

Waste Connections, Inc.

Nominating and Corporate Governance Committee Charter

Organization

The Nominating and Corporate Governance Committee of the Board of Directors will consist of at least three members of the Company's Board of Directors, all of whom are independent of the Company and its management.

To be considered independent, a member of the Nominating and Corporate Governance Committee must meet the independence standards set forth in the Company's Corporate Governance Guidelines. The Board of Directors will annually determine that the members of the Nominating and Corporate Governance Committee are independent.

Members of the Committee are appointed by the Board of Directors and may be removed by the Board of Directors in its discretion.

Statement of Purpose

The Nominating and Corporate Governance Committee will identify qualified individuals to become Board members, select or recommend to the Board director nominees for each meeting of stockholders at which one or more directors will be elected and for vacancies to be filled by the Board of Directors, and develop and recommend to the Board and assist the Board in implementing the Company's corporate governance principles.

Responsibilities

In carrying out its purposes, the Committee will:

- Lead the search for individuals qualified to become members of the Board of Directors and select director nominees to be presented for stockholder approval at each meeting of stockholders at which one or more directors will be elected and to fill vacancies on the Board. The Committee will select individuals as director nominees who meet the qualification standards for directors set forth in the Company's Corporate Governance Guidelines.
- Appoint or recommend to the Board the persons to serve on each other Board committee. Although the Committee may consult with the Company's management regarding these recommendations, it will ultimately determine its nominations or recommendations in executive session without the presence of management.
- Develop and recommend to the Board of Directors for its approval a set of Corporate Governance Guidelines and a Code of Conduct and Ethics for the Company (including a Code of Ethics for the Chief Executive Officer and Senior Financial Officers, as required by Section 406 of the Sarbanes-Oxley Act). The Committee will review the Guidelines and Code on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

- Have the sole authority to waive provisions of the Company’s Code of Conduct and Ethics with respect to executive officers and directors in specific circumstances where the Committee determines that such waiver is appropriate, subject to compliance with applicable laws and regulations. Any such waivers will be promptly disclosed to the Company’s stockholders to the extent required by applicable laws and regulations.
- Develop and recommend to the Board of Directors for its approval an annual self-evaluation process for the Board and its committees. The Committee will oversee these annual self-evaluations, and the evaluation of the Company’s management.
- Have sole authority to retain and terminate any search firm engaged to assist in identifying director candidates, including sole authority to approve any search firm’s fees and other terms of the engagement.
- Maintain regular contact with the Company’s management, which may include, in the Committee’s discretion, meeting with the officers responsible for implementing the Company’s Code of Conduct and Ethics and legal compliance, without the presence in such meetings of other executive officers or non-independent directors.
- Have authority to retain outside counsel and any other advisors as the Committee deems appropriate in its sole discretion. The fees and expenses of such counsel and other advisors will be subject to the approval of the chair of the Committee and paid by the Company.
- Review and approve the participation by any officer, director or employee on the board of directors of another for-profit company.
- Review and approve any material transaction between the Company and any director or executive officer or entity affiliated with such person, including assessing whether the transaction is fair and in the Company’s interests, why the Company should enter into it with a related rather than an unrelated party, and whether public disclosure is required.
- Have the authority to delegate any of its responsibilities to single members of the Committee or sub-committees, as the Committee deems appropriate in its sole discretion.
- Report its actions and recommendations to the Board of Directors after each Committee meeting.
- Perform an annual performance self-evaluation of the Nominating and Corporate Governance Committee.
- Obtain the full Board of Directors’ approval of this Charter and review and assess this Charter at least annually and otherwise as conditions require.