

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

**CHARTER**

**Purpose**

The Committee's purpose is to (i) develop and recommend to the Board a set of corporate governance principles applicable to the Company, (ii) identify director candidates and recommend that the Board select the director nominees for the next annual meeting or to fill vacancies and (iii) review and provide oversight of the effectiveness of the Company's governance practices.

**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. The members of the Committee shall be appointed and removed by the Board in its discretion.

**Authority and Responsibilities**

The Committee has the following authority and responsibilities:

- Develop and recommend to the Board for its approval a set of corporate governance guidelines.
- Establish and periodically reevaluate criteria for Board membership and selection of new directors, including independence standards, in accordance with applicable law and the NYSE listing standards.
- Identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees for the next annual meeting or to fill vacancies, subject to any shareholder agreements or other binding obligations of the Company that provide third parties the right to nominate directors or that impose other restrictions.

- Sole authority to retain and terminate any search firm to be used by the Committee in carrying out its duties to identify director candidates, and the sole authority to approve such firm's fees and other retention terms.
- Review annually the structure and operations of the Board committees, committee member qualifications and committees reporting to the Board, and recommend to the Board for approval the directors to serve or be removed as members of each committee and any subcommittee and to recommend additional committee members to fill any vacancies.
- Delegate the Committee's authority to subcommittees of the Committee or other committees of the Board as deemed appropriate by the Committee.
- Monitor the orientation and training needs of directors and recommend action to the Board, individual directors and management where appropriate.
- Develop and oversee annually an evaluation process of the Board and its committees.
- 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.