

**EXECUTIVE COMMITTEE
OF THE
BOARD OF DIRECTORS
("Committee")
OF
ALLIED WASTE INDUSTRIES, INC.
("Company")**

CHARTER

Purpose

The Committee is a standing committee charged with supporting the Company's Board in performance of their duties and responsibilities.

Committee Memberships

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Company. A majority of the members of the Committee shall constitute a quorum. The members of the Committee shall be approved and replaced by the Board. The Committee shall report to the Board. The requirements of the New York Stock Exchange listing standards do not apply to the Committee.

Authority and Responsibilities

The Committee has the following authority and responsibilities:

- Handles interim Board issues between Board meetings as follows:
 - ⇒ acts upon matters that the Chairperson of the Board has determined to be an emergency that should not be postponed until the next scheduled meeting and for which a special meeting is not practicable; and
 - ⇒ reports any emergency actions taken to the Board.
- Serves such other functions and performs such other duties as deemed appropriate by the Board.
- Reports to the Board, upon the Committee's recommendations, actions and other matters as the Board shall from time to time specify to the Committee.