

REPUBLIC SERVICES, INC.

Form DEF 14A

April 01, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

REPUBLIC SERVICES, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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- o Fee paid previously with preliminary materials:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 1, 2010

Dear Stockholder:

We invite you to attend the 2010 Annual Meeting of Stockholders of Republic Services, Inc., which we will hold at 10:30 a.m., MST, on Thursday, May 13, 2010 at the Scottsdale Marriott at McDowell Mountains, 16770 North Perimeter Drive, Scottsdale, Arizona 85260.

We are pleased to take advantage of Securities and Exchange Commission rules that allow us to furnish these proxy materials and our annual report to stockholders on the Internet. We believe that posting these materials on the Internet enables us to provide stockholders with the information that they need more quickly, while lowering our costs of printing and delivery and reducing the environmental impact of our Annual Meeting. On or about April 1, 2010, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials containing instructions on how to access our 2010 proxy materials and annual report and vote electronically via the Internet. The Notice of Internet Availability of Proxy Materials also contains instructions on how to receive a paper copy of these materials. We will not mail the Notice of Internet Availability of Proxy Materials to stockholders who had previously elected to receive a paper copy of the materials.

Whether or not you plan to attend in person, it is important that you have your shares represented at the Annual Meeting. **We urge you to vote and to submit your proxy as promptly as possible. If you are a registered stockholder and attend the meeting, you may revoke your proxy and vote your shares in person. If you hold your shares through a bank or broker and you want to vote your shares in person at the meeting, please contact your bank or broker to obtain a legal proxy.** Thank you.

Sincerely,

James E. O Connor
*Chairman of the Board
and Chief Executive Officer*

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**REPUBLIC SERVICES, INC.
18500 NORTH ALLIED WAY
PHOENIX, ARIZONA 85054**

**NOTICE OF THE 2010 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 13, 2010**

To the Stockholders of Republic Services, Inc.:

The Annual Meeting (the Annual Meeting) of stockholders of Republic Services, Inc., a Delaware corporation (Republic, we, us, or our), will be held at the Scottsdale Marriott at McDowell Mountains, 16770 North Perimeter Drive, Scottsdale, Arizona 85260, on May 13, 2010 at 10:30 a.m., MST, for the following purposes:

- (1) To elect twelve directors to a term of office until the 2011 Annual Meeting of stockholders or until their respective successors are duly elected and qualified;
- (2) To ratify the appointment of Ernst & Young LLP as our independent registered public accountants (independent auditors) for fiscal year 2010;
- (3) To consider one stockholder proposal regarding political contributions and expenditures, if presented at the annual meeting; and

(4) To transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

Only stockholders of record at the close of business on March 16, 2010 (the Record Date) are entitled to notice of and to vote at the Annual Meeting or any postponement or adjournment of the Annual Meeting. A list of such stockholders will be available commencing April 5, 2010, and may be examined prior to the Annual Meeting at our corporate headquarters during normal business hours.

We are pleased to take advantage of Securities and Exchange Commission rules that allow us to furnish these proxy materials and our annual report on the Internet. Stockholders of record have been mailed a Notice of Internet Availability of Proxy Materials, which provides stockholders with instructions on how to access the proxy materials and our annual report on the Internet and, if they prefer, how to request paper copies of these materials. We believe that posting these materials on the Internet enables us to provide stockholders with the information that they need more quickly, while lowering our costs of printing and delivery and reducing the environmental impact of our Annual Meeting.

Your participation at our Annual Meeting is important. To ensure your representation, if you do not expect to be present at the meeting, at your earliest convenience, please vote your shares as instructed in your Notice of Internet Availability of Proxy Materials, proxy card or voting instruction card. The prompt return of proxies will ensure a quorum and save us the expense of further solicitation.

By Order of the Board of Directors,

James E. O Connor
*Chairman of the Board and
Chief Executive Officer*

Phoenix, AZ
April 1, 2010

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**REPUBLIC SERVICES, INC.
18500 NORTH ALLIED WAY
PHOENIX, ARIZONA 85054**

PROXY STATEMENT

REGARDING

THE ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 13, 2010

This proxy statement is being provided to stockholders in connection with the solicitation by the Board of Directors (Board) of Republic Services, Inc., a Delaware corporation (Republic, we, us, or our), of proxies to be voted at the annual meeting of stockholders to be held in Scottsdale, Arizona on May 13, 2010 (the Annual Meeting), and at any adjournment, for the purposes set forth in the accompanying notice.

The Securities and Exchange Commission (SEC) permits us to deliver a single Notice of Internet Availability of Proxy Materials to one address shared by two or more of our stockholders. This delivery method is referred to as householding and can result in savings for us. To take advantage of this opportunity, we deliver a single Notice of Internet Availability of Proxy Materials to multiple stockholders who share an address. If you prefer to receive separate copies of the Notice of Internet Availability of Proxy Materials, either now or in the future, or if you currently are a stockholder sharing an address with another stockholder and wish to receive only one copy of future Notices of Internet Availability of Proxy Materials for your household, please send your request in writing to us at the following address: Republic Services, Inc., Attn: Investor Relations Department, 18500 North Allied Way, Phoenix, Arizona 85054.

As permitted by the notice and access rules adopted by the SEC, we are making our proxy statement and our 2009 Annual Report to Stockholders (which includes our Annual Report on Form 10-K) available electronically via the Internet. On or about April 1, 2010, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials containing the instructions on how to access this proxy statement and our 2009 Annual Report to Stockholders and how to vote online. Stockholders who receive the notice will not receive a printed copy of the proxy materials in the mail. If you would like to receive a printed copy of our proxy materials or 2009 Annual Report to Stockholders, please follow the instructions included in the Notice of Internet Availability of Proxy Materials.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q. Who may vote at the Annual Meeting?

A. You may vote if you were a holder of record of our common stock as of the close of business on March 16, 2010.

Q. What will I be voting on?

A. The following proposals will be considered at the Annual Meeting:

Election of directors (Proposal 1).

Ratification of the appointment of Ernst & Young LLP as our independent auditors for 2010 (Proposal 2).

A stockholder proposal regarding political contributions and expenditures, if it is presented at the Annual Meeting (Proposal 3).

Q. How many votes do I have?

A. You will have one vote for every share of our common stock you owned on March 16, 2010.

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Q. What constitutes a quorum for the Annual Meeting?

A. As of March 16, 2010, there were issued, outstanding and entitled to vote 381,545,652 shares of our common stock. A quorum is at least a majority of the voting power represented by the shares of our common stock, or 190,772,827 shares. Abstentions and broker shares, which are shares held in street name, that are voted as to any matter at the meeting will be included in determining the number of shares present or represented at the Annual Meeting. Broker shares that are not voted on any matter at the Annual Meeting will not be included in determining the number of shares present or represented at the Annual Meeting. A quorum must be present or represented at the Annual Meeting for any action to be taken. If a quorum is not present or represented at the Annual Meeting, the holders of a majority of the shares entitled to vote at the meeting who are present in person or represented by proxy, or the chairman of the meeting, may adjourn the meeting until a quorum is present or represented. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given.

Q. How many votes are required to approve the proposals, assuming a quorum?

A. The affirmative vote of the majority of votes cast with respect to that director's election at the Annual Meeting is required for the election of each director (Proposal 1). The affirmative vote of the holders of a majority of the voting power of the shares of common stock present or represented by proxy and entitled to vote is required for approval of Proposals 2 and 3.

Q. How do I vote?

A. To vote, you may:

vote in person we will pass out written ballots at the Annual Meeting to stockholders of record and beneficial owners who hold their shares in street name and who have obtained a valid proxy from their broker, bank or other nominee;

vote electronically via the Internet or by telephone to do so, please follow the instructions shown on your Notice of Internet Availability of Proxy Materials, proxy card or voting instruction card; or

vote by mail if you received a paper proxy card or voting instruction card by mail, simply complete, sign, date and return it in the envelope provided so that it is received before the Annual Meeting.

The Internet and telephone voting procedures have been designed to verify stockholders' identities and allow stockholders to confirm that their voting instructions have been properly recorded. Stockholders whose shares are held for them by other nominees should follow the instructions provided by such nominees.

Submitting your proxy or voting instructions, whether electronically via the Internet, by telephone or by mail, will not affect your right to vote in person should you decide to attend the Annual Meeting. If, however, you hold your shares in street name, you must request a valid proxy from your broker, bank or other nominee to vote in person at the Annual Meeting.

Your vote is very important. Whether or not you plan to attend the Annual Meeting, we urge you to ensure that your vote is counted.

Q. What if I do not give specific voting instructions?

A. *Stockholders of Record*. If you are a stockholder of record and you:

indicate when voting electronically via the Internet or by telephone that you wish to vote as recommended by our Board; or

return a signed proxy card but do not indicate how you wish to vote on a particular matter,

then your shares will be voted in accordance with the recommendations of the Board on all matters presented in this proxy statement and as the proxy holders may determine in their discretion regarding any other matters properly presented for a vote at the Annual Meeting. If you indicate a choice with respect to any matter to be acted upon on your proxy card, the shares will be voted in accordance with your instructions.

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Beneficial Owners. If you are a beneficial owner and hold your shares in street name and do not provide your broker, bank or other nominee with voting instructions, the broker, bank or other nominee will determine if it has the discretionary authority to vote on the particular matter. Under applicable rules, brokers have the discretion to vote on routine matters, such as the ratification of the selection of accounting firms, but do not have discretion to vote on non-routine matters.

Q. What are broker non-votes?

A. The New York Stock Exchange (NYSE) permits brokers to vote their customers' shares on routine matters when the brokers have not received voting instructions from their customers. The ratification of independent auditors is an example of a routine matter on which brokers may vote in this way. Brokers may not vote their customers' shares on non-routine matters unless they have received voting instructions from their customers. Non-voted shares on non-routine matters are broker non-votes.

Q. How are broker non-votes and abstentions counted?

A. Abstentions and broker non-votes will have no effect on Proposal 1, as the election is determined by reference to the votes actually cast where abstentions are not treated as votes cast. For Proposals 2 and 3, where the vote required is a majority of votes present and entitled to vote, abstentions are equivalent to a vote cast against the proposal and broker non-votes will have no effect.

Q. Can I change my vote?

A. Yes, you can change your vote at any time. If you have voted by sending in your proxy card, by phone or by Internet, you can change your vote in one of three ways. First, you can send a written notice to us stating that you would like to revoke your proxy. Second, you can complete and submit a new proxy card to us, or cast a new vote by phone or Internet. Third, you can attend the meeting and vote in person. Your attendance alone will not, however, revoke your proxy. If you have instructed a broker to vote your shares, you must follow the procedure provided by your broker to change these instructions.

Q. Do I need to attend the Annual Meeting in person?

A. No. Although you are welcome to attend, it is not necessary for you to attend the Annual Meeting to vote your shares.

Q. How does the Board recommend I vote on the proposals?

A. The Board recommends you vote:

FOR the election of the twelve nominees to the Board;

FOR the ratification of the appointment of Ernst & Young LLP as our independent auditors for fiscal 2010; and

AGAINST the stockholder proposal.

Q. Where can I find more information about Republic?

A.

We file reports and other information with the SEC. You may read and copy this information at the SEC's public reference facilities. Please call the SEC at 1-800-SEC-0330 for information about these facilities. This information is also available at our website at <http://www.republicservices.com> and at the website maintained by the SEC at <http://www.sec.gov>.

Q. Who can help answer my questions?

- A. If you have questions about the Annual Meeting or the proposals after reading this proxy statement, or require assistance voting your shares, you can call Georgeson Inc., which is assisting us, toll-free at 1-800-248-3170.

Record Date

Only stockholders of record at the close of business on March 16, 2010 may vote at the Annual Meeting.

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Shares Outstanding and Voting Rights

Our only voting stock currently outstanding is our common stock. As of the close of business on March 16, 2010, there were 381,545,652 shares of common stock outstanding. Each share of common stock issued and outstanding as of such date is entitled to one vote on each of the matters properly presented at the Annual Meeting.

The trustee of our 401(k) Plan will vote shares held in each participant's account in accordance with instructions provided by the participant on a completed proxy card. If a participant does not provide a completed proxy card, the trustee of the 401(k) Plan will vote the shares in a participant's account in the same proportion that it votes shares for which it received valid and timely proxy cards from other participants or as otherwise required by applicable law.

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**PROPOSAL 1
ELECTION OF DIRECTORS**

We are electing twelve directors at the Annual Meeting, with each director to hold office until our next Annual Meeting or until his respective successor is elected and qualified (the Nominees). The Nominees have been nominated by the Board based on the recommendation of the Nominating and Corporate Governance Committee of the Board. Each Nominee has consented to be named in this proxy statement and has agreed to serve as a member of the Board if elected. If any Nominee should become unavailable for election, the proxy may be voted for a substitute nominee selected by the persons named in the proxy or the size of the Board may be reduced accordingly. The Board is not aware of any existing circumstances likely to render any Nominee unavailable.

The Nominees who receive a majority of the votes cast by the holders of our common stock represented at the Annual Meeting, without giving effect to abstentions, will be duly elected directors. Republic is a Delaware corporation and, under Delaware law, if an incumbent director is not elected, that director remains in office until the director's successor is duly elected and qualified or until the director's death, resignation or retirement. To address this potential outcome, in December 2008 the Board also adopted a director resignation policy in our bylaws. Under this policy, the Board will nominate for further service on the Board only those incumbent candidates who tender, in advance, irrevocable resignations, and the Board has obtained such conditional resignations from the Nominees. The irrevocable resignations are contingent on the failure to receive the required vote at any annual meeting at which they are nominated for re-election and Board acceptance of the resignation. The Nominating and Corporate Governance Committee will recommend to the Board whether to accept or reject the tendered resignation. The Board will publicly disclose its decision within 90 days following certification of the election results. If the Board does not accept the resignation, the director will continue to serve until the next annual meeting and until his or her successor is duly elected, or until his or her earlier resignation or removal. If the Board accepts the resignation, then the Board, in its sole discretion, may fill any resulting vacancy.

Pursuant to our bylaws, the number of directors is fixed from time to time by resolution of the Board and shall be not more than 12 members (the majority of which must be independent of Republic for purposes of the rules of the NYSE).

The Board recommends a vote FOR the election of all twelve Nominees to our Board.

BIOGRAPHICAL INFORMATION REGARDING DIRECTORS/NOMINEES AND EXECUTIVE OFFICERS

Information about each of the Nominees is set forth below:

Director Name	Position Held	Age	Director Since
James E. O Connor	Chairman of the Board of Directors and Chief Executive Officer	60	1998
John W. Croghan	Director	79	1998
James W. Crownover	Director	66	2008

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William J. Flynn	Director	56	2008
David I. Foley	Director	42	2008
Michael Larson	Director	50	2009
Nolan Lehmann	Director	65	2008
W. Lee Nutter	Presiding Director	66	2004
Ramon A. Rodriguez	Director	64	1999
Allan C. Sorensen	Director	71	1998
John M. Trani	Director	65	2008
Michael W. Wickham	Director	63	2004

James E. O Connor was named Chairman of the Board of Directors in January 2003. He has served as our Chief Executive Officer and as a director since December 1998. From 1972 to 1978 and from 1982 to 1998, Mr. O Connor served in various positions with Waste Management, Inc., an integrated solid waste service

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company, including Senior Vice President from 1997 to 1998, Area President of Waste Management of Florida, Inc. from 1992 to 1997, Senior Vice President of Waste Management North America from 1991 to 1992 and Vice President Southeastern Region from 1987 to 1991.

Mr. O Connor brings to our Board more than 30 years of experience in the waste industry, including 10 years as our Chief Executive Officer and a Director and seven years as our Chairman. Under his leadership, in 2008 we merged with Allied Waste Industries, Inc. (Allied), creating an even stronger operating platform that will allow us to continue to provide quality service to our customers and superior returns to our stockholders. Mr. O Connor s vast knowledge of our business and industry, together with his proven talents in service to our company, position him well to serve as our Chairman and Chief Executive Officer.

John W. Croghan was named a director in July 1998. Since April 2002, Mr. Croghan has served as Chairman of Rail-Splitter Capital Management, LLC, an investment management firm. He was a founder and, from 1967 through December 2000, the Chairman of Lincoln Capital Management, an investment management firm. Mr. Croghan is also a former director of Blockbuster Entertainment Corp., Chicago Mercantile Exchange, Lindsay Manufacturing Co. and Morgan Stanley Closed-End Funds. Mr. Croghan is a Chartered Financial Analyst. He is also a trustee and member of the investment committees for Northwestern University, the Chicago History Museum and the Archdiocese of Chicago Finance Counsel and is Chairman of the Archdiocese of Chicago School Board.

Mr. Croghan is well-positioned to serve as a director and member of our Audit Committee and Chairman of our Nominating and Corporate Governance Committee. His career in investment management gives him valuable insight on the impact of general economic and market conditions and a keen understanding of key financial and accounting issues. In addition, he brings to our board the perspective he has gained through his substantial experience as a director of a diverse group of companies such as Blockbuster and the Chicago Mercantile Exchange. For many years in the 1990 s, Mr. Croghan was a director and Chairman of the Audit Committee of St. Paul Bancorp, a publicly traded bank, before its acquisition by Charter One. This experience gives him a deep understanding of corporate governance and the role of a director.

James W. Crownover was named a director in December 2008 upon the close of the merger between Republic and Allied. Prior to the merger, Mr. Crownover served as a director of Allied from December 2002 until December 2008. Mr. Crownover completed a 30-year career with McKinsey & Company, Inc. (McKinsey) when he retired in 1998. He led McKinsey s Southwest practice for many years, and also co-headed the firm s worldwide energy practice. In addition, he served as a member of McKinsey s Board of Directors. Mr. Crownover also currently serves as a director of Chemtura Corporation, Weingarten Realty Investors, and FTI Consulting, Inc. In the past, he served on the boards of Unocal Corporation from 1998 to 2003 and Great Lakes Chemical Company from 2000 to 2006. Mr. Crownover also chairs the Board of Trustees of Rice University.

Mr. Crownover brings a wealth of management experience and business understanding to our Board and to the Audit and Integration Committees. Mr. Crownover s 30 years in the management consulting industry have given him front-line exposure to many of the issues facing public companies, particularly on the strategic, operational and financial fronts. At Weingarten, he serves as chair of the Governance Committee and is a member of the Compensation Committee. At FTI, he serves as chair of the Compensation Committee and is a member of the Governance Committee. At Chemtura, he chairs the Environmental Safety Committee and is a member of the Governance and Compensation Committee. We believe his experience on the boards of directors and board committees of several major public companies, as well as his service as a director of McKinsey, gives him an abundance of audit- and governance-related expertise.

William J. Flynn was named a director in December 2008 upon the close of the merger between Republic and Allied. Prior to the merger, Mr. Flynn served as a director of Allied from February 2007 until December 2008. Mr. Flynn is

the President and Chief Executive Officer of Atlas Air Worldwide Holdings, Inc. (Atlas). Prior to joining Atlas in 2006, Mr. Flynn served as President and Chief Executive Officer of GeoLogistics Corporation from 2002 until its sale to PWC Logistics in 2005. Mr. Flynn was a Senior Vice President with CSX Corporation from 2000 to 2002 and held various positions of increasing responsibility with Sea-Land Service Inc. from 1977 to 1999. Mr. Flynn also currently serves as a director of Atlas and Horizon Lines, Inc. and a director of the Air Transport Association.

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Mr. Flynn is well-positioned to serve as a director and member of our Compensation Committee. With his years of experience as Chief Executive Officer of AtlasAir and GeoLogistics, Mr. Flynn brings to the board proven leadership and managerial experience at the most senior level and, with that, a keen appreciation of the financial, operational, compensation and other issues faced by public and private companies. His 30-year career in international supply chain management and freight transportation also gives him particular awareness of issues faced by companies such as ours. Mr. Flynn also has experience as both an inside and independent director, giving him perspective that he brings to his service on the Board.

David I. Foley was named a director in December 2008 following the close of the merger between Republic and Allied. Prior to the merger, Mr. Foley served as a director of Allied from March 2006 until December 2008. Mr. Foley is a Senior Managing Director at the Blackstone Group, L.P. (Blackstone). Blackstone owns approximately 5.7% of our common stock. Prior to joining Blackstone in 1995, Mr. Foley was an employee of AEA Investors, Inc. from 1991 to 1993 and a consultant with The Monitor Company from 1989 to 1991. Mr. Foley currently serves as a director of Kosmos Energy, OSUM Oil Sands Corp., PBF Investments, World Power Holdings G.P. LTD and American Petroleum Tankers. During the past five years, Mr. Foley also served as a director of U.S. Product Investor LLC, Covalence Specialty Materials Corp. and Mega Blocks, Inc.

Mr. Foley brings to our Board his vast experience with one of the world's largest private equity investors, Blackstone. In his role at Blackstone, he has been involved (as a director or otherwise) with numerous portfolio companies and has broad knowledge of the myriad financial, operational, acquisition-related, and other issues faced by companies. His practice at Blackstone focuses on investments in the energy and transportation sectors, giving him further knowledge of particular importance to a company such as ours. Further, Mr. Foley brings the perspective of a major stockholder to his service on our Compensation and Integration Committees.

Michael Larson was named a director in October 2009. Mr. Larson is the chief investment officer to William H. Gates III and is responsible for Mr. Gates' non-Microsoft investments as well as the investments of the Bill & Melinda Gates Foundation Trust. Prior to working for Mr. Gates, Mr. Larson was at Harris Investment Management, Putnam Management Company and ARCO. Mr. Larson currently serves on the board of directors of AutoNation, Inc., Grupo Televisa, S.A.B. and Pan American Silver Corp. In addition, he is Chairman of the Board of Trustees for Western Asset/Claymore Inflation-Linked Securities & Income Fund and Western Asset/Claymore Inflation-Linked Opportunities & Income Fund. Mr. Larson is a Trustee and Chairman of the Investment Committees at Claremont McKenna College and Lakeside School. Mr. Larson also serves on the investment committees for the University of Washington and the UNCF Gates Millennium Scholars Program.

Mr. Larson has nearly 30 years of investment experience, giving him a broad understanding of the capital markets, business cycles, capital investment and allocation, and an appreciation of the interests of long term shareholders. Mr. Larson's service on our Board, as well as our Compensation Committee and our Nominating and Corporate Governance Committees, offers the perspective of our largest stockholder, Mr. Gates' Cascade Investment, L.L.C.

Nolan Lehmann was named a director in December 2008 upon the close of the merger between Republic and Allied. Prior to the merger, Mr. Lehmann served as a director of Allied from October 1990 until December 2008, and was the Lead Director of Allied from February 2007 until its merger with Republic. Since April 2007, Mr. Lehmann has been a Managing Director of Altazano Management, LLC, a private wealth management advisory firm. From 1983 until his retirement in June 2005, Mr. Lehmann was President of Equus Capital Management Corporation, a registered investment advisor, and from 1991 to June 30, 2005, he was President and a director of Equus II Incorporated, a registered public investment company. Mr. Lehmann is a certified public accountant. Mr. Lehmann also currently serves as a director of several private corporations and is a Director of Child Advocates of Harris County. In the past five years, Mr. Lehmann served as a director and member of the Audit and Compensation Committees of Synagro Technologies, Inc.

Mr. Lehmann has a long history with Allied, serving as a director for more than 18 years, including roles as Lead Director and Chairman of the Audit and Compensation Committees at different times during such period. As such, he offers our Board invaluable insight from experience gained being involved in the major, transformative changes Allied experienced over that period and a deep understanding of the issues faced by a waste management company. As a certified public accountant and with prior service on audit committees of five other

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public companies, Mr. Lehmann is well-positioned to serve on our Audit Committee. Mr. Lehmann also serves as member of our Nominating and Corporate Governance Committee. His career in asset management gives him valuable insight on the impact of general economic and market conditions and a keen understanding of key financial and accounting issues.

W. Lee Nutter was named a director in February 2004, and has served as our Presiding Director since October 2006. Prior to his retirement in 2007, Mr. Nutter was Chairman, President and Chief Executive Officer of Rayonier, Inc., a leading international forest products company primarily engaged in activities associated with timberland management, the sale and entitlement of real estate, and the production and sale of high value specialty cellulose fibers. Mr. Nutter also served as a director of Rayonier, Inc. from 1996 to 2007 and the North Florida Regional Board of SunTrust from 2004 to 2009. He continues to serve as a director of NiSource Inc. and a non-executive chairman of J.M. Huber Corporation.

Mr. Nutter was with Rayonier, Inc. for over 40 years, ultimately as its Chairman, President and Chief Executive Officer. As a result of this experience, Mr. Nutter has a thorough knowledge and understanding of the financial, operational, compensation and other issues faced by large public companies. Based on his experience and expertise in the global forest products industry with its focus on environmental compliance objectives similar to those of our business, we believe Mr. Nutter also brings a unique and valuable perspective to our Board's consideration of environmental compliance. Mr. Nutter's appreciation of the role of directors through his experience as both an inside and independent director of other companies positions him well to serve as our Presiding Director.

Ramon A. Rodriguez was named a director in March 1999. Mr. Rodriguez served as President and Chief Executive Officer of Madsen, Sapp, Mena, Rodriguez & Co., P.A., a firm of certified public accountants, from 1981 through 2006 when the firm was acquired by Crowe Horwath LLP. He is a past Chairman of the Florida Board of Accountancy and was also President of the Florida Institute of Certified Public Accountants. Mr. Rodriguez serves as a director of Bank of Florida Corporation, a bank holding company, and as a director and the Audit Committee Chairman of Alico, Inc., a company involved in the agriculture business. In 1975 he was a founder and Treasurer of DME Corporation, a company involved in aerospace and defense.

Mr. Rodriguez is an experienced financial leader with the skills necessary to serve as the Chairman of our Audit Committee and as a member of our Integration Committee. In his 37-year career in public accounting, Mr. Rodriguez developed vast accounting and financial experience and particular insight regarding the external and internal audit functions for a multitude of companies. He combines this expertise with experience as a public company director through his board memberships at Bank of Florida and at Alico. Mr. Rodriguez also provides substantial management experience gained from his years as an executive of DME Corporation and as Chief Executive Officer of Madsen, Sapp, Mena, Rodriguez & Co., P.A.

Allan C. Sorensen was named a director in November 1998. Mr. Sorensen is a co-founder of Interim Health Care, Inc., which Interim Services, Inc., now known as Spherion Corporation, spun off in October 1997. From October 1997 through the present, Mr. Sorensen served as Interim Health Care's Vice Chairman. From February 2004 through February 2007, Mr. Sorensen also served as Interim Healthcare's Chief Executive Officer and President. Before the spin-off, Mr. Sorensen served as a director and in various capacities as either President, Chief Executive Officer or Chairman of Interim Services from 1967 to 1997. He also was a member of the Board of Directors of H&R Block, Inc. from 1979 until 1993. In 1994, Mr. Sorensen became a minority owner and director of privately owned Let's Talk Cellular & Wireless, Inc. The company completed an initial public offering in November 1997 and was purchased by Nextel Retail Stores, Inc. in 2001. In October 1999, Mr. Sorensen was elected to the Board of Directors of Corporate Staffing Resources, Inc. representing investors Wm. E. Simon & Sons, LLC and Mellon Ventures, L.P. The following year Mr. Sorensen was elected Chairperson and the company was sold in 2001. Mr. Sorensen was elected to the Board of Directors of Cape Success LLC, representing investor Deutsche Bank, in January 2003 and served until late 2007.

when the company was sold. Mr. Sorensen is also a five-term Chairman of the Home Health Services and Staffing Association and a past president and 14-year board member of the National Association of Temporary Staffing Services (now known as the American Staffing Association) and recipient of their 1992 Industry Leadership Award.

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Mr. Sorensen is a demonstrated leader with a particular appreciation of staffing and personnel-related issues. Based on his years of experience as Chief Executive Officer of both Interim Health Care and Interim Services, during which time those companies accomplished the successful acquisition, integration and divestiture of a number of businesses, Mr. Sorensen is well-positioned to serve as Chairman of our Integration Committee and a member of our Compensation Committee. He also has served as both an inside and independent director of a public company, which allows him to offer valuable perspective on our Board.

John M. Trani was named a director in December 2008 upon the close of the merger between Republic and Allied. Prior to the merger, Mr. Trani served as a director of Allied from February 2007 until December 2008. Mr. Trani was Chairman of Accretive Commerce (formerly New Roads) from February 2004 until it was acquired in September 2007. Prior to that, Mr. Trani was Chairman and Chief Executive Officer of the Stanley Works from 1997 until his retirement in 2003. Prior to joining Stanley, Mr. Trani served in various positions of increasing responsibility with General Electric Company (GE) from 1978 to 1996. Mr. Trani was a Senior Vice President of GE and President and Chief Executive Officer of its Medical Systems Group from 1986 to 1996. Mr. Trani also currently serves as a director of Arise Inc. and is a Special Advisor to Young America Corporation.

Mr. Trani's extensive business experience in senior operational roles at both Stanley Works and GE make him a significant contributor to our Board. As Chairman and Chief Executive Officer of Stanley Works, Mr. Trani gained a keen awareness of the financial, compensation, accounting and other issues that face a large public company. His service as both an inside and independent director further position him well to serve on our Board and our Audit and Nominating and Corporate Governance Committees.

Michael W. Wickham was named a director in October 2004. From 1996 to 2003, Mr. Wickham served as President and Chief Executive Officer of Roadway Corporation. He also served as Chairman of Roadway from 1998, and as a director from 1989, until his planned retirement in December 2003. He served as President of Roadway from July 1990 through March 1998. Mr. Wickham also serves as a director of C.H. Robinson Worldwide, Inc., a transportation, logistics and sourcing company, and of several private companies.

Mr. Wickham brings to our Board his vast experience in the freight services industry, which is of particular relevance to a company such as ours. He is a proven leader, having served as the Chief Executive Officer of a large public company. He currently serves as the Chairman of the Compensation Committee of C.H. Robinson Worldwide. We believe these experiences have given him significant governance- and compensation-related expertise and position him well to serve as a director, as the Chairman of our Compensation Committee and as a member of our Integration Committee.

See the section under the heading "Executive Officers" for biographical information on our non-director executive officers.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE MATTERS

Presiding Director

The Board has created the position of Presiding Director to serve as the lead non-employee director of the Board. The Presiding Director position is at all times held by an independent director, as that term is defined from time to time by the listing standards of the NYSE and as determined by the Board in accordance with its Corporate Governance Guidelines.

The Presiding Director has, in addition to the powers and authorities of any member of our Board, the power and authority to (a) preside at all meetings of non-employee directors when they meet in executive session without the

participation of management, (b) set agendas, priorities and procedures for meetings of non-employee directors when they meet in executive session without the participation of management, (c) coordinate with non-employee directors the review, revision, addition or deletion of proposed agenda items for any meeting of the Board, (d) request access to any of our employees at any time, and (e) retain independent outside financial, legal or other advisors on behalf of any committee or subcommittee of the Board.

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The Nominating and Corporate Governance Committee recommends a member of the Board of Directors to serve as Presiding Director. Our current Presiding Director is Mr. Nutter, who was approved by the Board of Directors effective as of October 2, 2006 and was reaffirmed in 2009 to continue to serve until April 30, 2011.

Board of Directors and Board Committees

The Board develops our business strategy, establishes our overall policies and standards, and reviews the performance of management in executing our business strategy and implementing our policies and standards. We keep directors informed of our operations at meetings and through reports and analyses presented to the Board and Board committees. Significant communications between the directors and management also occur apart from meetings of the Board and Board committees.

The Board has established four standing committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Integration Committee. Committee member appointments are evaluated annually.

The Board held ten meetings and took one action by unanimous written consent during 2009. Each incumbent director, other than Mr. Larson, attended at least 75% of the total number of meetings of the Board and the total number of meetings of all committees of the board on which he served held during his term of service. The Board held one regular meeting and one special meeting after Mr. Larson was elected to the Board in October 2009. Mr. Larson attended the regular meeting but was unable to attend the special meeting. No committee meetings were held in 2009 after Mr. Larson's election to the Board. The non-employee directors meet regularly in executive sessions.

Our directors and executive officers will continue to attend seminars and continuing education programs relating to corporate governance, audit and compensation matters.

Information regarding each of the current standing committees is as follows:

Audit Committee

The Audit Committee currently consists of Messrs. Rodriguez (Chairperson), Croghan, Crownover, Lehmann and Trani. Prior to October 29, 2009, the Audit Committee consisted of Messrs. Rodriguez (Chairperson), Croghan, Flynn, Lehmann and Wickham. The five members of the Audit Committee meet the independence, education and experience requirements of the listing standards of the NYSE and the rules and regulations of the SEC. Our Board has also determined that Messrs. Rodriguez and Croghan each qualify as an audit committee financial expert within the meaning of Item 407 of Regulation S-K under the Securities Act of 1933.

The Audit Committee assists the Board in monitoring (a) the integrity of our financial statements, (b) our compliance with legal and regulatory requirements, and (c) the independence and performance of our internal and external auditors. Furthermore, the Audit Committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, terminate and replace the independent public accountants. The Audit Committee operates under a written charter adopted by the Board in accordance with NYSE rules and all other applicable laws. The Audit Committee reviews its charter at least annually. The Audit Committee held five meetings, took two actions by unanimous written consent and met regularly in executive sessions during 2009. The Audit Committee Report is on page 19.

Compensation Committee

The Compensation Committee currently consists of Messrs. Wickham (Chairperson), Flynn, Foley, Larson, and Sorensen. Prior to October 29, 2009, the Compensation Committee consisted of Messrs. Wickham (Chairperson),

Foley, Lehmann, Rodriguez and Sorensen. The five members of the Compensation Committee are independent as that term is defined under the listing standards of the NYSE.

The Compensation Committee establishes and regularly reviews our compensation philosophy and programs, exercises authority with respect to the determination and payment of salaries and incentive compensation to executive officers, and administers our stock incentive plan. For further information on the Compensation Committee's processes and procedures for consideration and determination of executive compensation, see the

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Compensation Discussion and Analysis section of this proxy statement. The Compensation Committee operates under a written charter adopted by our Board in accordance with NYSE rules and all other applicable laws. The Compensation Committee may form and delegate authority to sub-committees when appropriate, provided that any such sub-committee must be composed entirely of independent directors and have a published committee charter. The Compensation Committee reviews its charter at least annually. The Compensation Committee held thirteen meetings, took three actions by unanimous written consent and met regularly in executive sessions during 2009.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee currently consists of Messrs. Croghan (Chairperson), Flynn, Larson, Lehmann and Trani. Prior to October 29, 2009, the Nominating and Corporate Governance Committee consisted of Messrs. Croghan (Chairperson), Crownover, Nutter, Sorensen and Trani. The five members of the Nominating and Corporate Governance Committee are independent as that term is defined under the listing standards of the NYSE.

The Nominating and Corporate Governance Committee identifies director candidates that it recommends to our Board for selection as the director nominees for the next Annual Meeting or to fill vacancies. The Nominating and Corporate Governance Committee also is responsible for developing and recommending our corporate governance principles and reviewing and providing oversight of the effectiveness of our governance practices. This committee also oversees the annual evaluation of the Board and its committees, discharges the Board's responsibilities related to the compensation of non-employee directors and monitors the succession management program. The Nominating and Corporate Governance Committee operates under a written charter adopted by the Board in accordance with the NYSE rules and all other applicable laws. The Nominating and Corporate Governance Committee reviews its charter at least annually. The Nominating and Corporate Governance Committee will consider nominations for the Board from stockholders that are entitled to vote for the election of directors, as described under the Stockholder Director Recommendation Policy below. The Nominating and Corporate Governance Committee held five meetings, took no actions by unanimous written consent and met regularly in executive session during 2009.

Integration Committee

The Integration Committee currently consists of Messrs. Sorensen (Chairperson), Crownover, Foley, Rodriguez and Wickham. The Integration Committee is responsible for assisting our Board in overseeing the implementation, and assessing the effectiveness, of a comprehensive integration program designed to combine the business, operations and organizational cultures of Republic and Allied as a result of the merger in December 2008. The Integration Committee meets regularly with the management integration team. The Integration Committee operates under a formal charter that was approved by the Board. The Integration Committee held 15 meetings during 2009.

Director Nomination Procedures

The Nominating and Corporate Governance Committee is generally responsible for soliciting recommendations for candidates for the Board, developing and reviewing background information for such candidates, and making recommendations to the Board with respect to candidates for directors proposed by stockholders. In evaluating candidates for potential director nomination, the Nominating and Corporate Governance Committee will consider, among other things, candidates who are independent, if required, who possess personal and professional integrity, who have good business judgment, who have relevant business and industry experience, education and skills, and who would be effective as directors in collectively serving the long-term interests of our stockholders in light of the needs and challenges facing the Board at the time.

Although we have no policy regarding diversity relating to Board candidacy, our Corporate Governance Guidelines include a statement that directors should be selected in the context of assessing the needs of the Board at the time and with the objective of ensuring diversity in the background, experience and viewpoints of Board members. The Board and Nominating and Corporate Governance Committee value diversity as a factor in selecting Board

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members and believe that the diversity of opinions, perspectives, personal and professional experiences and backgrounds reflected on our Board provides us significant benefits.

When assessing the independence of a current director or prospective director candidate, the Nominating and Corporate Governance Committee considers the per se disqualifications to director independence in accordance with the NYSE rules. In addition, the Board, based upon the recommendation of the Nominating and Corporate Governance Committee, has adopted categorical standards, which state that certain relationships would not be considered to be material relationships that would bar a director's independence. These categorical standards are detailed under Director Independence. All candidates will be reviewed in the same manner, regardless of the source of recommendation. Mr. O'Connor is nominated for election to our Board at each Annual Meeting of stockholders pursuant to the terms of his employment agreement with us. See Employment Agreements and Post-Employment Compensation.

Stockholder Director Recommendation Policy

The Nominating and Corporate Governance Committee will consider director candidates recommended by our stockholders. In accordance with our bylaws, a stockholder wanting to propose a nominee to serve as a director before a meeting of stockholders must give timely written notice. Such notice requirement will be deemed satisfied if in compliance with our bylaws, and must include (A) as to each person whom such stockholder proposes to nominate for election or re-election as a director, (i) all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors under the Exchange Act, including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected, (ii) a description of all direct and indirect compensation and other material monetary arrangements during the past three years and any other material relationships between such stockholder, beneficial owner and their respective affiliates and associates, on the one hand, and each proposed nominee and his respective affiliates and associates, on the other hand, and (iii) a completed and signed questionnaire, representation and agreement required by Section 2.13 of our bylaws; and (B) as to such stockholder giving notice and the beneficial owner, if any, on whose behalf the nomination is made, (i) the name and address, as they appear on our books, of such stockholder and beneficial owner, (ii) (a) the class and number of shares of our stock which are owned beneficially and of record by such stockholder and beneficial owner, (b) any instrument derived in whole or part from the value of any class or series of shares of our stock beneficially owned by such stockholder, (c) any proxy, understanding or relationship pursuant to which such stockholder has a right to vote any shares of any of our securities, (d) any short interest in any of our securities, (e) any rights to dividends on our shares beneficially owned by such stockholder that are separated or separable from the underlying shares, (f) any proportionate interest in our shares or derivative instruments held directly or indirectly by a general or limited partnership in which such stockholder is a general partner or beneficially owns an interest in a general partner, and (g) any performance-related fees (other than an asset-based fee) that such stockholder is entitled to based on any increase or decrease in the value of our shares or derivative instruments, including interests held by members of the stockholder's immediate family, and (iii) any other information relating to such stockholder and beneficial owner, if any, that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for the election of directors under the Exchange Act.

The Nominating and Corporate Governance Committee will determine the eligibility of a proposed nominee to serve as a director, and may reasonably require additional information to determine such eligibility. Director candidates proposed by stockholders are evaluated on the same basis as all other director candidates as discussed above. The Nominating and Corporate Governance Committee may, in its discretion, interview any director candidate proposed by a stockholder.

Stockholders wishing to recommend director candidates for consideration by the Nominating and Corporate Governance Committee may do so by giving the required information as described above in writing to: Attention:

Office of the Corporate Secretary, Republic Services, Inc., 18500 North Allied Way, Phoenix, Arizona 85054. To consider a candidate for nomination at the 2011 Annual Meeting, we must receive the stockholder's written notice not later than 90 days and not earlier than 120 days prior to the anniversary date of this year's Annual Meeting. Refer to our bylaws for additional information and notice requirements.

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Director Independence

Our common stock is listed on the NYSE, which requires that a majority of our Board must be independent directors according to independence standards established by the NYSE. Following is a list of our independent directors as of the date of this proxy statement:

John W. Croghan	David I. Foley	W. Lee Nutter	John M. Trani
James W. Crownover	Michael Larson	Ramon A. Rodriguez	Michael W. Wickham
William J. Flynn	Nolan Lehmann	Allan C. Sorensen	

When assessing the independence of a current director or nominee for director, the Nominating and Corporate Governance Committee considers the per se disqualifications from director independence in accordance with the NYSE rules. In addition, based upon the recommendation of the Nominating and Corporate Governance Committee, our Board adopted categorical standards, which provide that the following are not material relationships that would bar a director's independence:

If any of our directors is an executive officer of another company that is indebted to us, or to which we are indebted, and the total amount of either company's indebtedness to the other is less than 1% of our consolidated assets and of the company for which the director serves as an executive officer.

If any of our directors or a member of the director's immediate family serves as an officer, director or trustee of a charitable organization, and our discretionary charitable contributions to the organization are less than 2% of that organization's total annual charitable receipts.

A passive investment by any of our directors, or member of the director's immediate family, in a stockholder that owns less than 45% of our outstanding common stock, as long as the passive investment does not exceed 5% of the director's net worth.

Affiliation or employment by any of our directors, or a member of the director's immediate family, with an entity that beneficially owns up to 45% of our outstanding common stock.

The Board undertook a review of director independence and considered relationships between each of the directors and their immediate family members and Republic and its subsidiaries, both in the aggregate and individually. The Board determined that all eleven non-employees currently serving as directors meet the standards for independence set by the NYSE and the categorical standards adopted by our Board, and have no material relationships with us that impaired their independence from us. These individuals therefore are independent directors under the NYSE listing standards. In making its determination, the Board considered, in the case of Mr. Foley, the matters described under Certain Relationships and Related Transactions and, in the case of Mr. Larson, his status as business manager of Cascade Investment, L.L.C., our largest stockholder.

Corporate Governance

We operate within a comprehensive plan of corporate governance for the purpose of defining responsibilities, setting high standards of professional and personal conduct, and assuring compliance with such responsibilities and standards. We continuously monitor developments and best practices in the area of corporate governance and modify our plan as warranted.

Corporate Governance Guidelines. We have adopted a set of Corporate Governance Guidelines, including specifications for director qualification and responsibility.

Personal Loans to Executive Officers and Directors. We comply with legislation prohibiting extensions of credit in the form of personal loans to or for our directors or executive officers.

Code of Business Conduct and Ethics (Code of Ethics). We have adopted a Code of Ethics that complies with all applicable laws and outlines the general standards of business conduct that all of our employees, officers, and directors are required to follow. If we make any substantive amendments to the Code of Ethics or grant any waiver from a provision of the Code of Ethics that applies to our Chief Executive Officer, Chief Financial Officer, Controller, or Chief Accounting Officer, we will disclose the nature of such amendment or waiver on our website or in a report on Form 8-K.

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The current charters for the Audit, Compensation, and Nominating and Corporate Governance committees, our Corporate Governance Guidelines, and our Code of Ethics can be obtained, free of charge, by written request to: Attention: Office of the Corporate Secretary, Republic Services, Inc., 18500 North Allied Way, Phoenix, Arizona 85054. These documents are also available on our website at www.republicservices.com.

Board Leadership Structure and Role in Risk Oversight

Board Leadership Structure. Mr. O Connor, our Chairman and Chief Executive Officer, leads our Board. Mr. O Connor is charged with overseeing and implementing our business plans and policies, all under the Board's supervision. He presides at all stockholder and Board meetings at which he is present.

We also have a Presiding Director, Mr. Nutter, who was appointed to that position on October 2, 2006 and was reaffirmed in 2009 to continue through April 2011. In addition to his powers and authorities as a Board member, Mr. Nutter has the power and authority to:

preside at, and set agendas, priorities and procedures for, all meetings of non-employee directors when they meet in executive session without the participation of management;

coordinate with non-employee directors the review, revision, addition or deletion of proposed agenda items for any Board meeting;

request access to any employee at any time; and

retain independent outside financial, legal or other advisors on behalf of any committee or subcommittee of the Board.

Our Board has four standing committees—Audit, Compensation, Integration, and Nominating and Corporate Governance—the responsibilities and authority of which are described above. Each of these committees consists solely of independent directors and has its own Chairman who is responsible for directing the committee's work in fulfilling its responsibilities.

Our Board believes this leadership structure is in the best interests of Republic and its stockholders. Our Chairman and Chief Executive Officer provides the strong, clear and unified leadership that is critical in our relationships with our stockholders, employees, customers, suppliers and other stakeholders. He also serves as a valuable bridge between the Board and our management. We have effective and active oversight by experienced independent directors, who have selected an independent Presiding Director and independent committee chairs. Our system provides appropriate checks and balances to protect stockholder value and allows for efficient management.

Risk Oversight. We face a variety of risks, including credit and liquidity risk, operational risk, environmental risk, litigation risk, compliance risk, compensation risk and integration risk. In accordance with NYSE requirements, our Audit Committee charter requires the Audit Committee to, among other things:

meet periodically with management and our independent auditors to review our major financial risk exposures and the steps management has taken to monitor and control them;

discuss guidelines and policies with respect to risk assessment and risk management;

advise the full Board with respect to our policies and procedures regarding compliance with applicable laws and regulations and with our Code of Conduct;

review with our General Counsel legal matters that may have a material impact on our financial statements, our compliance policies, and any material reports or inquiries received from regulators or governmental agencies; and

at least annually, and otherwise as necessary, provide new and existing Audit Committee members an overview of our key financial risks and our legal and regulatory requirements.

Our Audit Committee meets at least quarterly and takes various steps to assist it in fulfilling its risk oversight function. For example, the agenda for our Audit Committee meetings typically includes a report by each of our General Counsel and our Vice President of Internal Audit. Before each meeting, our General Counsel provides

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the Audit Committee a comprehensive report describing our most significant pending litigation, environmental, regulatory and compliance matters, and information regarding our AWARE Line activity. The AWARE Line is an integral part of our compliance program and provides a way for our employees to provide information to us confidentially regarding concerns they may have with respect to compliance with policies, ethical requirements and legal requirements. Likewise, before each meeting, our Vice President of Internal Audit provides to the Audit Committee a comprehensive report on internal audit matters, including Sarbanes-Oxley Act testing results and environmental, health and safety findings. At the meeting, the General Counsel and the Vice President of Internal Audit supplement their advance written reports with oral presentations and respond to questions from the directors. Further, the Chairman of the Audit Committee has reviewed, discussed with our Vice President of Internal Audit and concurred in a program for field audits whereby each field audit includes a finance review, an operations review and a compliance review. In addition, our Treasurer and Risk Manager periodically brief the Audit Committee or the Board on our insurance coverage programs and related risks.

Our Board and other Board committees also are actively involved in risk oversight. For example:

the Audit Committee provides regular reports to the Board on risk issues and our independent auditors report to the Board annually on business and financial risk considerations;

the agendas for our Board meetings include regular reports from our Executive Vice President and Chief Financial Officer, and Treasurer regarding the financial, credit and liquidity risks we face, including hedging issues;

our Chief Operating Officer and other members of management regularly discuss with the Board various operational risks, including pricing risk, customer defection risk, commodity price risk, safety risk, and capital expenditure and fleet risk;

the Compensation Committee addresses risks that may be implicated by our executive compensation programs;

the Integration Committee addresses risks arising from our merger with Allied and the integration of the two companies, and our Board agendas include a regular report from the Senior Vice President, Integration and Process Improvement regarding the status of the integration; and

the Board and individual Board members engage in periodic discussions with management regarding risk as they deem appropriate.

While the Board and its committees provide risk oversight, company management is responsible for the day-to-day risk management processes. We believe our Board's role is to satisfy itself that:

the risk management processes designed and implemented by management are adapted to the Board's corporate strategy;

those processes are functioning effectively;

management communicates material risks to the Board or the Audit Committee; and

necessary actions are being taken to foster a culture of compliance and risk-adjusted decision making throughout Republic.

We further believe that the Board and committee leadership structure we have implemented and the division of responsibilities described above is the most effective approach to address the risks we face.

Communications with the Board of Directors

Any stockholder or other interested party who wishes to communicate with the Board, a committee of the Board, the Presiding Director, or the non-management directors (as a group or individually), may send correspondence to: Attention: Office of the Corporate Secretary, Republic Services, Inc., 18500 North Allied Way, Phoenix, Arizona 85054. The Corporate Secretary will compile and submit on a periodic basis such correspondence to the entire Board, or, if and as designated in the communication, to the appropriate committee of the Board, the

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Presiding Director, or the non-management directors (as a group or the appropriate individual member). The independent members of the Board have approved this process.

Attendance at Annual Meetings Policy

We do not have a formal policy requiring our directors to attend the Annual Meeting. Two of our directors attended our 2009 Annual Meeting.

Derivative Claim Against Our Directors

In late 2009, a Republic stockholder brought a lawsuit in Federal court in Delaware challenging our disclosures in our 2009 proxy statement with respect to the Executive Incentive Plan (EIP) that was approved by our stockholders at the 2009 annual meeting. The lawsuit is styled as a combined proxy disclosure claim and derivative action. We are a defendant only with respect to the proxy disclosure claim, which seeks only to require us to make additional disclosures regarding the EIP and to hold a new stockholder vote prior to making any payments under the EIP. The derivative claim is purportedly brought on behalf of our company against all of our directors and the individuals who were executive officers at the time of the 2009 annual meeting and alleges, among other things, breach of fiduciary duty. That claim also seeks injunctive relief and seeks to recoup on behalf of our company an unspecified amount of the incentive compensation that may be paid to our executives under the EIP, as well as the amount of any tax deductions that may be lost if the EIP does not comply with Section 162(m) of the Internal Revenue Code. We believe the lawsuit is without merit and is not material and intend to vigorously defend against the plaintiff's allegations.

Table of Contents**DIRECTOR COMPENSATION**

When establishing and reviewing the compensation paid to our directors, we consider the level of work and involvement the directors have with our business. We also consider compensation packages available to directors in the marketplace, with particular emphasis placed on the compensation packages available to directors at our peer group companies.

We compensate our directors as follows: (i) we pay each non-employee director an annual retainer of \$80,000, (ii) we pay each committee chairman and the Presiding Director an annual fee of \$20,000, (iii) we pay each non-employee director \$1,500 for each board or committee meeting attended, except with respect to the Integration Committee for which we pay each member \$1,500 per calendar quarter as meeting fees, and (iv) we annually grant each non-employee director 7,500 restricted stock units (in place of deferred stock units) that are vested but not settled until the director's termination of service as a member of our Board. In addition, effective January 1, 2009, non-employee directors were granted a one-time grant of 22,500 restricted stock units that will vest in three equal annual installments commencing one year after the date of award but are not settled until the director's termination of service as a member of our Board. For any non-employee director first elected after July 29, 2009 the Board, as recommended by the Nominating and Corporate Governance Committee, approved a one-time award of restricted stock units having a face value of \$250,000 (divided by the closing price per share of Republic's stock as of the date of grant to determine the number of restricted stock units) that will vest in three equal annual installments commencing one year from the date of the award plus a pro-rated grant of fully vested restricted stock units in the amount of 7,500 units pro-rated to the remaining days during the year. These restricted stock units are not settled until the director's termination of service as a member of our Board. Restricted stock units are settled through the issuance of shares of our common stock. At the end of any quarter in which dividends are distributed to stockholders, the non-employee directors receive additional restricted stock units with a value (based on the closing price of Republic stock on the dividend payment date) equal to the value of dividends they would have received on the shares of stock underlying all restricted stock units held by them on the dividend record date.

All compensation paid by us during 2009 to our non-employee directors is detailed below. Mr. O'Connor's compensation is reflected in the other schedules contained in this proxy statement, and he received no additional compensation from us for his duties as a director.

Director Compensation in 2009

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)	Total (\$)
John W. Croghan	131,500	743,700	875,200
James W. Crownover	110,000	743,700	853,700
William J. Flynn	99,500	743,700	843,200
David I. Foley(4)	117,500	743,700	861,200
Michael Larson	17,194	284,563	301,757
Nolan Lehmann	119,000	743,700	862,700
W. Lee Nutter	122,500	743,700	866,200
Ramon A. Rodriguez	148,000	743,700	891,700
Allan C. Sorensen	148,000	743,700	891,700

John M. Trani	101,000	743,700	844,700
Michael W. Wickham	143,500	743,700	887,200

- (1) Fees Earned or Paid in Cash includes an annual cash retainer, committee chairmanship and Presiding Director retainers and meeting fees for the board and its committees earned during 2009.
- (2) The amounts shown in this column represent the grant date fair value of restricted stock units granted in 2009 calculated in accordance with FASB ASC Topic 718. This does not include the value of additional restricted stock units received in lieu of dividends. Each Director, except Mr. Larson, received two grants on January 1, 2009 with a grant date fair value of \$24.79 per share, which was the closing price of our stock on December 31, 2008. The first grant was an annual grant of 7,500 restricted stock units to each director which was fully vested upon the grant but will not be settled until his termination of service as a member of our Board. The second grant was a one time grant of 22,500

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restricted stock units to each director which vests over three years but also will not be settled until his termination of service as a member of our Board. Mr. Larson joined the Board on October 28, 2009 and received two grants of restricted stock units on that date with a grant date fair value of \$26.29 per share, which was the closing price of our stock on the grant date. His prorated annual grant was for 1,315 restricted stock units which was fully vested but will not be settled until his termination of service as a member of our Board. His second grant was a one time grant of 9,509 restricted stock units which vest over three years but also will not be settled until his termination of service as a member of our Board. All of our non-employee directors, except for Mr. Larson, had 23,215 unvested restricted stock units (including dividends in the form of additional restricted stock units) and 7,738 vested, but unsettled, restricted stock units (including dividends in the form of additional restricted stock units) as of December 31, 2009. Mr. Larson had 9,509 unvested restricted stock units and 1,315 vested, but unsettled, restricted stock units as of December 31, 2009 due to his joining the Board during 2009.

- (3) See Note 11 to our Consolidated Financial Statement included in our Form 10-K for the year ended December 31, 2009, for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718. The following table sets forth the aggregate number of vested stock options held by each of our non-employee directors as of December 31, 2009. There were no unvested stock options held by our non-employee directors as of December 31, 2009.

Name	Number of Securities Underlying Unexercised Options Exercisable (#)	Option Exercise Price (\$)	Option Expiration Date
John W. Croghan	15,000	9.70	1/30/2011
	15,000	11.60	1/31/2012
	15,000	12.82	2/5/2013
James W. Crownover	11,250	22.64	12/12/2012
	4,500	19.62	5/21/2013
	4,500	28.00	5/21/2014
William J. Flynn			
David I. Foley(a)			
Michael Larson			
Nolan Lehmann	4,500	13.33	5/3/2010
	4,500	37.80	5/23/2011
	4,500	24.62	5/29/2012

	4,500	19.62	5/21/2013
	4,500	28.00	5/21/2014
W. Lee Nutter			
Ramon A. Rodriguez(b)	15,000	9.70	1/30/2011
	15,000	11.60	1/31/2012
	15,000	12.82	2/5/2013
Allan C. Sorensen	15,000	9.70	1/30/2011
	15,000	11.60	1/31/2012
	15,000	12.82	2/5/2013
John M. Trani			
Michael W. Wickham			

- (a) Outstanding options to purchase 36,000 shares were held by Blackstone and its related entities as of December 31, 2009. Mr. Foley is a principal of Blackstone. Only compensation paid on Mr. Foley's behalf to Blackstone is shown in these tables, however all equity awards remaining outstanding for Blackstone are included in the Beneficial Ownership tables.
- (b) All outstanding options granted to Mr. Rodriguez are held by Crombet LLLP, a limited liability limited partnership of which the general partner is an entity controlled by Mr. Rodriguez and his spouse.
- (4) Cash fees and equity awards payable to Mr. Foley were paid directly to Blackstone Management Partners III L.L.C.

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AUDIT COMMITTEE REPORT

The following statement made by the Audit Committee shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 and shall not otherwise be deemed filed under either of these acts.

Management is responsible for our internal controls, financial reporting processes, and compliance with laws and regulations and ethical business standards. The independent auditors are responsible for performing an independent audit of our consolidated financial statements in accordance with generally accepted auditing standards and issuing a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes on behalf of the Board.

In this context, the Audit Committee has reviewed and discussed the audited financial statements with management and the independent auditors. The Audit Committee has discussed with the independent auditors the matters required to be discussed by Codification of Statements on Auditing Standards, AU § 380 regarding communication with the audit committee.

In addition, the Audit Committee has received from the independent auditors the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent auditors' communications with the audit committee concerning independence, and has discussed with the independent auditors the independent auditors' independence. The Audit Committee has considered whether the independent auditors' provision of audit-related and other non-audit services to us is compatible with maintaining the auditors' independence.

Finally, the Audit Committee has evaluated the independent auditors' role in performing an independent audit of our financial statements in accordance with generally accepted auditing standards and applicable professional and firm auditing standards, including quality control standards. The Audit Committee has received assurances from the independent auditors that the audit was subject to its quality control system for its accounting and auditing practice in the United States. The independent auditors have further assured the Audit Committee that its engagement was conducted in compliance with professional standards and that there was appropriate continuity of personnel working on the audit and availability of national office consultation to conduct the relevant portions of the audit.

In reliance on the reviews, discussions and evaluations referred to above, the Audit Committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 for filing with the SEC. By recommending to the Board that the audited financial statements be so included, the Audit Committee is not opining on the accuracy, completeness or presentation of the information contained in the audited financial statements.

Submitted by the Audit Committee:

Ramon A. Rodriguez, Chairperson
John W. Croghan
James W. Crownover
Nolan Lehmann
John M. Trani

Table of Contents**AUDIT AND RELATED FEES****Independent Auditor Fee Information**

The following table presents the aggregate fees billed to us by Ernst & Young LLP for the audit of our annual financial statements for the fiscal years ended December 31, 2009 and 2008 and other services provided during those periods:

	2009	2008
Audit Fees	\$ 3,039,249	\$ 4,133,154
Audit-Related Fees	46,000	2,025,156
Tax Fees	272,000	
All Other Fees		
	\$ 3,357,249	\$ 6,158,310

Audit fees include fees associated with the annual audit and Form 10-K, the review of our reports on Form 10-Q and comfort letters. Audit fees also include amounts related to Ernst & Young LLP's report on our internal controls in accordance with the Sarbanes-Oxley Act of 2002. In 2008, audit-related fees consisted primarily of due diligence work performed as part of the merger with Allied. In 2009, audit-related fees consisted primarily of fees associated with the audits of our employee benefit plans. In 2009, tax fees consisted of fees billed for professional services rendered for tax compliance.

Pre-Approval Policies and Procedures

Our Audit Committee pre-approves all fees to be paid to our independent public accountants in accordance with the Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated in accordance therewith.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Based solely upon a review of (1) Forms 3 and 4 and amendments to each form furnished to us pursuant to Rule 16a-3(e) under the Securities Exchange Act of 1934, during our fiscal year ended December 31, 2009, (2) any Forms 5 and amendments to the forms furnished to us with respect to our fiscal year ended December 31, 2009, and (3) any written representations referred to us in subparagraph (b)(1) of Item 405 of Regulation S-K under the Securities Exchange Act of 1934, no person who at any time during the fiscal year ended December 31, 2009 was a director, Section 16(a) officer or, to our knowledge, a beneficial owner of more than 10% of our common stock failed to file on a timely basis reports required by Section 16(a) of the Securities Exchange Act of 1934 during the fiscal year ended December 31, 2009 or prior fiscal years, except that: (1) Mr. Holmes filed a late Form 4 on January 12, 2009 reporting (a) a disposition of Republic shares when a stock fund in his deferred compensation account was paid out in cash in connection with the Allied merger and (b) an acquisition of shares of Republic common stock acquired in exchange for shares of Allied common stock in connection with the merger; (2) Mr. Holmes filed a late Form 4 on May 29, 2009 reporting a grant of Republic restricted shares in accordance with the provisions of his employment agreement; (3) Mr. O Connor filed a late Form 4 on January 9, 2009 reporting a disposition of Republic shares when a stock fund in his deferred compensation account was paid out in cash in connection with the Allied merger, and a late

Form 4 on May 29, 2009 reporting a grant of Republic restricted shares in accordance with the provisions of this employment agreement; (4) Charles F. Serianni filed a late Form 4 on April 7, 2009 reporting a grant of Republic restricted shares; (5) Mr. Nutter filed a late Form 4 on October 1, 2009 reporting an acquisition of shares of Republic common stock through an investment account which was not directed by Mr. Nutter; and (6) each of Mr. O Connor, Mr. Slager and Mr. Holmes filed a late Form 4/A on December 29, 2009, reporting the withholding of shares to satisfy taxes in connection with the vesting of restricted stock.

Table of Contents**SECURITY OWNERSHIP OF FIVE PERCENT STOCKHOLDERS**

The following table shows certain information as of March 16, 2010 with respect to the beneficial ownership of common stock by each of our stockholders who is known by us to be a beneficial owner of more than 5% of our outstanding common stock.

Name of Beneficial Owner	Shares Beneficially Owned	
	Number	Percent(1)
Cascade Investment, L.L.C., William H. Gates III 2365 Carillon Point, Kirkland, WA 98033	56,754,169(2)	14.9%
Steven A. Schwarzman c/o Blackstone Management Associates III L.L.C. 345 Park Avenue New York, NY 10154	21,575,774(3)	5.7%

- (1) Calculated in accordance with Rule 13d-3 under the Exchange Act, based on 381,545,652 shares issued and outstanding at the close of business on March 16, 2010.
- (2) Based on Amendment No. 10 to Schedule 13D filed with the Securities and Exchange Commission by Cascade Investment, L.L.C. (Cascade) on October 30, 2009. Of the shares reported above, Cascade holds 55,404,169 shares (14.5%), which may be deemed beneficially owned by William H. Gates III as the sole member of Cascade. Of the shares reported above, the Bill & Melinda Gates Foundation Trust (the Trust) holds 1,350,000 shares (0.4%), which may be deemed to be beneficially owned by Mr. Gates and Melinda French Gates as Co-Trustees of the Trust. Michael Larson, the business manager of Cascade, disclaims any beneficial ownership of the common stock beneficially owned by Cascade or Mr. Gates. Mr. Gates address is One Microsoft Way, Redmond, WA 98052.
- (3) Based on Schedules 13D and 13D/A filed with the SEC on December 15, 2008 and February 17, 2009, respectively, by Blackstone Capital Partners II Merchant Banking Fund L.P. (BCP II), Blackstone Offshore Capital Partners II L.P. (BOCP II), Blackstone Family Investment Partnership II L.P. (BFIP II), Blackstone Management Associates II L.L.C. (BMA II), Blackstone Capital Partners III Merchant Banking Fund L.P. (BCP III), Blackstone Offshore Capital Partners III L.P. (BOCP III), Blackstone Family Investment Partnership III L.P. (BFIP III), Blackstone Management Associates III L.L.C. (BMA III), Blackstone Management Partners III, L.L.C. (BMP III), Blackstone Group, L.P. (BX) and Blackstone Group Management, LLC (BGM) (collectively, the Blackstone Entities) and Mr. Stephen A. Schwarzman. BMA II is the sole general partner of BCP II and BFIP II and the sole investment general partner of BOCP II. Blackstone Services (Cayman) LDC is the administrative general partner of BOCP II. Pursuant to the partnership agreement of BOCP II, BMA II has the sole power to vote securities held by BOCP II and the sole power to dispose of securities held by BOCP II. BMA III is the sole general partner of BCP III and BFIP III and the sole investment general partner of BOCP III. Blackstone Services (Cayman) LDC is the administrative general partner of BOCP III. Pursuant to the partnership agreement of BOCP III, BMA III has the sole power to vote securities held by BOCP III and the sole power to dispose of securities held by BOCP II. BMP III is the investment advisor to certain of the Blackstone Entities. The principal business and office address of BCP II, BFIP II, BMA II, BCP III, BFIP III and BMA III is

345 Park Avenue, New York, New York 10154. The principal business and office address of BOCP II and BOCP III is Walkers SPV Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9002, Cayman Islands. According to the Blackstone Entities Schedules 13D and 13D/A, no one Blackstone Entity alone owns 5% or more of our outstanding common stock. However, Mr. Schwarzman, as the founding member of BMA II and BMA III, may be deemed the beneficial owner of 21,575,774 shares of our common stock held by the Blackstone Entities as follows: (i) BCP II holds 2,975,195 shares; (ii) BOCP II holds 883,074 shares; (iii) BFIP II holds 296,072 shares; (iv) BCP III holds 13,800,706 shares; (v) BOCP III holds 2,558,819 shares; (vi) BFIP III holds 1,044,225 shares; and (vii) BMP III holds 17,683 shares. The 21,575,774 shares of our common stock held by the Blackstone Entities were acquired in exchange for 47,946,163 shares of Allied common stock in connection with our merger with Allied. On December 2, 2008, we entered into a Letter Agreement with the Blackstone Entities granting certain registration rights with respect to the shares of Republic received by the Blackstone Entities in the merger.

Table of Contents**SECURITY OWNERSHIP OF THE BOARD OF DIRECTORS AND MANAGEMENT**

The following table shows certain information as of March 16, 2010 with respect to the beneficial ownership of common stock by (1) our current directors, (2) each of the executive officers listed in the Summary Compensation Table and (3) all of our current directors and executive officers as a group. We have adjusted share amounts and percentages shown for each individual in the table to give effect to shares of common stock that are not outstanding but which the individual may acquire upon exercise of all options exercisable within 60 days of March 16, 2010. However, we do not deem these shares of common stock to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by any other individual listed on the table.

Name of Beneficial Owner	Shares Beneficially Owned*	
	Number**	Percent***
James E. O Connor	412,398(1)	
John W. Croghan	195,000(2)	
James W. Crownover	35,736(3)	
William J. Flynn	16,002(4)	
David I. Foley	21,611,774(5)	5.7%
Michael Larson		
Nolan Lehmann	73,494(6)	
W. Lee Nutter	7,832(7)	
Ramon A. Rodriguez	45,000(8)	
Allan C. Sorensen	45,000(9)	
John M. Trani	16,002(10)	
Michael W. Wickham		
	&nbs	