



American Ecology Corporation Nominating Committee Charter

Purpose

The Nominating Committee (“the Committee”) is appointed by the Board for the primary purposes of:

- A. Identifying individuals qualified to become members of the Board.
- B. Recommending to the Board when new members should be added to the Board.
- C. Recommending to the Board individuals to fill vacant Board positions.
- D. Recommending to the Board the director nominees for the next annual meeting of shareholders.
- E. Evaluation of the Board and its members in accordance with applicable law.

Committee Membership

The Committee shall be appointed by the Board and shall consist of at least three directors, each of whom is to be free of any relationship that, in the opinion of the Board, would interfere with his or her exercise of independent judgment. Each Committee member shall meet the requirements of the Nasdaq listing standards, and federal laws and regulations, with respect to nominating committees and their independence, as they may become applicable from time to time. No Committee member may receive compensation from the Company other than Board approved director’s fees. The members of the Committee will be appointed by and serve at the discretion of the Board.

Committee Authority and Responsibilities

The Committee believes that it is in the best interest of the Company and its stockholders to obtain highly-qualified candidates to serve as members of the Board of Directors and, accordingly, the primary responsibility of the Committee is to oversee the selection of new Directors. The Board will designate a Chairman for the Committee and the Committee shall have such authority as determined and delegated by the Board. The Committee may delegate authority to subcommittees, or to the Chairman of the Committee when appropriate. The Committee shall have the following authority and responsibilities:

- A. **Board Vacancies.** When a vacancy occurs on the Board by reason of disqualification, resignation, retirement, death, or an increase in the size of the Board, to present its recommendation of a replacement or additional member to the Board.
- B. **Director Criteria.** To consider, at a minimum, the following factors in recommending to the Board potential new Board members, or the continued service of existing members:
 1. Strong personal characteristics including but not limited to strong moral fiber and integrity; good business and personal reputation, experience at a strategy/policy setting level; high-level managerial experience, or experience dealing with complex problems; an ability to work effectively

- with others; sufficient time to devote to the affairs of the Company; and freedom from conflicts or potential conflicts of interest.
2. Whether the member/potential member is subject to a disqualifying factor including, but not limited to relationships with competitors, customers, suppliers, contractors, counselors, or consultants, or recent previous employment with the Company.
 3. The member's/potential member's independence, as defined by Nasdaq and the U.S. Securities and Exchange Commission.
 4. Whether the member/potential member would be considered a "financial expert" or "financially literate" as described in applicable listing standards, legislation, or Audit Committee guidelines
 5. The extent of the member's/potential member's business experience, technical expertise, or specialized skills or experience.
 6. Whether the member/potential member, by virtue of particular experience relevant to the company's current or future business, will add specific value as a Board member.
 7. Any factors related to the ability and willingness of a new member to serve, or an existing member to continue his/her service.
- C. **Board Size.** To make recommendations to the full Board about exercising the Board's authority to determine the number of its members.
- D. **Oversight of the Evaluation of the Board.** To be responsible for overseeing the evaluation of the Board in the following respects:
1. By annually reviewing the performance of the Board as a whole, and reporting the results of its review to the Board.
 2. By annually reviewing the performance of Board members who are expected to stand for election at the next annual meeting.
- E. **Director Removal.** To recommend to the Board the removal of a Director where appropriate.
- F. **Director Independence.** To recommend to the Board standards for Director independence.
- G. **Other Activities.** To perform any other activities as the Committee deems appropriate, or as are requested by the Board, consistent with this charter, the Company's bylaws and applicable law.
- H. **This Charter.** To maintain and update, as appropriate, this charter, which will be published on the Company's website.

Outside Advisors

The Committee shall have the authority to retain such outside counsel, experts, investigators, and other advisors as it deems appropriate to assist the Committee in the performance of its functions. The Committee shall have the authority to set an annual budget for its use during the year regarding the discharge of its duties, subject to approval by the full Board of Directors. The Committee shall not engage or contact for review purposes outside accounting firms or law firms without the approval of the full Board of Directors. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

Meetings

The Committee will meet as often as may be deemed necessary or appropriate in its judgment, but at least annually each year, and at such times and places as the Committee shall determine. The majority of the members of the Committee shall constitute a quorum.

The Committee shall report to the Board with respect to its meetings, including any issues that arise with respect to the operations of the Board of Directors and the selection of Board members. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors.