expected to follow the requirements of Republic Services' Compliance Program as well as all applicable laws and rules.

This part of the Compliance Program, the Code of Business Ethics and Conduct, sets forth general principles for the operation of our business. In a fundamental sense, this Code is like the constitution of a country. It establishes standards and principles which must guide all of the conduct of the citizens of the country, the Employees of Republic Services. Specific laws and regulations (the Corporate Policies and Compliance Plans) provide additional details as to how the principles in the Code are to be implemented. These policies and plans are considered to be part of the Republic Services Code of Business Ethics and Conduct. Also, other policies and procedures have been developed by Human Resources and other Republic Services departments which may touch on subjects covered by this Compliance Program.

Because the principles described in this Code are general, you should review the applicable Corporate Policy for specific instruction and contact your manager, Human Resources, Republic Services' Legal Department, or a member of the Republic Services Corporate Compliance Committee when you have questions regarding proper conduct in a particular situation. Human Resources, the Legal Department, and the Compliance Committee may be contacted either directly or through the Republic Services AlertLine. Ultimately, questions regarding the interpretation of this Code or specific Corporate Policies and Compliance Plans will be resolved by the Corporate Compliance Committee consisting of the following individuals within Republic Services: Jim O'Connor, CEO, David Barclay, Senior Vice President and General Counsel, Tod Holmes, Senior Vice President and Chief Financial Officer, Craig Nichols, Vice President-Human Resources.

Change in the economy, markets, and technology is inevitable. Nothing contained in this Code, the Corporate Policies, or other Compliance Program communications, creates or implies an employment contract or term of employment. Republic Services is committed to continuously reviewing its policies, and, therefore, this Code and the Corporate Policies are subject to modification.

I. YOU AND THE GOVERNMENT

Republic Services Employees and independent contractors must follow the applicable laws, regulations, rules, and regulatory orders of every jurisdiction in which Republic Services operates. Each Employee is charged with the responsibility to acquire appropriate knowledge of the

requirements relating to his or her duties to enable him or her to recognize potential dangers and to know when to seek legal advice. Violations of laws, regulations, rules, and orders can subject an Employee to individual criminal or civil liability, as well as to Company discipline. Such individual violations may also subject the Company to civil or criminal liability.

Republic Services forbids payments of any kind, by its subsidiaries, affiliates, officers or Employees, to any government official within the United States or abroad, for the purpose of obtaining or retaining business, or for the purpose of influencing favorable consideration or treatment regarding a business activity or other matter.

II. YOU AND THE SHAREHOLDERS

Republic Services is dedicated to creating value for its shareholders. Our shareholders have shown confidence in us by investing in the Company, and our obligation to them is to enhance and protect Republic Services' assets. That means we must be vigilant to protect the Company's physical property as well as intangible assets such as trade secrets and financial data. All Republic Services Employees must protect sensitive and proprietary information from disclosure to individuals outside and inside of Republic Services who do not have a need to know.

Republic Services is committed to the use of a strong, effective system of internal controls designed to safeguard and preserve the Company's assets. The Republic Services organization is responsible for maintaining and enforcing a system of internal administrative and accounting controls. These systems of control, which are mandated by law, are designed to ensure that all business transactions are properly authorized by management, are executed in accordance with such authorization, and are appropriately reflected on the Company's books and records.

The cooperation of each and every Employee is necessary for this system to be effective in enabling Republic Services to document transactions and dispositions of its assets accurately. Where Employees are responsible for the acquisition or disposition of assets for the Company, or are authorized to incur liabilities on the Company's behalf, they must be careful not to exceed the authority vested in them. Every Employee is involved, if not in the authorization or execution of business transactions, at least in reporting of some kind, if only expenses for travel and entertainment or for hours worked on a time card. It is important that it be done honestly and accurately. **See Accurate Books and Records Corporate Policy.**

Employees who engage in other business activities during non-working hours should be sure that those activities do not interfere with their work at Republic Services. There are a number of situations where an Employee's personal interest conflicts, actually or in appearance, with the interests of the Company or the Employee's loyalty to Republic Services. Such situations could interfere with an Employee's ability to make judgments solely in the Company's best interests. Employees should not hold substantial ownership interest in any competing business or any outside concern which does business with the Company, absent authorization from the Corporate Compliance Committee or the Board of Directors. Employees (including members of their immediate families) may not, directly or indirectly, offer or accept frequent meals, gifts or

entertainment, of other than reasonable value, from any person, firm, corporation or association with which Republic Services does or seeks to do business. Republic Services expects that every Employee will avoid any activity, interest or association that might interfere or even appear to interfere with the independent exercise of his or her judgment in the best interests of the Company, its stockholders and the public. If you have more specific questions about how a situation that you are involved in fits with this rule, first check the **Gifts, Gratuities and Entertainment Corporate Policy** and the **Conflict of Interest Corporate Policy** and then ask your manager or Human Resources. Sometimes the evolving nature of Republic Services' business changes a previously acceptable situation into a potential conflict of interest.

III. YOU AND REPUBLIC SERVICES

All Employees and independent contractors have a right to work in an environment free of unlawful discrimination. Republic Services will provide equal employment and promotional opportunities for all Employees and applicants for employment on a non-discriminatory basis. Every Employee and independent contractor is responsible for ensuring that the work environment is free of discrimination or harassment due to race, sex, age, religion, national origin or disability unrelated to job performance. **See Non-Discrimination and Sexual Harassment Corporate Policies.** Retaliation against persons making good faith claims of discrimination is a serious violation and will result in discipline up to and including termination. Persons filing false, frivolous or malicious complaints will also be subject to discipline up to and including termination. **See Whistle-Blower Corporate Policy.**

Republic Services recognizes and respects the privacy and confidentiality of Employee records. Personnel, medical, benefits and other Employee records are afforded the same confidentiality given to client records. Information is collected, utilized and disclosed only on a business need-to-know basis, except as may otherwise be required by law.

IV. YOU AND OUR CLIENTS

Republic Services' continued growth and success depends, to a large extent, on the ability of its Employees to increase client confidence. Serving clients effectively is Republic Services' most important goal. If your job puts you in contact with clients or potential clients, it is critical for you to remember that to these people, you are Republic Services. You represent not only the Company, but all other Republic Services Employees as well. Republic Services' goodwill is one of our most important assets, and Employees must act to preserve and enhance our positive reputation. Information gathered by the Company is intended for use by Republic Services and no Employee is permitted to gain personal benefit from the advance knowledge of such information.

Republic Services respects the privacy of client records, and access to client information should be restricted to a business need-to-know basis. Absent the client's consent, disclosure of confidential information is prohibited except to the extent required by law.

V. YOU AND OUR COMPETITORS

The highest standards of ethical conduct must be observed in all relationships with our competitors. Republic Services will compete not just vigorously and effectively but fairly as well. The Company must and will comply with all applicable antitrust and pricing laws and requirements relating to unfair competition.

There are many types of conduct that the antitrust or trade regulation laws may prohibit under certain circumstances. Republic Services understands that these rules are complex and sometimes hard for Employees to understand. **See Antitrust Law and Competitive Practices Corporate Policy.** Whenever in doubt about the legality of any action, Employees should consult with Republic Services' Legal Department in advance of initiating such action.

VI. YOU AND THE MARKETPLACE

Republic Services must respect the integrity of the markets in which it operates. To do so, it must ensure that confidential information is protected and that information properly disclosed to the public is accurate. Confidential information includes all information, whether technical, business, financial, or otherwise, concerning Republic Services that the Company treats as confidential or is not made available in the marketplace. This information must not be divulged except in accordance with established Company procedures and applicable law. Confidential information shall not be used for any Employee's personal gain, nor may any Employee allow a third party to use or obtain such information. This is true regardless of the information or the manner in which the information is obtained. **See Protection of Company Property and Information Corporate Policy.**

Republic Services' books, records and all documents, including reports submitted or reviewed by government authorities, must accurately and fairly reflect all transactions and existing Company operations. **See Accurate Books and Records Corporate Policy.** Republic Services will maintain a system of internal accounting controls to ensure that: a) assets are safeguarded; b) transactions conform to management's authorizations; and c) accounting records are accurate. No Employee will falsely report transactions or fail to report the existence of false reports in the Company's accounting records. Employees certifying the correctness of records and documents, including vouchers, bills, reports and permit applications shall take all reasonable steps to assure that the information contained in the records and documents is correct and proper.

VII. YOU AND OUR SUPPLIERS, CONTRACTORS, PARTNERS AND AFFILIATES

Our suppliers, contractors, partners and affiliates make significant contributions to our Company's success. To create an environment where they have an incentive to work with Republic Services, they must be confident that they will be treated fairly. Employees should not accept frequent gifts, gratuities or entertainment of an unreasonable value from any company or person that does

business or is seeking to do business with the Company. **See Gifts, Gratuities and Entertainment Corporate Policy.**

Consultants and agents retained by Republic Services should follow our Code of Conduct and all applicable Corporate Policies in the course of their work on behalf of the Company. While Republic Services does not guarantee the conduct and behavior of our consultants and agents, it is part of your responsibility as a Republic Services Employee to insist that our consultants and agents behave appropriately. Consultants and agents shall not be retained to do anything illegal or improper. What Republic Services cannot do directly it should not and will not do indirectly by acting through another party.

VIII. YOU AND THE COMMUNITY

Republic Services is committed to being a responsible corporate citizen within the world-wide communities in which it operates, and it wants its Employees to be important and constructive members of their communities as well.

Republic Services recognizes that the need to preserve and protect the vital natural resources of clean air, water, and land is one of the most important obligations we have to our world and to our community. **See Environmental Laws and Regulations Corporate Policy.** Every Republic Services Employee must assist these efforts by obeying all applicable environmental laws. The Company and all of its Employees share the responsibility to know the requirements of applicable environmental laws and Company practices and procedures. You must in particular be aware of environmental reporting requirements specific to your Company role.

Active participation in the political life of your community is a critical part of being a good citizen, but political activity by corporations and corporate Employees raises important ethical and legal concerns. Under federal and many state laws, Republic Services is prohibited from making “political contributions” to political parties or candidates. The term “political contribution” includes the donation of property or services and the purchase of tickets to fund-raising events, as well as direct cash contributions. Where corporate political contributions are legal in connection with state or local elections, such contributions shall be made only from funds allocated for that purpose and with the written approval of Republic Services’ General Counsel. For details on these contributions, **See Government Relations-Political Contributions and Activities Policy.**

Individual Employees are encouraged to support their own parties and candidates, but they must do so on their own time and with their own resources. It is improper for an Employee to use his or her position within the Company to solicit political contributions from another Employee for the purpose of supporting a political candidate or influencing legislation. It is also improper for an Employee to make a political contribution in the name of Republic Services and then seek reimbursement. Employees may make direct contributions of their own money, but such contributions are not reimbursable by Republic Services.

IX. YOU AND THE INTERNATIONAL COMMUNITY

Republic Services is committed to applying uniformly high standards of ethics and business conduct in every country in which it operates, and in every business relationship or affiliation it has worldwide. In our active pursuit of international business in an increasingly global economy, Republic Services will be guided both by the laws and regulations of the United States and the laws and regulations of the countries within which we do business. In some circumstances, of course, that will mean that the company is subject to different rules, and thus will do business somewhat differently from country to country. Additionally, laws may be in conflict and, therefore, in such circumstances you should contact Republic Services' Legal Department (either directly or through the AlertLine). One thing is, however, constant. Wherever we do business, we are committed to doing business ethically and within the law.

X. COMPLIANCE PROCESS

All Republic Services Employees are responsible for compliance with all laws, rules, standards, and principles contained or referenced, directly or indirectly, in this Code, the Corporate Policies and the Compliance Plans. In addition, each Employee has an obligation to behave according to high ethical standards.

Part of your ethical responsibility to Republic Services (and your job!) is to help the Company in enforcing its Compliance Program. You should be alert to possible violations of the law or the Compliance Program anywhere in the Company and are expected to report such violations promptly. **See Reporting and Investigating Violations and Seeking Clarification of Policies Corporate Policy.** You are also expected to cooperate in any Company investigation of violations. In addition, any Employee who is convicted of a felony, whether related to the Republic Services Compliance Program or not, must report that fact to Republic Services' General Counsel (either directly or through the AlertLine).

All cases of questionable activity will be reviewed to the extent possible, or reported for legal action, discipline or other corrective steps. Whenever possible, the Company will keep the identities of Employees about or against whom allegations of violations are made confidential. To the extent possible, Republic Services will also protect the identity of the reporting party. Reprisal, retribution or retaliation by anyone within the Company against any Employee who has, in good faith, reported a violation or suspected violation by another is strictly prohibited.

Violations of the law, or this Code, can lead to disciplinary action up to and including termination.

Disciplinary action may also be taken against managers or executives who condone, permit or fail to take appropriate action against or fail to exercise reasonable care to discover, illegal, unethical, or other improper conduct.

In addition to disciplinary action, Republic Services may refer a matter to law enforcement authorities for possible investigation and prosecution. The Company may also seek restitution from any Employee for losses resulting from the Employee's violations.

New Corporate Policies may, and likely will, be adopted in the future. Such policies must be approved by the Board of Directors. When such policies and plans are approved, they will be considered to be part of this Code.

This Code is intended to help you better understand what we believe to be in the best interests of Republic Services' stakeholders. It is impossible to define or even envision every conceivable situation in which Employees will be confronted with an ethical dilemma. This Code, however, should establish an awareness and alertness to ethical responsibilities that will cause you to stop before taking action in a particular situation and to make an evaluation of the ethical concerns involved.