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July 25, 2007

VIA FEDERAL EXPRESS DELIVERY

Mr. Paul Crissman
Solid Waste Section
NC Department of Environment and Natural Resources
Division of Waste Management
401 Oberlin Road, Suite 150
Raleigh, North Carolina 27605



RE: Material Recovery, LLC – Permit # 92-31
Material Reclamation, LLC – Permit # 92-24
WCA Wake Transfer Station, LLC – Permit # 92-34T
WCA of High Point, LLC – Permit # 41-16

Dear Mr. Crissman:

As you know, our firm represents WCA Waste Systems, Inc. (“WCA”) and each of the above referenced limited liability companies (“LLCs”). This letter hereby confirms our understanding reached during our discussions while you were in Winston-Salem. Our clients are agreeable and hereby consent to add the affiliated entity, WCA, to the above referenced solid waste management facility permits presently under review by the North Carolina Department of Environment and Natural Resources, Division of Waste Management (“DENR”). A copy of the consent by WCA is attached hereto as Exhibit 1. WCA is a traditionally structured corporation and not a limited liability company. We have previously sent you the corporate structure information showing WCA’s relationship to the LLCs.

The addition of WCA on each permit satisfies your concerns related to the requirement of N.C.G.S. § 130A-294(b) to demonstrate that by virtue of its corporate affiliation with WCA, each LLC is financially qualified to carry out the activity for which these permits are required. Further, it is consistent with the treatment of other permits granted by DENR. Each LLC referenced is the operating entity for the permit applicable to its business activity.

This letter supplements our prior submittals (dated November 16, 2006, and December 18, 2006) to DENR in response to requests for additional information and the

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submitted permit applications. The prior submittals provided a number of options that demonstrated financial assurance for the LLCs. However, these prior submittals did not satisfy the concerns of DENR on the financial assurance issue. Therefore, our client agreed to add the corporation, WCA Waste Systems, Inc., onto each permit to address the § 294(b) requirement.

This confirmation completes each permit application and therefore DENR may proceed with its re-issuance of each permit for the above referenced LLCs. DENR has in its possession permit applications for each facility, relevant records from the Secretary of State's office for the LLCs, and free access to financial and corporate organizational information. The agency also possesses the relevant compliance history.

We are anxious to resolve this expeditiously for reasons we have discussed and put in writing. The addition of the affiliated entity, WCA Waste Systems, Inc., is sufficient to meet the Division § 294(b) concerns. Our clients are anxious to move forward with this process as soon as possible. It is not in DENR's or our client's best interest to prolong the reissuance of the permits any longer. Thank you for your assistance in resolving these permitting concerns.

Sincerely,

A handwritten signature in black ink, appearing to read 'SRB', with a long horizontal line extending to the right.

Stephen R. Berlin

SRB/psm

**WRITTEN CONSENT
OF
WCA WASTE SYSTEMS, INC.**

WCA Waste Systems, Inc., a Delaware corporation (the "Corporation"), does hereby adopt the following action by signing its written consent hereto:

WHEREAS, the Corporation is the sole member of:

Material Recovery, LLC - Permit #92-31
Material Reclamation, LLC - Permit #92-24
WCA Wake Transfer Station, LLC - Permit #92-34T
WCA of High Point, LLC - Permit #41-16

(collectively the "LLCs"); and

WHEREAS, the North Carolina Department of Environment and Natural Resources has requested that the Corporation be added to the LLCs' solid waste management facility permits; and

WHEREAS, the Corporation has determined it to be in the best interest of the LLCs, who are operating the solid waste management facilities, for the Corporation to be added to the LLCs' solid waste management permits.

NOW, THEREFORE, the Corporation hereby consents to being added to the LLCs' solid waste management permits.

This action is effective as of the 25th day of July, 2007.

WCA WASTE SYSTEMS, INC.

By: 

J. Edward Menger, Vice President and Secretary

