

**MANAGEMENT DEVELOPMENT/COMPENSATION COMMITTEE
OF THE
BOARD OF DIRECTORS
("Committee")
OF
ALLIED WASTE INDUSTRIES, INC.
("Company")**

CHARTER

Purpose

The Committee's purpose is to (i) discharge the Board's responsibilities relating to the compensation of the Company's directors, Chief Executive Officer ("CEO") and other executives and (ii) review and report on the continuity of executive leadership for the Company.

Committee Membership

The Committee shall consist of no fewer than three members. Each member of the Committee shall meet the requirements of the New York Stock Exchange ("NYSE") listing standards and all other applicable laws. The Committee shall report to the Board. A majority of the members of the Committee shall constitute a quorum. Members shall be appointed by the Board, upon recommendation of the Governance Committee, and may be removed by the Board in its discretion.

Authority and Responsibilities

The Committee has the following authority and responsibilities:

- Review and approve annually the corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and set the CEO's compensation based on this evaluation; and annually review the corporate goals and objectives relevant to the compensation of the Company's other executives.
- Review and approve annually the evaluation process and compensation structure for the CEO, and annually review the evaluation process and compensation structure for the Company's other executives.
- Review and report to the Board annually on the performance of the CEO.
- Exercise all of the authority of the Board with respect to the review, approval, modification and administration of the Company's executive compensation plans, policies and programs, including non-CEO compensation, incentive compensation

plans and equity based plans, except as otherwise may be required by the NYSE listing standards and all other applicable laws.

- Review and coordinate annually with the Governance Committee the compensation structure for the Board.
- Prepare and publish an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable laws.
- Review and report to the Board annually regarding the succession plans for the CEO and other executive officers and the leadership continuity for the Company.
- Form, and delegate authority to, subcommittees as deemed appropriate by the Committee.
- Retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion, and approve any related fees and terms of retention.
- Evaluate annually the Committee's performance in accordance with the NYSE listing standards and all other applicable laws.
- Report regularly to the Board, upon the Committee's recommendations, actions and other matters as the Board shall from time to time specify to the Committee.