



DIVISION OF
CORPORATION FINANCE

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

March 27, 2024

Kerry Shannon Burke
Covington & Burling LLP

Re: Republic Services, Inc. (the "Company")
Incoming letter dated January 3, 2024

Dear Kerry Shannon Burke:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by the International Brotherhood of Teamsters General Fund for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests the board of directors prepare a report disclosing how the Company is addressing the impact of its climate strategy on relevant stakeholders, including but not limited to its employees, workers in its supply chain, and communities in which it operates, consistent with the "Just Transition" guidelines of the International Labor Organization and indicators of the World Benchmarking Alliance.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal transcends ordinary business matters and does not seek to micromanage the Company.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(10). In our view, the Company has not substantially implemented the Proposal.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Cornish F. Hitchcock
Hitchcock Law Firm PLLC

COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT
JOHANNESBURG LONDON LOS ANGELES NEW YORK
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

January 3, 2024

By Electronic Submission

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: Republic Services, Inc. — Shareholder Proposal Submitted by the International Brotherhood of Teamsters General Fund

Ladies and Gentlemen:

On behalf of Republic Services, Inc. (the “Company” or “Republic”), we are submitting this letter pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to request confirmation from the staff of the Division of Corporation Finance (the “Staff”) that it will not recommend enforcement action to the U.S. Securities and Exchange Commission (the “Commission”) if the Company excludes a shareholder proposal (the “Proposal”) submitted by the International Brotherhood of Teamsters General Fund (the “Proponent”) from the proxy materials for its 2024 annual meeting of stockholders. A copy of the Proposal and the cover letter to the Proposal are attached hereto as Exhibit A.

In accordance with the Staff’s announcement of November 7, 2023, we are submitting this letter via the Staff’s electronic shareholder proposal submission form. We are simultaneously sending a copy of this letter and the exhibit thereto to the Proponent as notice of the Company’s intent to omit the Proposal from its 2024 proxy materials in accordance with Exchange Act Rule 14a-8(j). We take this opportunity to inform the Proponent that a copy of any correspondence it submits to the Commission or the Staff with respect to the Proposal should be provided concurrently to the Company pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D, and request that a copy also be provided to the undersigned at the address above.

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 2

THE PROPOSAL

The Proposal states, in part:

Resolved: Shareholders request the Board of Directors prepare a report disclosing how Republic Services, Inc., is addressing the impact of its climate change strategy on relevant stakeholders, including but not limited to its employees, workers in its supply chain, and communities in which it operates, consistent with the “Just Transition” guidelines of the International Labor Organization and indicators of the World Benchmarking Alliance. The report should be prepared at reasonable cost, omitting proprietary information, and be available to investors.

BASES FOR EXCLUSION

We request that the Staff concur in our view that the Proposal may be excluded from the Company’s 2024 proxy materials pursuant to Rule 14a-8(i)(7), because the Proposal relates to the Company’s ordinary business operations, and Rule 14a-8(i)(10), because the Company has already substantially implemented the proposal.

BACKGROUND ON THE COMPANY’S ENVIRONMENTAL SERVICES AND SUSTAINABILITY EFFORTS

The Company is one of the largest providers in the U.S., as measured by revenue, of environmental services, including recycling and solid waste services. The Company operates across the U.S. and Canada and serves customers through a vertically-integrated operating platform that offers a complete set of products and services, including the collection and processing of recyclable, solid waste and industrial waste materials; transportation and disposal of non-hazardous and hazardous waste streams; and other environmental solutions.¹ As of September 30, 2023, the Company operated across the U.S. and Canada through 360 collection operations, 245 transfer stations, 75 recycling centers, 208 active landfills, 3 treatment, recovery and disposal facilities, 20 treatment, storage and disposal facilities, 6 salt water disposal wells and 7 deep injection wells. The Company also is engaged in 76 landfill gas-to-energy and other renewable energy projects and had post-closure responsibility for 126 closed landfills as of September 30, 2023. The Company strives to maintain an environment that attracts and retains the best talent, as the Company’s approximately 40,000 full-time employees are critical to the successful execution of the Company’s strategy and operations.

The Company has long been a leader in environmental services and sustainability. The Company’s sustainability goals and practices are core to its business and are integrated into the Company’s business strategy and long-term financial targets. Sustainable business practices are embedded in the Company’s day-to-day operations, which the Company believes improves its profitability and supports long-term value creation for its stockholders.

¹ See “Comprehensive Environmental Services” in the Company’s Form 10-K for the fiscal year ended December 31, 2022, available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/1060391/000106039123000008/rsg-20221231.htm>.

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 3

ANALYSIS

I. The Proposal should be excluded under Rule 14a-8(i)(7) because it relates to the Company's ordinary business operations.

Overview of Rule 14a-8(i)(7)

Rule 14a-8(i)(7) permits the exclusion of a shareholder proposal from a company's proxy materials if the proposal "deals with a matter relating to the company's ordinary business operations." The Commission has stated that the purpose of the ordinary business exception is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." *Amendments to Rules on Shareholder Proposals*, SEC Rel. No. 34-40018 (May 21, 1998) (the "1998 Release"). The Commission has further stated that the policy underlying this exclusion rests on two "central considerations," specifically whether the proposal (i) concerns tasks that are "so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight" and (ii) "seeks to 'micromanage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.*

Staff Legal Bulletin No. 14E (Oct. 27, 2009) ("SLB 14E") provides that, when analyzing a proposal to determine its underlying concern or central purpose, the Staff looks not only to the resolved clause, but to the supporting statement and the proposal in its entirety. This position is not only expressed in SLB 14E, but also in Staff Legal Bulletin No. 14C (June 28, 2005), which states that the Staff will consider both the resolved clause and the supporting statement as a whole when analyzing a proposal for which exclusion is sought under Rule 14a-8(i)(7).

A. The Proposal should be excluded under Rule 14a-8(i)(7) because it concerns the Company's ordinary business operations and does not focus on a significant social policy issue.

The Proposal should be excluded under Rule 14a-8(i)(7) because it concerns the Company's ordinary business operations, including the Company's management of its workforce, its products and services, its choice of technologies and its supplier relationships.

Management of the Company's Workforce

The Proposal is concerned with the Company's management of its workforce, which is an ordinary business matter. The Commission stated in the 1998 Release that a company's "management of [its] workforce" is a task "so fundamental to management's ability to run a company on a day-to-day basis that [it] could not, as a practical matter, be subject to direct shareholder oversight." Consistent with the Commission's statement in the 1998 Release, the Staff has recognized that "[p]roposals concerning a company's management of its workforce are generally excludable under [R]ule 14a-8(i)(7)." *Merck & Co., Inc.* (Feb. 16, 2016). *See Merck & Co., Inc.* (Mar. 6, 2015) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 4

procedures for hiring and promoting employees because the proposal concerned the management of the company's workforce); *Starwood Hotels & Resorts Worldwide, Inc.* (Feb. 14, 2012) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to procedures for hiring and training employees because the proposal concerned the management of the company's workforce); *Berkshire Hathaway Inc.* (Jan. 31, 2012) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to procedures for terminating employees because the proposal concerned the management of the company's workforce); *Northrop Grumman Corp.* (Mar. 18, 2010) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to procedures for terminating employees because the proposal concerned the management of the company's workforce); *Donaldson Co., Inc.* (Sept. 13, 2006) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that concerned ethical standards for employee relationships because the proposal concerned the management of the company's workforce). *See also Apple Inc.* (Jan. 3, 2023) (permitting exclusion under Rule 14a-8(i)(7) of (i) a proposal concerning the effect of the Company's return-to-office policy on employee retention and the company's competitiveness, and (ii) a proposal requesting that employees be able to work from any location and requesting the company explore options to grant more worker autonomy, with the Staff noting that both proposals related to, but did not transcend, ordinary business matters); *Yum! Brands, Inc.* (Mar. 6, 2019) (permitting exclusion under Rule 14a-8(i)(7) of a proposal concerning mandatory arbitration, non-compete and non-disclosure agreements because the proposal "relate[d] generally to the [c]ompany's policies concerning its employees, and [did] not focus on an issue that transcend[ed] ordinary business matters"). The Staff has also permitted the exclusion of workforce management proposals that raise employment security and job loss concerns. *See The Boeing Co.* (Feb. 25, 2005) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested the company prepare a "job loss and dislocation impact" statement concerning the elimination or relocation of jobs because the proposal related to the management of the company's workforce); *Bank of America Corp.* (Feb. 4, 2005) (same); *Citigroup, Inc.* (Feb. 4, 2005) (same); *The Black & Decker Corp.* (Feb. 4, 2005) (same); *JPMorgan Chase & Co.* (Feb. 4, 2005) (same); *Mattel, Inc.* (Feb. 4, 2005) (same); *Capital One Financial Corp.* (Feb 3, 2005) (same); *Fluor Corp.* (Feb. 3, 2005) (same); *General Electric Co.* (Feb 3, 2005) (same). *See also International Business Machines Corp.* (Feb. 3, 2004, *recon. denied* Mar. 8, 2004) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested the board establish a policy that employees would not lose their jobs as a result of the company transferring work to lower wage countries because the proposal related to employment decisions and employee relations).

The Proposal is focused on the Company's management of its workforce, specifically on how decisions the Company makes as part of its business strategy affect the Company's employees. The Proposal begins by requesting that the Company address the "impact of its climate change strategy" on relevant stakeholders, including "employees," and specifies that the report should be consistent with the "just transition" guidelines of the International Labor Organization ("ILO") and World Benchmarking Alliance ("WBA"). Notwithstanding that the Proposal purports to cover "all relevant stakeholders", the language of the supporting statement illustrates that the Proposal is focused on the Company's employees and workforce, and not on other stakeholders. For instance, the Proposal contemplates that the report will be prepared in a manner consistent with ILO and WBA guidelines and specifically highlights the elements of these guidelines that are related to employees and company workforces. Additionally, when discussing ILO guidelines, the Proposal refers to impacts on employment, protection for job

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 5

losses and job displacement and employee skills development. When discussing WBA guidelines, the Proposal refers to job dislocation, retaining and reskilling workers. The supporting statement also discusses ordinary business matters relating to the Company's business strategy and how strategy decisions may impact the Company's management of its workforce, including:

- the role of automation and artificial intelligence in the provision of the Company's services;
- whether Company vehicles are staffed with one driver or multiple drivers and how that relates to labor costs;
- the use of robotic sorters at recycling facilities and their relation to job security; and
- how automation and optical recycling sorters have impacted staffing levels at the Company's recycling facility in Plano, Texas.

The Proposal is particularly focused on automation, including in relation to the Company's fleet of vehicles and in its facilities. Fleet and facility automation and the Company's strategy regarding the same are core ordinary business matters. For example, the Company has indicated that its strategy takes into consideration the fact that automation improves workforce productivity and creates a safer work environment for the Company's employees, in addition to reducing labor costs. The Company's strategy decisions regarding facility automation also address the fact that automation can increase efficiency and maximize the Company's recycling services. The Staff has permitted the exclusion under Rule 14a-8(i)(7) of proposals that raise the company's strategy in the context of workforce management. *See Dollar Tree, Inc.* (May 2, 2022) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested a report on the risks to the company's business strategy in the face of labor market pressure and how the company intended to address a range of workforce-related matters, including competitive employment standards, wages, benefits and employee safety); *Amazon.com, Inc.* (Apr. 7, 2022) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested a report on the risks to the Company related to staffing its business and operations, including risks associated with tighter labor markets, how the Company was mitigating or planned to mitigate those risks, and whether staffing considerations affected any of the company's decisions about strategy, such as expansion plans or entering new geographies or lines of business). For instance, the proposal in the *Dollar Tree* no-action letter requested the company "explain how the [c]ompany's forward-looking **strategy** and incentives will enable competitive **employment** standards, including wages, benefits and **employee** safety." (emphasis added). The proposal included additional references to workforce management and business strategy, with the proposal seeking "further clarity on how the company is assessing" its business strategy in response to "regulatory and competitive [pressures relating to minimum wage increases]" and sought to understand how the "[company's] **strategy** supports this value with its **employees** while recognizing the current labor challenges." (emphasis added). The proposal in the *Amazon* no-action letter was similarly concerned with how the company's decisions regarding employee "**staffing** of [the company's] business and operations...affected any of the [company's] decisions about **strategy**, such as expansion plans or entering new geographies or lines of business." (emphasis added). Here the Proposal is concerned with the Company's overall business strategy and the impact of that strategy on the Company's workforce. The Proposal seeks a report on the impact of the

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 6

Company's "climate change **strategy** on relevant stakeholders, including but not limited to its **employees, workers** in its supply chain, and communities in which it operates." As noted above, the Company's sustainability goals and practice are integrated into the Company's business strategy and are embedded in the Company's day-to-day operations. Therefore, the Proposal's focus on how decisions the Company makes as part of its business strategy affect the Company's employees shows that the Proposal is focused on the management of the Company's workforce, which is an ordinary business matter and is, therefore, excludable under Rule 14a-8(i)(7).

Products and Services

As noted above, the Proposal is concerned with how the Company provides recycling services, including how many employees are staffed in the Company's recycling vehicles and the specific types of machine sorters used in Company facilities. The Staff has long determined that proposals relating to a company's products and services are excludable under Rule 14a-8(i)(7), as they relate to ordinary business matters. The Staff has stated that "[p]roposals concerning the sale of particular services are generally excludable under [R]ule 14a-8(i)(7)." *JPMorgan Chase & Co.* (Jan. 27, 2012, *recon. denied* Mar. 13, 2012). The Staff has also stated that "[p]roposals concerning the manner in which a company sells particular products are generally excludable under [R]ule 14a-8(i)(7). *General Electric Co.* (Feb. 7, 2011). *See MetLife, Inc.* (Apr. 24, 2023) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to the company's services, including its business practices and business relationships); *JPMorgan Chase & Co.* (Mar. 21, 2023) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to the company's financial services and government requests to close customer accounts); *American Express Co.* (Mar. 9, 2023) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to the company's credit card and electronic payment services); *JPMorgan Chase & Co.* (Mar. 25, 2022) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to the company's underwriting services); *Amazon.com, Inc.* (Mar. 17, 2016) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that concerned potential pollution and public health problems from electronic waste generated as a result of the company's sales); *Dominion Resources, Inc.* (Feb. 19, 2014) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested the company develop and provide information concerning renewable energy generation services); *Wells Fargo & Co.* (Jan. 28, 2013, *recon. denied* Mar. 4, 2013) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that concerned the social and financial impacts of the company's direct deposit advance lending services); *Pepco Holdings, Inc.* (Feb. 18, 2011) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that directed the company to incorporate solar power into the company's power delivery services); *Wal-Mart Stores, Inc.* (Mar. 26, 2010) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that would have required all company products and services offered for sale in U.S. stores be manufactured or produced in the U.S.). The manner in which the Company provides its recycling services, including the type of equipment it uses, is an integral part of the Company's ordinary business operations. Accordingly, the Proposal should be excluded under Rule 14a-8(i)(7).

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 7

Choice of Technologies

The Proposal further relates to the Company's choice of technologies, specifically how the Company deploys technology in its vehicles and recycling facilities as part of providing environmental services. The Proposal contends that "automation [is] core" to the Company's strategy and is focused on an increase in automation technology. The Company's decisions regarding whether to use automation technology in fleet vehicles are informed by a number of considerations, including the fact that automation reduces labor costs, improves workforce productivity and creates a safer work environment for the Company's employees. As of February 2023, approximately 76% of the Company's residential routes were serviced by automated single-driver trucks and the Company's decisions regarding the current and future use of automation in these trucks clearly implicate an ordinary business matter. Automation is just one component of the technologies that the Company considers as part of its business strategy—the Company also chooses to use additional technologies in its fleet vehicles, such as electrification and compressed natural gas technologies. The Proposal's focus on one technology in preference to other technologies highlights that the matters raised by the Proposal are ordinary business matters that should be exclusively within management's purview. The Company's use of robotic and optical sorting machinery in Company recycling centers as part of the Company's recycling processing services also clearly implicates the Company's choice of technologies.

The Staff has stated that "[p]roposals that concern a company's choice of technologies for use in its operations are generally excludable under [R]ule 14a-8(i)(7)." *FirstEnergy Corp.* (Mar. 8, 2013). *See also PG&E Corp.* (Mar. 10, 2014) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that concerned the company's power services (the use of smart meters versus analog meters) because the proposal concerned the company's choice of technologies for use in its operations); *Dominion Resources, Inc.* (Feb. 14, 2014) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that related to how the company sourced power for its distribution services (solar versus other methods) because the proposal concerned the company's choice of technologies for use in its operations); *AT&T Inc.* (Feb. 13, 2012) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested the company accelerate energy efficient cable set-top boxes over conventional set-top boxes because the proposal concerned the company's choice of technologies for use in its operations); *CSX Corp.* (Jan. 24, 2011) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested the company convert the majority of its locomotive fleet to a more efficient power conversion system because the proposal concerned the company's choice of technologies for use in its operations). For instance, the proposal in the *Dominion Resources* no-action letter concerned a specific type of technology (solar power generation) in the context of the company's electric power distribution services and the company had chosen to use a range of technologies (renewable and carbon power generation technologies in addition to solar power generation). The proposal in the *AT&T* no-action letter similarly concerned a specific type of technology (energy efficient cable set-top boxes) in the context of the company's television distribution services and the company had chosen to use a different technology (conventional cable set-top boxes). The Proposal relates to the Company's choices regarding the use of specific types of technology (automation and robotic and optical sorting machinery) used in the Company's services and the Company's decisions regarding whether to deploy those technologies. Accordingly, the Proposal should be excluded under Rule

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 8

14a-8(i)(7) as it relates to the Company's choice of technologies, which is an ordinary business matter.

Supplier Relationships

The Proposal also implicates the Company's supplier relationships, another ordinary business matter under Rule 14a-8(i)(7). The Proposal states that the requested report should encompass "workers in [the Company's] **supply chain**" (emphasis added). The Staff has previously determined that supplier relationships are ordinary business operations. *See Foot Locker, Inc.* (Mar. 3, 2017) (a proposal concerning the company's monitoring of the use of subcontractors by the company's overseas apparel suppliers was excludable under Rule 14a-8(i)(7) as "the proposal relates broadly to the manner in which the company monitors the conduct of its suppliers and their subcontractors"). In addition, the Staff has permitted the exclusion of proposals that sought an assessment of a specific aspect of companies' supply chains. *See The Home Depot, Inc.* (Mar. 20, 2020) (permitting exclusion under Rule 14a-8(i)(7) for a proposal that called for a report on the extent of known usage of prison labor in the company's supply chain); *The TJX Companies, Inc.* (Mar. 20, 2020) (permitting exclusion under Rule 14a-8(i)(7) for a proposal that called for a report assessing the effectiveness of current company policies for preventing prison labor in the company's supply chain). Similarly, the report requested by the Proponent contemplates an assessment of the employees of other third parties in the Company's supply chain, and therefore, it is excludable under Rule 14a-8(i)(7).

The Proposal Does Not Focus on a Significant Social Policy Issue

The Proposal does not focus on a significant social policy issue under Rule 14a-8(i)(7). Although the Proposal discusses the position of workers in connection with the advancement of environmental sustainability goals and climate change commitments, the emphasis of the Proposal is on a broader array of ordinary business matters. As noted above, the language of the Proposal focuses on the Company's management of its workforce, the products and services it provides, its choice of technologies and its supplier relationships, all of which relate to the Company's ordinary business operations. The Proposal is particularly focused on the Company's business strategy regarding automation: the supporting statement includes multiple references to automation in the recycling process, particularly in relation to recycling vehicles and sorting machinery in recycling facilities. The choice of whether and how to deploy automation technologies in the Company's business is an ordinary business matter squarely within the purview of the Company's management. In addition, the Proposal does not implicate the type of human capital management issues with broad societal impact that have been identified by the Staff in previous proposals, consisting of worker safety, employee sick leave, diversity, equity and inclusion data or inequality, racial and gender disparities in compensation and workforce practices.

The Staff has permitted the exclusion of proposals under Rule 14a-8(i)(7) even where significant social policy issues have been raised in the body of a proposal. *See Broadridge Financial Solutions, Inc.* (Sept. 16, 2022) (proposal requesting a report on the distribution of stock-based incentives throughout the company's workforce, including for the purpose of

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 9

combatting wealth inequality, was excludable under Rule 14a-8(i)(7) as the proposal “relate[d] to, and [did] not transcend, ordinary business matters”); *Amazon.com, Inc.* (Apr. 8, 2022) (same); *Repligen Corp.* (Apr. 1, 2022) (same); *BlackRock, Inc.* (Apr. 4, 2022) (proposal requesting a public report on the potential risks of omitting “viewpoint” and “ideology” from the company’s EEO policy was excludable under Rule 14a-8(i)(7) as the proposal “relate[d] to, but [did] not transcend, ordinary business matters”); *The Goldman Sachs Group, Inc.* (Mar. 8, 2022, *recon. denied* Mar. 21, 2022) (proposal requesting a study on the external costs created by the company’s securities underwriting services was excludable under Rule 14a-8(i)(7) as the proposal “relate[d] to, but [did] not transcend, ordinary business matters”); *The TJX Companies, Inc.* (Apr. 9, 2021) (a proposal seeking information about the company’s monitoring of supplier compliance with the company’s policy that prohibited prison labor was excludable under Rule 14a-8(i)(7) because the proposal “[did] not transcend the [c]ompany’s ordinary business operations”). In both the *Dollar Tree* and *Amazon* no-action letters, which concerned company strategy in the context of workforce management, the Staff determined that the proposals related to, but did not transcend, the ordinary business matter of workforce management. As recognized by the Staff in the various no-action letters cited above, secondary references to a significant social policy issue will not automatically immunize a proposal from exclusion under the ordinary business exception if the proposal does not focus on that significant social policy issue. The focus of the Proposal is on the Company’s environmental services, including the Company’s business strategy for those services, and this focus directly implicates and does not transcend ordinary business matters. In light of the broad range of ordinary business matters implicated by the Proposal, the Proposal is not focused on a significant social policy issue and therefore, should be excluded under Rule 14a-8(i)(7).

B. The Proposal should be excluded under Rule 14a-8(i)(7) because it seeks to micromanage the Company.

Micromanagement Overview

The Commission and Staff have long recognized that a proposal that seeks to micromanage a company is excludable under Rule 14a-8(i)(7). The Commission has stated that the exclusion of a proposal under Rule 14a-8(i)(7) on the grounds that the proposal micromanages a company “may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies.” *Id.* The Commission further stated that the micromanagement consideration stands for “the general proposition that some proposals may intrude unduly on a company’s ‘ordinary business’ operations by virtue of the level of detail that they seek.” *Id.*

The Proposal Micromanages the Company’s Sustainability Goals and Practices by Supplanting and Limiting the Judgement of Management

The Proposal micromanages the Company’s existing sustainability goals and practices by supplanting and limiting the judgement of management and the Company’s Board of Directors. The Proposal requests that the Company address the “impact of its climate change strategy” on relevant stakeholders, including “employees,” and that the report should be consistent with the “just transition” guidelines of the ILO and WBA. However, the Proposal concedes that the

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 10

Company has already adopted sustainability goals and practices, which are well-developed, periodically updated and address sustainability opportunities and challenges. The Company developed its 2030 sustainability goals through a comprehensive assessment that included an analysis of global trends, the identification of business model dependencies and engagement with key stakeholders, including stockholders. In 2022, the Company concluded its third sustainability materiality assessment, one of several processes through which the Company engages with employees, communities, investors and other key stakeholder groups to help ensure the Company continues to address the most important environmental, social, and governance topics.

The Company's 2030 sustainability goals are aligned with the UN Sustainable Development Goals ("UN SDGs"), specifically Decent Work and Economic Growth (Goal 8), Sustainable Cities and Communities (Goal 11), Responsible Consumption and Production (Goal 12) and Climate Action (Goal 13). The Company's sustainability goals specifically align with Goal 8 and Targets 8.5 and 8.8 thereunder, as first disclosed in the Company's 2018 Sustainability Report. UN SDG Goal 8 and Targets 8.5 and 8.8 read as follows:

- Goal 8 – Decent Work and Economic Growth: Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.
 - Target 8.5: By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value.
 - Target 8.8: Protect labor rights and promote safe and secure working environments for all workers, including migrant workers, in particular women migrants, and those in precarious employment.²

This UN SDG goal and the relevant targets encompass the "just transition" matters noted by the Proposal. However, the Proposal micromanages the Company by substituting the Proponent's own preferences for how the Company should address "just transition" concerns by mandating that the report address the ILO and WBA guidelines. The Proponent evidences a clear intention to micromanage the Company's *existing* sustainability goals and practices: the Proposal states that the Company "has 2030 operational GHG emission reductions goals, consistent with the Science Based Targets Initiative, and targets 'Circular Economy' advancements in plastic recycling in its 'Climate Leadership' but "fails to disclose, however, how this will be achieved in a manner consistent with [j]ust [t]ransition principles." The Proposal would impose specific and granular methods for implementing the Company's sustainability goals and practices in substitution of the Company's own methods by requiring the Company to realign its sustainability program with ILO and WBA guidelines, instead of the UN SDGs. Accordingly, it is excludable under Rule 14a-8(i)(7).

² See UN Sustainable Development Goals, available at https://sdgs.un.org/goals/goal8#targets_and_indicators. For references to Targets 8.5 and 8.8, see the Company's 2018 Sustainability Report, available at <https://www.republicservices.com/sustainability/reporting>.

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 11

The ILO and the WBA guidelines are complex. As the Proposal notes, the WBA guidelines “include discrete, time-based indicators.” The ILO guidelines include at least 29 indicators the Company would have to consider and the WBA guidelines include at least 21. Mandating that the Company modify its sustainability reporting to include these complex topics supplants and limits the judgement of management to such a degree as to micromanage the Company. The actions required by the Proposal probe too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment and seek to micromanage the Company to such a degree that exclusion of the Proposal is appropriate under Rule 14a-8(i)(7).

Exclusion Under Rule 14a-8(i)(7) Due to Micromanagement Would be Consistent with Recent Staff No-Action Letter Decisions

The Staff has determined that proposals that seek to impermissibly micromanage the Company “by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment” are excludable under Rule 14a-8(i)(7). *1998 Release. See Amazon.com, Inc. (Green Century Capital Management) (April 7, 2023) (proposal requesting measure and disclose scope 3 greenhouse gas emissions from the company’s full value chain was excludable under Rule 14a-8(i)(7) because it micromanaged the company by imposing a specific method for implementing a complex policy disclosure without affording discretion to management); Chubb Ltd. (Mar. 27, 2023) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested the board adopt and disclose a policy for the timebound phase out of the Company’s underwriting risks associated with new fossil fuel exploration and development projects, aligned with the Intergovernmental Panel on Climate Change’s recommendation to limit global temperature rise to 1.5 degrees Celsius, because the proposal micromanaged the company); Phillips 66 (Mar. 20, 2023) (permitting exclusion of a proposal under Rule 14a-8(i)(7) that requested a report on the undiscounted expected value to settle obligations for certain company’s asset retirement obligations with indeterminate settlement dates because the proposal micromanaged the company). The Staff has also previously determined that proposals relating to a company’s employees can micromanage a company and are therefore excludable under Rule 14a-8(i)(7), where they impose specific methods for implementing complex policies or limit the flexibility and discretion of management and the board of directors. See Verizon Communications Inc. (Mar. 17, 2022) (proposal micromanaged the company by “probing too deeply into matters of a complex nature by seeking disclosure of intricate details regarding the [c]ompany’s employment and training practices”); American Express Co. (Mar. 11, 2022) (same); Deere & Co. (Jan. 3, 2022) (same); Johnson & Johnson (JLens) (Feb. 12, 2020) (proposal concerning awards granted to employees under an annual cash incentive program was found to have micromanaged the company by imposing specific methods for implementing complex policies). In the Chubb no-action letter, the proposal micromanaged the company’s existing climate change strategy and goals, including in the context of climate change risks: the company argued that the proposal’s singular approach to achieving an emissions goal (cessation of underwriting risks associated with new fossil fuel exploration and development projects) micromanaged the company’s “more holistic, fact-based strategy towards reaching the objective articulated by the [p]roposal.” As in Chubb, the Proposal would micromanage the Company’s existing sustainability goals and practices, which*

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 12

encompass the concerns of the Proposal, by substituting the Proponent's preferred guidelines (ILO and WBA) for the guidelines chosen by the Company (UN SDGs).

II. The Proposal should be excluded under Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

Overview of Rule 14a-8(i)(10)

Rule 14a-8(i)(10) permits the exclusion of a shareholder proposal from a company's proxy materials if "the company has already substantially implemented the proposal." This provision recognizes that a company's existing policies or actions may render a shareholder proposal moot and therefore it is appropriate to exclude such a proposal. As the Commission stated of the predecessor rule to Rule 14a-8(i)(10), the purpose of the rule is "to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management" of a company. *Proposed Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders*, SEC Rel. No. 34-12598 (July 7, 1976). The current rule's emphasis on substantial implementation, as opposed to full or exact implementation, was designed to prevent the exclusion of a proposal "where the company has taken most but not all of the actions requested by the proposal." *Proposed Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders*, SEC Rel. No. 34-19135 (Oct. 26, 1982). The Commission has stated that "substantially implemented" does not require the action requested by a proposal to be "fully effected" and the language of the rule was designed to prevent a "formalistic" application of this basis for exclusion. *Amendments to Rule 14a-8 Under the Securities Exchange Act of 1934 Relating to Proposals by Security Holders*, SEC Rel. No. 34-20091 (Aug. 23, 1983).

In light of these Commission statements regarding Rule 14a-8(i)(10)'s emphasis on substantial, not perfect implementation, the Staff has permitted the exclusion of proposals where a company's actions satisfy the proposal's essential objectives or where a company's existing policies, practices, and procedures are similar in comparison to the proposal's request. The Staff has stated that where a company's actions address the proposal's "essential objective," the company has substantially implemented the proposal. *See e.g. Delta Air Lines, Inc.* (Mar. 12, 2018) (permitting exclusion under Rule 14a-8(i)(10) where the proposal asked the board to provide proxy access to shareholders and the board adopted a proxy access bylaw that addressed the proposal's essential objective). The Staff has further determined on numerous instances that a company has substantially implemented a proposal where its "policies, practices and procedures compare favorably with the guidelines of the proposal." *See e.g. Visa Inc.* (Oct. 11, 2019) (permitting exclusion under Rule 14a-8(i)(10) where the proposal recommended that the compensation committee revise the company's executive compensation philosophy to include social factors); *Dunkin' Brands Group, Inc.* (Mar. 6, 2019) (permitting exclusion under Rule 14a-8(i)(10) where the proposal requested that the board issue a report assessing the feasibility of integrating sustainability metrics into the performance quotas of senior executive compensation plans); and *Verizon Communications Inc.* (Feb. 19, 2018) (permitting exclusion under Rule 14a-8(i)(10) where the proposal recommended the establishment of a public policy and social responsibility committee). Each of the companies in the *Visa, Dunkin' Brands* and

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 13

Verizon no action letters had policies, practices and procedures that compared favorably with the Proposal.

When determining which company documents or disclosures substantially implement a proposal, the Staff has long recognized that multiple company policies, reports and other disclosures can collectively act to substantially implement a proposal. In *Apple Inc.* (SumOfUs) (Dec. 17, 2020) the Staff permitted the exclusion of a proposal under Rule 14a-8(i)(10) where the company cited to 11 distinct reports, policy documents and webpages to show that it substantially implemented a proposal that requested a report on the company's management systems and processes for implementing its human rights policy commitments. *See also The Gap, Inc.* (Mar. 16, 2001) (proposal requesting a report on the child labor practices of the company's suppliers was excludable under Rule 14a-8(i)(10) where the company cited to a vendor code of conduct, website information, and the existence of several monitoring programs).

A. The Proposal should be excluded under Rule 14a-8(i)(10) because the Company's sustainability goals and practices already substantially implement the Proposal.

The Company's sustainability reports and other public disclosures regarding its sustainability goals and practices substantially implement the Proposal.³ As noted above, the Company's goal setting and periodic review processes for its 2030 sustainability goals already address the type of "just transition" concerns raised by the Proposal. The Proposal requests that the Company address the "impact of its climate change strategy" on relevant stakeholders, including "employees," and that the report should be consistent with ILO and WBA "just transition" guidelines. As the Proposal concedes, the Company has already adopted sustainability goals and practices, which are well-developed, periodically updated and address sustainability opportunities and challenges. The Company's existing 2030 sustainability goals are aligned with and informed by Goal 8 of the UN SGDs ("promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all"), which encompasses just transition matters.

Exclusion Under Rule 14a-8(i)(10) Would be Consistent with Staff No-Action Letter Decisions

The Staff has permitted the exclusion of proposals concerning under Rule 14a-8(i)(10) where a company has existing policies, practices, and procedures in place that encompass the proposal's request. *See Hess Corp.* (Apr. 9, 2020) (proposal requesting a report on how the company planned to reduce its total contribution to climate change and align its operations and investments with the Paris Agreement was excludable under Rule 14a-8(i)(10) where the

³ See the Company's 2022 Sustainability Report, available at <https://www.republicservices.com/sustainability/reporting>. See also "Our 2030 Sustainability Goals" in the Company's Form 10-K for the fiscal year ended December 31, 2023, available at <https://www.sec.gov/ix?doc=/Archives/edgar/data/1060391/000106039123000008/rsg-20221231.htm>; "Sustainability and Corporate Responsibility" in the Company's 2023 Proxy Statement, available at https://www.sec.gov/ix?doc=/Archives/edgar/data/1060391/000156459023004660/rsg-def14a_20230512.htm.

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 14

company's 2019 CDP Climate Change Questionnaire, 2018 Sustainability Report, an investor presentation "and various other materials on the company's website" already substantially implemented the proposal); *Kohl's Corporation* (Jan. 16, 2020) (proposal requesting that the board report on the company's process for identifying and analyzing potential and actual human rights risks in the company's supply chain operations was excludable under Rule 14a-8(i)(10) where the company's Code of Ethics, Conflict Minerals Policy, Policy on Uzbekistan Cotton and other policies and initiatives already substantially implemented the proposal); *The Wendy's Company* (Apr. 10, 2019) (a similar proposal was excludable under Rule 14a-8(i)(10) where the company's Code of Conduct for Suppliers and other disclosures already substantially implemented the proposal); and *Mondelez International, Inc.* (Mar. 7, 2014) (a similar proposal was excludable under Rule 14a-8(i)(10) where the company's Supplier Expectations and Supply Chain Transparency and Labor Practices report, enterprise risk management program and other disclosures already substantially implemented the proposal). As noted above, the Company's 2030 sustainability goals already address the type of "just transition" concerns raised by the Proposal. The Company's Form 10-K for the fiscal year ended December 31, 2022 discloses that the Company has "aligned [its] 2030 goals with the following UN Sustainable Development Goals: (8) **Decent Work and Economic Growth**, (11) Sustainable Cities and Communities, (12) Responsible Consumption and Production and (13) Climate Action." (emphasis added). The Company's sustainability reports further discuss the alignment of the Company's 2030 sustainability goals with the UN SDGs. Consistent with the no-action letters cited above, the Company's public disclosures and sustainability reports address the call of the Proposal to such a degree as to substantially implement the Proposal, thus warranting exclusion under Rule 14a-8(i)(10).

CONCLUSION

Based on the foregoing analysis, we respectfully request that the Staff concur that the Company may exclude the Proposal and supporting statements from its 2024 proxy materials under Rule 14a-8(i)(7) and Rule 14a-8(i)(10).

* * * * *

The Company anticipates filing its 2024 proxy materials on or about April 2, 2024, and that such materials will need to be finalized for printing and distribution no later than March 27, 2024. Accordingly, the Company would appreciate receiving the Staff's response to this no-action request by March 20, 2024.

COVINGTON

Office of Chief Counsel
January 3, 2024
Page 15

If the Staff disagrees with the Company's view that it can omit the Proposal, we request the opportunity to confer with the Staff prior to the final determination of the Staff's position. If the Staff has any questions regarding this request or requires additional information, please contact me at (202) 662-5297.

Very truly yours,



Kerry Shannon Burke

cc: Catharine D. Ellingsen
Executive Vice President, Chief Legal Officer,
Chief Ethics & Compliance Officer, and Corporate Secretary
Republic Services, Inc.

Michael Pryce-Jones
International Brotherhood of Teamsters General Fund

Exhibit A

INTERNATIONAL BROTHERHOOD OF TEAMSTERS

SEAN M. O'BRIEN

General President

25 Louisiana Avenue, NW
Washington, DC 20001



FRED E. ZUCKERMAN

General Secretary-Treasurer

202-624-6800
www.teamster.org

November 28, 2023

VIA EMAIL: [REDACTED]

VIA UPS DELIVERY

Catharine D. Ellingsen, Esq.
Executive Vice President, Chief Legal Officer,
Chief Ethics & Compliance Officer and Corp. Secy.
Republic Services, Inc.
18500 North Allied Way
Phoenix, AZ 85054

Dear Ms. Ellingsen:

On behalf of the International Brotherhood of Teamsters General Fund (the "Fund"), I hereby submit the enclosed proposal (the "Proposal") pursuant to the Securities and Exchange Commission's Rule 14a-8, to be included in the proxy statement of Republic Services, Inc., (the "Company") for its 2024 annual meeting of shareholders.

The Fund has continuously beneficially owned, for at least three years as of November 28, 2023, at least \$2,000.00 worth of the Company's common stock. Verification of this ownership is enclosed. The Fund intends to continue to hold such shares through the date of the Company's 2024 annual meeting of shareholders.

Mr. Pryce-Jones will be available to discuss this proposal with you on Wednesday, December 20, 2023, between 1-4:00 p.m. or on Thursday, January 4, 2024, between 10a.m.-2p.m. (EDT). You may also contact him directly at: [REDACTED] or [REDACTED] [REDACTED] to decide on a mutually agreeable time.

Sincerely,

Fred Zuckerman
General Secretary-Treasurer

FZ/mpj
Enclosures



Resolved: Shareholders request the Board of Directors prepare a report disclosing how Republic Services, Inc., is addressing the impact of its climate change strategy on relevant stakeholders, including but not limited to its employees, workers in its supply chain, and communities in which it operates, consistent with the "Just Transition" guidelines of the International Labor Organization and indicators of the World Benchmarking Alliance. The report should be prepared at reasonable cost, omitting proprietary information, and be available to investors.

Supporting Statement: At the 2021 UN Climate Change Conference, the United States agreed to the Just Transition Declaration, which aligns with the "Just Transition" guidelines in the International Labor Organization's Guidelines for a just transition towards environmentally sustainable economies and societies for all. The latter states an environmentally sustainable future requires "anticipating impacts on employment, adequate and sustainable social protection for job losses and displacement, skills development and social dialogue." (https://www.ilo.org/wcmsp5/groups/public/---ed_emp/---emp_ent/documents/publication/wcms_432859.pdf) Those guidelines emphasize the "pivotal role" of employers "in bringing about social, economic and environmental sustainability with decent work and social inclusion."

The World Benchmarking Alliance's indicators include discrete, time-based indicators, including those tied to developing a just transition plan through consultation with affected stakeholders; mitigating the negative social impacts of the carbon transition on workers and communities; establishing a clear process for identifying job dislocation risks for workers and communities; and developing plans to retain and reskill workers for an inclusive workforce. (See <https://assets.worldbenchmarkingalliance.org/app/uploads/2021/07/Just-Transition-Methodology.pdf>.)

Republic Services has 2030 operational GHG emission reductions goals, consistent with the Science Based Targets initiative, and targets "Circular Economy" advancements in plastic recycling in its "Climate Leadership." Its fails to disclose, however, how this will be achieved in a manner consistent with Just Transition principles, despite the potential impact on employees and communities, particularly giving automation and artificial intelligence playing key roles in achieving these objectives.

Its 10-K notes using automated single-driver trucks decreases both "emissions" and "labor costs."

The technological advancements and business models behind plastic recycling also raise just transition issues for the millions of 'waste pickers' around the world. While ethical issues are most pronounced for workers in developing countries, the "introduction of robotic sorters for recycling – and artificial intelligence in general -- continues to raise ethical considerations around job security" in the US recycling industry (see <https://www.recyclingproductnews.com/article/40927/how-robotic-sorters-are-redefining-recycling>).

Republic Services' Sustainability Report simultaneously touts spending on "automation with AI" in capturing more recyclable material and in "support[ing] operations amid a challenged labor market." It re-opened its "Next-Gen" recycling facility in Plano, Texas – after a fire destroyed the original one – with half the labor thanks to automation and optical sorters.

With automation core to Republic Services' climate-strategy, there is an urgent need to develop a just transition plan to ensure its actions are fair and equitable to affected workers and communities.

HITCHCOCK LAW FIRM PLLC
5614 CONNECTICUT AVENUE, N.W. • NO. 304
WASHINGTON, D.C. 20015-2604
(202) 489-4813

CORNISH F. HITCHCOCK
E-MAIL: CONH@HITCHLAW.COM

30 January 2024

Office of the Chief Counsel
Division of Corporation Finance
Securities & Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

By electronic mail

Re: Shareholder proposal to Republic Services Inc. from
the International Brotherhood of Teamsters General Fund

Dear Counsel:

I write on behalf of the International Brotherhood of Teamsters General Fund (the “Fund”) in response to the letter from counsel for Republic Services, Inc. (“Republic” or the “Company”) dated 3 January 2024 (“Republic Letter”) in which Republic advises that it intends to omit the Fund’s proposal (the “Proposal”) from the Company’s 2024 proxy materials. For the reasons that follow we respectfully ask the Division to advise the Company that the Division does not concur with the Company’s arguments.

The Proposal states:

Resolved: Shareholders request the Board of Directors prepare a report disclosing how Republic Services, Inc., is addressing the impact of its climate change strategy on relevant stakeholders, including but not limited to its employees, workers in its supply chain, and communities in which it operates, consistent with the “Just Transition” guidelines of the International Labor Organization and indicators of the World Benchmarking Alliance. The report should be prepared at reasonable cost, omitting proprietary information, and be available to investors.

The Supporting Statement explains the importance of the Just Transition Declaration, which aligns with the International Labor Organization’s (“ILO”)

Guidelines for a just transition towards environmentally sustainable economies and societies for all, including consideration of the “impacts on employment, adequate and sustainable social protection for job losses and displacement, skills development and social dialogue.” Those guidelines emphasize the “pivotal role” of employers “in bringing about social, economic and environmental sustainability with decent work and social inclusion.”

The World Benchmarking Alliance (“WBA”) has developed indicators tied to a just transition plan through consultation with affected stakeholders; mitigating the negative social impacts of the carbon transition on workers and communities; establishing a clear process for identifying job dislocation risks for workers and communities; and developing plans to retain and reskill workers for an inclusive workforce.

The Supporting Statement acknowledges that Republic Services has set 2030 operational greenhouse gas (“GHG”) emission reductions goals and targets “Circular Economy” advancements in plastic recycling in its “Climate Leadership.” Nonetheless, the Company does not disclose how that goal will be achieved in a manner that is consistent with Just Transition principles, despite the potential impact on employees and communities, particularly as Republic contemplates that automation and artificial intelligence will play key roles in achieving these objectives. For example, its 10-K notes using automated single-driver trucks decreases both “emissions” and “labor costs.”

The Supporting Statement cites certain ethical issues presented during the current climate transition, not only for the millions of “waste pickers” in developing countries, but also in the U.S., given the introduction of robotic sorters for recycling – and artificial intelligence in general in the waste industry.

The Supporting Statement concludes that Republic has made its climate strategy depend on automation with artificial intelligence, but has not articulated how that plan provides for a just transition for workers and affected communities.

* * *

In response to the Proposal and Supporting Statement, the Company argues that the Proposal may be excluded under:

- Rule 14a-8(i)(7), claiming that the Proposal deals with “ordinary business” matters; and
- Rule 14a-8(i)(10), claiming that the Company has “substantially implemented” the Proposal.

As we now demonstrate, the Company has not sustained its burden of demonstrating that either exemption is applicable here.

Discussion.

I. THE PROPOSAL RAISES A SIGNIFICANT POLICY TOPIC THAT TRANSCENDS “ORDINARY BUSINESS.”

The concept of a “just transition” finds expression in the 2015 Paris Agreement on climate change, which states that the parties to the agreement are taking into account “the imperatives of a just transition of the workforce and the creation of decent work and quality jobs in accordance with nationally defined development priorities.” United Nations, *Paris Agreement* (2015), available at https://unfccc.int/sites/default/files/english_paris_agreement.pdf

In recent years the Division has opined that proposals seeking a report on how certain practices align with the Paris Agreement may not be excluded on “ordinary business” grounds. *E.g.*, *The Travelers Companies, Inc.* (30 March 2023); *Chubb Limited* (26 March 2022). The same principle should apply here. The Paris Agreement declares that a “just transition” is an “imperative” in the fight against climate change, and the topic cannot be dismissed as somehow “ordinary.”

We note too that the Proposal is similar to other recent proposals in which the Division has rejected “ordinary business” arguments as to a proposal seeking a report based on third-party indicators such as we have here. See *Amazon.com, Inc.* (5 April 2022) (seeking a “tax transparency” report “in consideration of the indicators and guidelines” in the Global Reporting Initiative’s Tax Standard). We now take Republic’s specific points in turn.

We note finally that this topic, far from being “ordinary,” is of interest to shareholders, as evidenced by support from 24% of the “yes/no” vote at UPS and more than 30% at BorgWarner and FedEx at their meetings in 2023.

A. Workforce management.

Republic’s initial argument is that the Proposal relates to the company’s management of its workforce, which Republic views as a quintessentially “ordinary” matter on which shareholder should have no voice. Republic Letter, pp. 3-6. To evaluate this argument, we begin with the 1998 release discussing the “ordinary business” exclusion in which the Commission said:

[P]roposals relating to [workforce management] but focusing on sufficiently significant social policy issues (*e.g.*, significant discrimination matters) generally would not be considered to be

excludable, because the proposals would transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote.

Amendments to Rules on Shareholder Proposals, Release No. 34-40018, Part III (21 May 1998) (footnote omitted). The Proposal here involves similarly significant issues, whereas the letters cited by Republic deal with a company's day-to-day employee relations, such as procedures for hiring or firing employees¹ or, more recently, post-pandemic return-to-work policies.²

Republic then cites several letters from decades ago that concurred with the exclusion of proposals that sought reports on issues pertaining to job loss and dislocations.³ In none of those letters, however, was there a connection to a policy issue with the salience of the global climate-related concerns raised here.

The Division has taken a broad view of the policy significance of company activities that relate to climate change, even in areas that previously had been viewed as within the board's discretion and not subject to a vote by shareholders. In *Amazon.com, Inc.* (8 April 2022) (Raphael), the Division did not concur with the Company's effort to exclude a proposal seeking a review of Amazon's retirement plan options with the board's assessment of how those options align with its climate action goals. Similarly, in *Amazon.com, Inc.* (6 April 2022), the Division did not concur with the company's argument against a proposal seeking an independent audit and report of the working conditions and treatment that Company warehouse workers face, including the impact of its policies, management, performance metrics, and targets.

Republic notes the Proposal's reference to automation and artificial intelligence in the Company's strategic plans, arguing (at p. 5) that "[f]leet and facility automation and the Company's strategy regarding the same are core ordinary business matters." The letters they cite, however, deal with how a company responds to the vicissitudes of the labor market, which periodically will shrink or expand.⁴

¹ *Merck & Co., Inc.* (6 March 2015); *Starwood Hotels & Resorts Worldwide, Inc.* (14 February 2012); *Berkshire Hathaway Inc.* (31 January 2012); *Northrop Grumman Corp.* (18 March 2010); *Donaldson Co., Inc.* (13 September 2006).

² *E.g., Apple Inc.* (3 January 2023).

³ *Boeing Co.* (15 February 2005); *Bank of America Corp.* (4 February 2005); *International Business Machines Corp.* (3 February 2004).

⁴ *Dollar Tree, Inc.* (2 May 2022); *Amazon.com, Inc.* (7 April 2022).

At the end of the day, Republic’s arguments appear to come from a different era, not just before a realization of the importance of climate change and of human capital management to shareholder value. Particularly with respect to climate issues, the Division has taken a broader view of the policy significance of climate issues, even on topics that otherwise would have been viewed as “ordinary business.” Thus in *Amazon.com, Inc.* (8 April 2022) (Raphael), *supra*, the Division did not concur that Amazon could exclude a proposal seeking a review of Amazon’s retirement plan options and how they align with the company’s stated climate goals. The proponent successfully argued that the funds’ significant investment in high carbon companies contradicts the climate reduction actions Amazon had committed to take in its operations, as well as making it more difficult to retain employees who are concerned about climate issues.

B. Products and Services.

Republic next argues that the Proposal is concerned with how the Company provides its “products and services,” including staffing of its recycling vehicles and the type of machine sorters used in Company facilities. However, Republic gives the game away when it acknowledges that this rationale is available only as to proposals “concerning the sale of particular services.” Republic Letter, p. 6, citing *JPMorgan Chase & Co.* (27 January 2012) (repurchase agreement transactions and securities lending transactions); *General Electric Co.* (7 February 2011) (proposals “concerning the manner in which a company sells particular products”). The other cited letters are similar in character and can be distinguished as relating to the offer of specific services or the establishment of specific business relationships.⁵

The Proposal here is far different in character; in addition, Republic fails to acknowledge several recent letters in which the Division rejected a similar

⁵ *MetLife, Inc.* (24 April 2023) (report on risks of using non-pecuniary factors in deciding to establish or establish business relationships with groups such as National Rifle Association, as well as not including certain asset classes in investment portfolio); *JP Morgan Chase & Co.* (21 March 2023) (NLPC) (report on how company responds to government requests to close customer accounts); *American Express Co.* (9 March 2023) (report on processing of payments for sale and purchase of a specific product); *JPMorgan Chase & Co.* (25 May 2022) (McRitchie) (report on factors that go into underwriting multi-class share offerings); *Amazon.com, Inc.* (17 March 2016) (report on electronic waste caused by sale of products to its customers); *Dominion Resources, Inc.* (19 February 2014) (report on financial and energy generation information given to customers and ways to support development of renewable energy); *Wells Fargo & Co.* (28 January 2013) (report on impact of direct deposit advance lending); *Pepco Holdings, Inc.* (18 February 2011) (urging aggressive pursuit of solar power); *Wal-Mart Stores, Inc.* (26 March 2010) (all products should be manufactured in the United States).

“products and services” argument as to proposals that focused on whether a company’s operations aligned with the Paris Agreement. See *The Travelers Companies, Inc.* (30 March 2023) (seeking report on how company’s underwriting, insuring and investment activities align with Paris Agreement’s goals); *Chubb Limited* (26 March 2022) (allowing report on how Chubb intends to align its underwriting and investment activities with the Paris Agreement).

C. Choice of Technologies.

Continuing in the same vein, Republic argues that the Proposal relates to how the company deploys technology in its vehicles and recycling facilities. Republic Letter, pp. 7-8. This reads the Proposal too narrowly. The Proposal does not ask Republic to stop doing X or to start doing Y. Rather the Proposal makes a top-line request for a report on the impact of its climate change strategy on relevant stakeholders, acknowledging that the Company has stated certain greenhouse gas emission reduction targets for 2030. But those disclosures beg the question: How do those goals stack up against the just transition benchmark in the Proposal?

That is the missing element here. Republic may have disclosed certain goals and certain steps to achieve them, but the Company has not disclosed how those goals and actions square with the just transition principles. The Proposal’s citation to automation and artificial intelligence flag those areas where the question is most salient.

It is true that some of the proposals cited by Republic did recommend use of a specific technology based on climate-related concerns.⁶ However, as with the “products and services” situations, those proposals reflected a clear preference for one technology over the other. Here, by contrast, the Proposal is drafted in a way that avoids the problems identified in proposals that more directly try to mandate or steer a company to use one technology over another.

It is worth noting that as far back as the seminal 1976 rulemaking in this area, the Commission voiced skepticism as to a “choice of technologies” rationale when, as here, the proposal directly implicates a broader policy issue. In that rulemaking the Commission discussed a proposal that a utility not construct a nuclear power plant, which the company viewed as involving nothing more than a choice of what fuel source to use to generate electricity. The Commission stated that “the economic and safety considerations attendant to nuclear power plants are

⁶ *PG&E Corp.* (10 March 2014) (asking utility to use “smart meters” rather than analog meters); *Dominion Resources, Inc.* (14 February 2014) (asking utility to increase use of an additional fuel source); *AT&T Inc.* (13 February 2012) (seeking to accelerate use of set-top boxes over conventional set-top boxes); *CSX Corp.* (24 January 2011) (proposing to change power conversion system of its locomotives).

of such magnitude that a determination whether to construct one is not an ‘ordinary’ business matter.” *Adoption of Regulations Relating to Proposals by Security Holders*, Release No. 34-12999, 41 Fed. Reg. 52994, 52998 (3 December 1976). Questions regarding the alignment of corporate policies with the climate goals of the Paris Agreement are surely as significant.

D. Supplier Relationships.

Republic cites several letters in which the Division granted relief as to proposals seeking reports on steps a company is taking to monitor the use of prison labor in a company’s supply chain, *Foot Locker, Inc.* (3 March 2017) or an assessment of company efforts to regulate prison labor in its supply chain. *The Home Depot, Inc.* (20 March 2020) (chart) (seeking report on extent of prison labor in company supply chain); *The TJX Companies, Inc.* (20 March 2020) (chart) (seeking report on effectiveness of supply chain monitoring for prison labor). Republic Letter, p. 8. These letters (and others like them) can be distinguished when, as here, a proposal operates at a broad policy level rather than directing the Company’s relations with particular suppliers or customers.

Thus, in *The Wendy’s Company* (2 March 2017), the Division concurred in the exclusion of a proposal to limit a restaurant company to purchasing tomatoes from only certain suppliers. See also *The Kroger Co.* (25 April 2023) (same). By contrast, in *The Wendy’s Company, Inc.* (12 March 2021) (chart) the Division denied relief as to a more policy-oriented proposal that sought a report on how the company’s audits and third-party reviews of supply chain companies protected workers from human rights violations, including harms associated with COVID.

A report on how and whether Republic’s practices are consistent with an important element of the Paris Agreement plainly transcends “ordinary business.”⁷

E. The Perceived Lack of a Significant Social Policy Issue.

Republic’s next argument is in some respects a restatement of its prior ones, and it is one that we have essentially addressed throughout this letter. Specifically, the Company notes a proposal may not rise above the level of “ordinary business” simply because it refers to or touches upon a broader social policy issue. Thus, Republic argues, this Proposal “does not implicate the type of human capital management concerns with broad societal impact” that were present in other

⁷ This Proposal also differs from proposals that may involve a climate issue, but directly seek to regulate supplier relationships, *e.g.*, *Amazon.com, Inc.* (7 April 2023) (concurring with micromanagement argument as to a proposal asking Amazon to measure and disclosure “scope 3” greenhouse gas emissions for its own operations and those of its suppliers or vendors).

proposals. Republic Letter, p. 8. The letters Republic cites can be distinguished because they can be viewed as perhaps touching on a significant policy issue, but the connection was too tenuous to transcend quotidian management issues.⁸ The Proposal here is grounded on an element in an international agreement that is crucial to the future of the planet.

F. Micromanagement.

Republic's final argument is that the Proposal seeks to micromanage the Company's operations. Republic Letter, pp. 9-12. What is micromanagement? The Commission explained in the 1998 rulemaking that a micromanagement objection may be lodged if a proposal is "probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment," as when a proposal "involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." Release No. 34-40018, Part III, *supra* (footnote omitted). The Proposal has none of those features.

Republic's argument, in brief, is that the Company has adopted a sustainability strategy, the goals of which are aligned with certain United Nations Sustainable Development Goals ("SDG"), specifically Goals 8, 11 and 13. These Goals are set out in summary form in *Sustainable Development Goals*, available at https://amrefusa.org/sustainable-development-goals/?gad_source=1&gclid=Cj0KCQiAh8OtBhCQARIsAikWb68S1V-viP793PKV6AscsivBe-nqinwU3P38Y4G4zaTDWhv9XM9I6q8aAsLrEALw_wcB, with more specifics in *Global indicator framework for the Sustainable Development Goals and targets of the 2030 Agenda for Sustainable Development*, available at https://unstats.un.org/sdgs/indicators/Global%20Indicator%20Framework%20after%202023%20refinement_Eng.pdf. Republic also points to its

⁸ *Broadridge Financial Solutions, Inc.* (16 September 2022) (proposal on stock-based incentives throughout the workforce relates only tangentially to wealth inequality); *Amazon.com, Inc.* (8 April 2022) (NCPPR) (same); *Repligen Corp.* (1 April 2022) (same); *BlackRock, Inc.* (4 April 2022) (proposal on omitting "viewpoint" and "ideology" from company's EEO policy relates only tangentially to possible discrimination liability); *The Goldman Sachs Group, Inc.* (8 March 2022) (report on external costs created by company's underwriting multi-class equity offerings and the way such costs affect shareholders who rely on overall stock market return an ordinary business matter); *The TJX Companies, Inc.* (9 April 2021) (NorthStar) (report on compliance with company policy against "voluntary or involuntary" prison labor does not transcend ordinary business concern when company has a prohibition on the practice and proponent does not explain how the compliance program raises a significant policy issue).

sustainability report that reiterates these goals and describes progress towards the company's stated emission reduction goals. *Republic Services Sustainability Report 2022*, available at <https://www.republicservices.com/sustainability/reporting>.

What Republic does not say is that the SDG Goals that Republic is pursuing are stated at such a level of generality that one is hard pressed to disagree with them, *e.g.*, ending poverty (Goal 1), ending hunger and food insecurity (Goal 2), promoting “healthy lives” (Goal 3), etc. Republic highlights three Goals that, as written, are similarly broad and unobjectionable:

Goal 8. Promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all.

Goal 11. Make cities and human settlements inclusive, safe, resilient and sustainable.

Goal 13. Take urgent action to combat climate change and its impacts.

To be sure, each of these Goals contains several specific Targets, but these Targets are not much more specific than the overarching Goal, a point that is illustrated by the two Targets cited by Republic.

Target 8.5. By 2030, achieve full and productive employment and decent work for all women and men, including for young people and persons with disabilities, and equal pay for work of equal value.

Target 8.8. Protect labour rights and promote safe and secure working environments for all workers, including migrant workers, in particular women migrants, and those in precarious employment.⁹

Nowhere in these Goals will one find the phrase “just transition,” even though that concept is defined in the Paris Agreement as an “imperative.” See p. 3, *supra*. And that is where the current Proposal comes in. It is very easy for a company to embrace lofty goals and targets that are expressed at an abstract level and then to publish a sustainability report reaffirming the company's commitment to these goals and describes progress on goals that had previously been set.

⁹ In its “substantially implemented” argument, discussed *infra*, Republic also cites Goal 12, which states: “Ensure sustainable consumption and production patterns. The citation of this additional Goal does not affect the analysis either here or with respect to the “substantially implemented” argument.

But what if the company is not asking the right question? What if the company is paying lip service to the overarching policy goal (in this case, the goals of the Paris Agreement), but has failed to address an “imperative” element of that policy, in this case, the need for a “just transition”?

That is the situation we have here. Republic’s sustainability report mentions the Paris Agreement on page 36 of a 66-page document, which refers to Science Based Target initiatives as a “pathway to meet the goals of the Paris Agreement.” On page 14, under the UN SDGs, the Company also lists its GHG emission reduction goals under SDG 13, “Climate Action.” However, on the same page, under SDG 8, “Decent Work,” the Company states its goal as achieving and maintaining employee engagement scores “at or above 88 by 2030.” What connection does employee engagement have to a just transition? The Company certainly provides no explanation. Employee engagement scores could relate to a host of issues totally unrelated to achieving a just transition.

This level of superficiality does not come remotely close to addressing the impact of Republic’s chosen strategy (in the words of the Proposal) “on relevant stakeholders, including but not limited to its employees, workers in its supply chain, and communities in which it operates, consistent with the ‘Just Transition’ guidelines of the International Labor Organization and indicators of the World Benchmarking Alliance.”

Unwilling to concede the shortcomings of its stated policy, Republic resorts (at p. 10) to mischaracterizing our Proposal. Specifically, the Company states that the Proposal “would impose specific and granular methods for implementing the Company’s sustainability goals and practices.” Not so. Republic might have a point if the Proposal had been drafted to urge “the adoption of a climate strategy based on” the ILO and WBA standards. But the Proposal is plainly not that prescriptive, and that fact sets this Proposal apart from the ones cited in Republic’s letter, all of which would have the company take specific actions or involved issues that did not transcend ordinary business.¹⁰

¹⁰ See *Amazon.com, Inc.* (Green Century) (7 April 2023) (proposal asks company to measure and disclose scope 3 GHG emissions from full chain using a specific methodology with management discretion); *Chubb Ltd.* (27 March 2023) (while professing alignment with Paris Agreement goals, proposal urges a time-bound phase-out of certain company operations); *Phillips 66* (20 March 2023) (proposal seeks a report on certain financial accounting disclosures); *Verizon Communications Inc.* (17 March 2022) (proposal asks company to “publish annually the written and oral content of diversity, inclusion, equity or related employee-training materials” is viewed as “probing too deeply into matters of a complex nature by seeking disclosure of intricate details” of employee training); *American Express Co.* (11 March 2022) (same); *Deere & Co.* (3 January 2022) (same); *Johnson*

For these reasons, we submit that the Proposal raises issues that transcend “ordinary business” and thus cannot be omitted from Republic’s proxy materials.

II. THE PROPOSAL HAS NOT BEEN SUBSTANTIALLY IMPLEMENTED.

As Republic correctly notes, the standard for determining if a proposal has been “substantially implemented” focuses on whether the company has already acted upon the recommended course of action and whether the company’s actions “compare favorably” with what is being sought. In addition, the analysis looks to whether the underlying concerns have been addressed.

Much of our response to this contention appears in our response to the micromanagement argument in the previous section. In any event, and taking the “substantial implementation” argument on its own terms, Republic has not come close to satisfying the applicable standard, which tends to be somewhat fact-bound in terms of comparing what a company has done and what a proposal is requesting.

The Proposal recommends disclosures based in criteria in line with guidelines set by the International Labor Organization and the World Benchmarking Alliance, which are discussed briefly in the Supporting Statement and which deal explicitly with the “just transition” concept at the heart of the Proposal. In response Republic does not cite any disclosure the Company has made based on those standards, but only the Company’s Form 10-K for the fiscal year ended December 31, 2022, which states that the Company has “aligned [its] 2030 goals” with certain UN Sustainable Development Goals, citing also the Company’s sustainability reports that are said to discuss further the alignment of the Company’s 2030 sustainability goals with these SDGs. Republic Letter, pp. 13-14.

As we explained above, however, the UN SDG Goals operate at such a level of generality that virtually any policy a company may adopt may be said to compare favorably with any other proposal. Thus, Goal 13, which speaks of the need for “urgent action to combat climate change and its impacts.” A company could argue that any climate plan it has adopted will, in the company’s view, be taking “urgent action” consistent with Goal 13. But is how one to tell?

Republic’s argument underscores the point. The targets that the Company claims are aligned with SDG Goals 8 and 13 provide investors with little clue as to

& Johnson (Hammerman/JLens) (12 February 2020) (letter decision not based explicitly on micromanagement, but cites the fact that the proposal would “categorically prohibit immediate full payment of short-term bonus awards to senior executives [and thus] would strip the Compensation & Benefits Committee of the discretion and flexibility it requires to properly exercise its business judgment”).

how Republic plans to manage a just transition. For instance, how does achieving an 88 employee engagement score capture the opportunities and challenges for key stakeholders in achieving Scope 1 and 2 GHG emission reduction goals?

Republic's argument that its current disclosures "compare favorably" with the Proposal reveals a serious misunderstanding of the differences between – as well as the inter-connectedness of – the UN SDGs, the ILO Guidelines and the WBA standards. As noted above, the UN SDGs state policy goals at the most abstract, general level, thus making it easy for a company to say that it has embraced, say, Goal 8 (promoting "sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all") or Goal 13 (the need to take "urgent action to combat climate change and its impacts"). However, any such statements ignore an important underlying question: Is that commitment anything more than sloganeering? And if a company has a plan (and Republic argues that it does), how effective is that plan? How does it stack up compared to competitors?

The ILO Guidelines and particularly the WBA standards aim to provide content to the UN SDGs, thus providing investors and others with neutral criteria to assess a company's commitment to the UN SDG overarching goals. See *World Benchmarking Alliance Just Transition Methodology* (June 2021), available at <https://assets.worldbenchmarkingalliance.org/app/uploads/2021/07/Just-Transition-Methodology.pdf>.

The WBA methodology identifies overarching "systems transformations that need to take place to put our society, planet and economy on a path to achieve the Sustainable Development Goals (SDGs)" and developed "a series of publicly available and free benchmarks that assess and measure the contributions of the 2,000 most influential companies to the SDGs." *Id.*, p. 4. The heart of the WBA process is a series of six broad indicators, each of which contains a set of "expectations" of what companies could be doing to achieve the enumerated goals, with progress on each point given a score; the overall aim is to provide an objective measure of how much progress is being made and thus help investors and others identify "what good looks like." *Id.*, p. 13.

WBA has begun surveying companies world-wide to assess progress. Some U.S. companies have begun reporting, and those initial reports can be found at <https://www.worldbenchmarkingalliance.org/sdg2000/> (In the left column click "United States of America" under "Headquarter"). These reports assess and rank companies according to several overall criteria: "assessing low-carbon transition" ("ACT"), "Just transition" ("JT") and "core social indicators" ("CSI").

To take an example chosen at random, the report for Alaska Air Group, see <https://www.worldbenchmarkingalliance.org/publication/transport/compa>

[nies/alaska-air-group/](#), ranks the company 59th out of 90 companies surveyed, with rankings for three broad categories (“assessing low-carbon transition” (“ACT”); “Just transition” (“JT”) and “core social indicators” (“CSI”). The report provides links to further details along with a brief narrative assessment, which states:

Alaska Air’s ambition is to be the most fuel-efficient airline in the US. However, between 2016 and 2020 its emissions intensity increased. The company’s commitment to purchase 145 new, more efficient aircraft will help the company align with its 1.5°C pathway, but Alaska Air will require a structured low-carbon business model to achieve its net-zero goal. A clear timeline and financial commitments for its adoption of low-carbon fuels should be published to show its commitment to a low-carbon economy.

The company commits to respecting worker health and safety and discloses its lobbying and political engagement policy. Additionally, the company discloses its actions to support local employment and embed equality of opportunity for Black, female and disabled employees. However, it can increase disclosure on many core social and just transition topics.

This example, even though chosen at random, nicely illustrates the value of neutral and objective criteria that can be used to measure a company’s broadly stated general goals. Thus, this report acknowledges the airline’s high-level goal of being the “most fuel-efficient airline in the US,” which is laudable, but the report then points out additional steps that are needed to assess steps towards attaining that goal. The report also notes the airline’s commitment to worker health and safety and actions “to support local employment and embed equality of opportunity for Black female and disabled employees,” while pointing out areas needing improved disclosure.

It should be obvious that this type of comparative data would be useful to investors who want to learn how companies compare to their peers and which companies “walk the walk” and not just “talk the talk.” Republic may disagree as to the value or need for such an assessment, but that is not the pertinent question. This brief discussion should be enough to rebut Republic’s claim that the company’s current level of disclosures have “substantially implemented” the Proposal because they “compare favorably” with what the Proposal is seeking and have addressed the “underlying concerns” behind the Proposal.

Conclusion.

For these reasons, we respectfully ask the Division to advise the Republic Services that the Division does not concur with the Company’s argument that the

Proposal may be excluded from the Company's proxy materials for the upcoming annual meeting.

Thank you for your consideration of these points. Please do not hesitate to contact us if we can provide further information.

Respectfully submitted,

A handwritten signature in black ink that reads "Cornish F. Hitchcock". The signature is written in a cursive style with a long horizontal flourish at the end.

Cornish F. Hitchcock

cc: Kerry Shannon Burke

COVINGTON

BEIJING BOSTON BRUSSELS DUBAI FRANKFURT
JOHANNESBURG LONDON LOS ANGELES NEW YORK
PALO ALTO SAN FRANCISCO SEOUL SHANGHAI WASHINGTON

Covington & Burling LLP
One CityCenter
850 Tenth Street, NW
Washington, DC 20001-4956
T +1 202 662 6000

February 16, 2024

By Electronic Submission

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: Republic Services, Inc. — Shareholder Proposal Submitted by the International Brotherhood of Teamsters General Fund

Ladies and Gentlemen:

On behalf of Republic Services, Inc. (the “Company” or “Republic”), we refer to our letter dated January 3, 2024 (the “No-Action Request”), pursuant to which we requested that the staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) concur with the Company that the shareholder proposal and supporting statement (the “Proposal”) submitted by the International Brotherhood of Teamsters General Fund (the “Proponent”) may be excluded from the proxy materials for the Company’s 2024 annual meeting of stockholders (the “2024 Proxy Materials”) under Rule 14a-8(i)(7) and Rule 14a-8(i)(10).

We are responding to the letter submitted by the Proponent, dated January 30, 2024 (the “Proponent’s Response”), and this letter supplements the No-Action Request. In accordance with Rule 14a-8(j) of the Securities Exchange Act of 1934 (the “Exchange Act”), a copy of this letter is also being sent to the Proponent.

COVINGTON

Office of Chief Counsel
February 16, 2024
Page 2

The Proposal should be excluded under Rule 14a-8(i)(7) and Rule 14a-8(i)(10)

The Proposal Focuses on Multiple Ordinary Business Matters

The language of the Proposal addresses multiple aspects of the Company's ordinary business operations, including the Company's management of its workforce, its products and services, its choice of technologies and its supplier relationships. The Proposal is particularly focused on the Company's management of its workforce, including the impact of the Company's decisions about business strategy on its employees. For example, the Proposal anticipates that the Company will address the following workforce matters when preparing the report requested by the Proposal in accordance with the guidelines of the International Labor Organization ("ILO") and the World Benchmarking Alliance ("WBA"): protection for job losses and job displacement; employee skills development; job dislocation; and retaining and reskilling workers. The supporting statement also includes specific references to the strategy for managing the Company's workforce, including the role of automation in the Company's services; the number of drivers in the Company's recycling vehicles and related labor costs; the use of robotic sorters at Company recycling facilities and their relation to employee job security; and optical recycling sorters at one of the Company's recycling facilities and their impact on employee staffing levels. The Proponent's Response illogically claims that the Proposal's numerous references to the Company's workforce management and related business strategy evidences an unawareness by the Company of the impact of climate change and human capital management on stockholder value. However, this misstates the clear focus of the Proposal, which is on the Company's management of its workforce, an ordinary business matter.

The language of the Proposal also is concerned with the Company's products and services, its choice of technologies and its supplier relationships. The Proposal's invocation of the provision of recycling services, including the number of employees staffed in each of the Company's recycling vehicles and the specific types of machine sorters used in Company facilities, directly implicates the Company's products and services. In addition, the Proposal's concern with vehicle automation and robotic and optical sorting machinery implicates the Company's choice of technologies. Further, the Proposal states that the requested report should encompass workers in the Company's "supply chain," which implicates the Company's supplier relationships. All of these are unequivocally ordinary business matters.

The Proposal Does Not Focus on a Significant Social Policy Issue

The Staff has long permitted the exclusion of proposals under Rule 14a-8(i)(7), even where a significant social policy issue has been raised in the body of a proposal, if the proposal in question does not focus on the significant social policy issue. The Proponent's Response attempts to recast the emphasis of the proposal on climate change and the Paris Agreement, but the plain language of the Proposal primarily addresses ordinary business matters within the context of the Company's waste management and recycling services, as described in further detail above and in the No-Action Letter. As noted above, the language of the Proposal focuses on the Company's management of its workforce, the products and services it provides, its choice of technologies and its supplier relationships. This focus directly implicates and does not

COVINGTON

Office of Chief Counsel
February 16, 2024
Page 3

transcend ordinary business matters. Occasional references to climate change do not change that.

The Proposal Micromanages the Company

The Proposal also endeavors to micromanage the Company's existing sustainability goals and practices. The Company's 2030 sustainability goals are the result of considerable efforts and analyses and are aligned with the UN Sustainable Development Goals ("UN SDGs"), including Decent Work and Economic Growth (Goal 8), Sustainable Cities and Communities (Goal 11), Responsible Consumption and Production (Goal 12) and Climate Action (Goal 13). The Proposal and the Proponent's Response acknowledge the Company's 2030 sustainability goals but then disregard them by reorienting the Company's sustainability program around specific ILO and WBA guidelines, instead of the UN SDGs and the other frameworks carefully considered by the Company. The Company has put significant efforts and resources into the design of its sustainability goals and practices, which reflect a comprehensive assessment of complex opportunities and challenges. The Proposal endeavors to supplant the Company's judgment in designing its sustainability program by substituting its own preferences for addressing "just transition" concerns and mandating an alternative framework.

The Company Has Substantially Implemented the Proposal

The Company's sustainability reports and Form 10-K and proxy statement disclosures substantially implement the Proposal. As part of the establishment and periodic review processes of its 2030 sustainability goals, the Company determined that it would continue to align its 2030 sustainability goals with the UN SDGs. As discussed in further detail in the No-Action Request, the UN SDGs address the type of "just transition" concerns raised by the Proposal, including Goal 8 ("promote sustained, inclusive and sustainable economic growth, full and productive employment and decent work for all"). As the Proposal concedes, the Company has already adopted sustainability goals and practices, which are well-developed, periodically updated and designed to address sustainability opportunities and challenges.

Conclusion

For the reasons stated above and in the No-Action Request, we respectfully request that the Staff concur that the Company may exclude the Proposal from its 2024 Proxy Materials under Rule 14a-8(i)(7) and Rule 14a-8(i)(10).

We take this opportunity to update the Staff on the Company's proxy season timeline. The Company anticipates filing its 2024 Proxy Materials on or about April 9, 2024, and that such materials will need to be finalized for printing and distribution no later than April 3, 2024. Accordingly, the Company would appreciate receiving the Staff's response to the No-Action Request by March 27, 2024.

If the Staff disagrees with the Company's view that it can omit the Proposal, we request the opportunity to confer with the Staff prior to the final determination of the Staff's position. If

COVINGTON

Office of Chief Counsel
February 16, 2024
Page 4

the Staff has any questions regarding this request or requires additional information, please contact me at (202) 662-5297.

Very truly yours,


Kerry Shannon Burke

cc: Catharine D. Ellingsen
Executive Vice President, Chief Legal Officer,
Chief Ethics & Compliance Officer, and Corporate Secretary
Republic Services, Inc.

Michael Pryce-Jones
International Brotherhood of Teamsters General Fund