

## CASELLA WASTE SYSTEMS, INC.

### AMENDED AND RESTATED CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Casella Waste Systems, Inc. (the “Company”) has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. The Guidelines should be applied in a manner consistent with all applicable laws and stock exchange rules and the Company’s charter and by-laws, each as amended and in effect from time to time. The Guidelines are intended to serve as a flexible framework for the conduct of the Board’s business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders. It is the expectation of the Board that these Guidelines will be publicly disclosed.

#### A. General Principles

Each member of the Board shall:

- dedicate sufficient time, energy and attention to ensure the diligent performance of his or her duties;
- comply with the duties and responsibilities set forth herein and in the Company’s by-laws;
- comply with all duties of due care, loyalty and good faith applicable to Directors of a publicly-traded Delaware corporation;
- adhere to the Company’s Code of Business Conduct and Ethics, including the policies on conflicts of interest contained in it; and
- respond to the stockholders’ need for full and fair disclosure of matters relating to the Company’s business.

Members of the Board must be able to read and understand financial statements and information in order to evaluate the financial performance of the Company.

Members of the Board must be persons of good character and thus must possess all of the following personal characteristics:

- Integrity: Directors must demonstrate high ethical standards and integrity in their personal and professional dealings.

- **Accountability:** Directors must be willing to be accountable for their decisions as Directors.
- **Judgment:** Directors must possess the ability to provide wise and thoughtful counsel on a broad range of issues.
- **Responsibility:** Directors must interact with each other in a manner which encourages responsible, open, challenging and informed discussion.
- **High Performance Standards:** Directors must have a history of achievement which reflects high standards for themselves and others.
- **Commitment and Enthusiasm:** Directors must be committed to, and enthusiastic about, their performance for the Company as Directors, both in absolute terms and relative to their peers.
- **Courage:** Directors must possess the courage to express views openly, even in the face of opposition.

## **B. Director Responsibilities**

1. Oversee Management of the Company. The principal responsibility of the Directors is to oversee the management of the Company and, in so doing, serve the best interests of the Company and its stockholders. This responsibility includes:
  - Reviewing and approving fundamental operating, financial and other corporate plans, strategies and objectives, including enterprise wide risk management.
  - Evaluating the performance of the Company and its chief executive officer and taking appropriate action, including removal, when warranted.
  - Evaluating the Company's compensation programs on a regular basis and determining the compensation of its senior executives.
  - Reviewing, approving and implementing senior executive succession plans.
  - Establishing a corporate environment that promotes timely and effective disclosure (including robust disclosure controls, procedures and incentives), fiscal accountability, high ethical standards and compliance with all applicable laws and regulations.
  - Reviewing and approving material transactions and commitments not entered into in the ordinary course of business.

- Developing a corporate governance structure that allows and encourages the Board to fulfill its responsibilities.
  - Providing advice and assistance to the Company's senior executives.
  - Evaluating the overall effectiveness of the Board and its committees.
2. Ethical Conduct. Directors shall act at all times in accordance with the requirements of the Company's Code of Business Conduct and Ethics, which shall be applicable to each Director and employee of the Company in connection with his or her activities on behalf of or relating to the Company. This obligation includes adherence to the Company's policies with respect to conflicts of interest, confidentiality, and protection of the Company's assets, ethical conduct in business dealings and respect for and compliance with applicable law. Any waiver of the requirements of the Code of Business Conduct and Ethics with respect to any individual Director must be approved by the Board of Directors.
  3. Candor and Conflicts of Interest. The Directors recognize that candor and the avoidance of conflicts in fact and in perception are hallmarks of the accountability owed to the stockholders. If a Director, directly or indirectly, has a financial or personal interest in a contract or transaction to which the Company is to be a party, or is contemplating entering into a transaction that involves the use of corporate assets or competition against the Company, the Director shall be considered to be "interested" in the matter. The Director shall contact the Chair of the Nominations and Governance Committee or Audit Committee to disclose such proposed relationship. The Director's involvement or interest will be reviewed by the Nominations and Governance Committee or Audit Committee, and the Committee shall then make a recommendation to the Board.
  4. Exercise Business Judgment. In discharging their fiduciary duties of care, loyalty and candor, Directors are expected to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders.
  5. Understand the Company and its Business. Directors have an obligation to become and remain informed about the Company and its business, including the following:
    - The principal operational and financial objectives, strategies and plans of the Company.
    - The results of operations and financial condition of the Company and of significant subsidiaries and business segments.
    - The relative standing of the business segments within the Company and vis-à-vis competitors.

- The factors that determine the Company’s success.
  - The risks and problems that affect the Company’s business and prospects.
6. Establish Effective Systems. Directors are responsible for determining that effective systems are in place for the periodic and timely reporting to the Board on important matters concerning the Company, including the following:
- Current business and financial performance, the degree of achievement of approved objectives and the need to address forward-planning issues.
  - Future business prospects and forecasts, including actions, facilities, personnel and financial resources required to achieve forecasted results.
  - Financial statements, with appropriate segment or divisional breakdowns.
  - Adoption, implementation and monitoring of effective compliance programs to assure the Company’s compliance with law, regulations and corporate policies.
  - Material litigation and governmental and regulatory matters.

Directors should also periodically review the integrity of the Company’s internal control and management information systems.

7. Board and Committee Meetings. Directors are responsible for attending Board meetings and meetings of committees on which they serve, and devoting the time needed, and meeting as frequently as necessary, to discharge their responsibilities properly.
8. Reliance on Management and Advisors; Indemnification. The Directors are entitled to rely in good faith upon the records of the Company and upon such information, opinions, reports or statements presented to the Company by any of the Company’s officers or employees, or committees of the Board, or by any other person as to matters the Director reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. The Directors are also entitled to Company-provided indemnification, statutory exculpation and Directors’ and officers’ liability insurance.

**C. Director Qualification Standards**

1. Independence. The Board shall have a majority of Directors who meet the criteria for independence required by NASDAQ.
2. Board Determination of Independence. No Director will be considered “independent” unless the Board affirmatively determines that the Director meets the standards promulgated by the SEC and the NASDAQ. Because it is not

possible to anticipate or explicitly provide for all potential conflicts of interest that might affect independence, the Board is also responsible to determine affirmatively that each independent Director has no other material relationships with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) or with any executive officer of the Company and has no other material relationship with the Company. A relationship will be considered “material” if, in the judgment of the Board, it would interfere with a Director's independent judgment. A Director who does not comply with the independent Director requirements under the NASDAQ Listing Standards and related rules cannot be considered independent. In determining “independence”, the Board shall broadly consider all relevant facts and circumstances, as well as any other facts and considerations specified by the rules of the NASDAQ, the rules and regulations of the SEC, by law and by any rule or regulation of any other regulatory body applicable to the Company.

When assessing the materiality of a Director’s relationship with the Company, the Board shall consider the issue not merely from the standpoint of the Director, but also from that of persons or organizations with which the Director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships (among others).

3. Additional Director Qualifications. The Company shall disclose in its annual proxy statement the Board’s independence determination, including the basis for determining that a relationship, if any, is not material, with respect to each Director standing for election and each continuing Director. In order to facilitate this disclosure, the Board may adopt categorical standards of independence to assist it in making determinations of independence and may make a general determination that a Director meets these standards. The Company will disclose any categorical standards of independence adopted by the Board, but will only state generally that the independent Directors meet these standards without detailing particular aspects of immaterial relationships between individual Directors and the Company. Any determination of independence for a Director who does not meet these standards must be specifically explained.
4. Interlocking Directorates. No inside Director or executive officer of the Company shall serve as a Director of a company where a Company non-management Director is an executive officer.
5. Tenure and Retirement. The Board does not believe it should establish term limits or a mandatory retirement age for non-employee Directors. Term limits or a mandatory retirement age could result in the loss of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefits the entire membership of the Board as well as management. As an alternative to term limits and a mandatory retirement age, the Nominations and Governance Committee shall review each Director’s continuation on the Board at least once every three years. This will allow each Director the opportunity to conveniently confirm his or her desire to

continue as a member of the Board and allow the Company to conveniently replace Directors who are no longer interested or effective.

6. Board Leadership Structure. The Nominations and Governance Committee shall periodically assess the Board's leadership structure, including whether the offices of the Chairman of the Board and Chief Executive officer should be separate and why the Board's leadership structure is appropriate given the specific characteristics or circumstances of the Company. In the event that the Chairman of the Board is not an independent Director, the Nominations and Governance Committee shall nominate an independent Director to serve as "Lead Director," who shall be elected annually by a majority of the independent Directors.

The Lead Director shall:

- Preside at all meetings of the Board at which the Chairman of the Board is not present, including any meeting of the independent Directors in executive session;
- Have the authority to call meetings of independent Directors;
- If requested by major stockholders, ensure that he or she is available for consultation and direct communication;
- Meet with any Director who is not adequately performing his or her duties as a member of the Board or any committee;
- Facilitate communications between other members of the Board and the Chairman of the Board and/or the Chief Executive Officer; however, each Director is free to communicate directly with the Chairman of the Board and/or with the Chief Executive Officer;
- Work with the Chairman of the Board in the preparation and approval of the agenda for each Board meeting and in determining the need for special meetings of the Board;
- Work with the Chairman of the Board in approving meeting schedules to assure there is sufficient time for discussion of all agenda items;
- Work with the Chairman of the Board in approving all information sent to the Board; and
- Otherwise consult with the Chairman of the Board and/or the Chief Executive Officer on matters relating to corporate governance and Board performance.

7. Selection of New Director Candidates. Except where the Company is legally required by contract or otherwise to provide third parties with the right to nominate Directors, the Nominations and Governance Committee shall be

responsible for (i) identifying individuals qualified to become Board members and (ii) recommending to the Board the persons to be nominated by the Board for election as Directors at the annual or any special meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board. Director nominees shall be considered for recommendation by the Nominations and Governance Committee in accordance with these Guidelines, the policies and principles in its charter and the criteria set forth in Attachment A to these Guidelines. It is expected that the Nominations and Governance Committee will have direct input from the Chairman of the Board, the Chief Executive Officer and, if one is appointed, the Lead Director. The Nominations and Governance Committee shall be responsible for reviewing with the Board, on an annual basis, the requisite skills and criteria for new Board members as well as the composition of the Board as a whole. This review shall include consideration of diversity, age, skills and experience in the context of the needs of the Board.

8. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended by the Chairman of the Board, on behalf of the Board, and the Chairman of the Nominations and Governance Committee, on behalf of such Committee. Unauthorized approaches to prospective Directors can be premature, embarrassing and harmful.
9. Other Board Seats. A Director should engage in discussion with the Chairman of the Board and the Lead Director prior to accepting any invitation to serve on an additional public company board. Directors should not serve on more than four other public company boards.
10. Size of the Board. The Board periodically reviews the appropriate size of the Board. Subject to the Company's by-laws, the Board shall establish the number of Directors to serve on the Board upon the Nominations and Governance Committee's recommendation.
11. Directors Who Change Responsibilities/Resignation. When a Director's principal occupation, professional responsibilities or business association changes substantially during his or her tenure as a Director, that Director shall promptly notify the Chairman of the Board and the Chairman of the Nominations and Governance Committee so that such change can be considered as to its potential impact on the Board and/or the Company.

If a Director assumes a significant role in a not-for-profit entity, he or she shall promptly notify the Chairman of the Board and the Chairman of the Nominations and Governance Committee.

A Director should offer his or her resignation in the event of any significant change in personal circumstances, including a change in principal job responsibilities.

12. Majority Vote Resignation Policy. In an uncontested election of Directors, any nominee for Director who is an incumbent Director and who does not receive more votes “for” his or her election than votes “withheld” for his or her election (with “abstentions” and “broker non-votes” not counted as a vote “for” or “withheld” from such nominee’s election) shall, promptly following certification of the stockholder vote, offer his or her resignation to the Board for consideration in accordance with the following procedures, all of which procedures shall be completed within 90 days following certification of the stockholder vote:
- The Committee (as defined below) shall evaluate the best interests of the Company and its stockholders and shall recommend to the Board the action to be taken with respect to such offered resignation (which can range from accepting the resignation, to maintaining the Director but addressing what the Committee believes to be the underlying cause of the “withheld” votes, to resolving that the Director will not be re-nominated in the future for election, to rejecting the resignation). In reaching its recommendation, the Committee shall consider all factors it deems relevant, including, as it deems appropriate, any stated reasons why stockholders “withheld” their vote from such Director, any alternatives for curing the underlying cause of the “withheld” votes, the total number of shares voting, how such shares were voted, the number of abstentions and broker non-votes (if any), the Director’s tenure, the Director’s age, the Director’s qualifications, the Director’s past and expected future contributions to the Company and the overall composition of the Board, including whether accepting the resignation would cause the Company to fail to meet any applicable SEC or NASDAQ requirements.
  - The Board shall consider the Committee’s recommendation and determine what action should be taken with respect to the Director’s offered resignation. In considering the Committee’s recommendation, the Board will consider all of the factors considered by the Committee and such additional factors as it deems relevant.
  - Following the Board’s determination, the Company shall promptly publicly disclose by press release, in a document furnished or filed with the SEC, or by other broadly disseminated means of communication the Board’s decision of whether or not to accept the resignation offer and an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation.
  - A Director who is required to offer his or her resignation in accordance with this policy shall not be present during deliberations or voting of the Committee or the Board regarding whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other Director in accordance with this policy. Prior to voting, the Committee and the Board will afford the affected Director an opportunity to provide the Committee or the Board with any information or statement that he or she deems relevant.

If the Board accepts a nominee's resignation, then the Board may fill the resulting vacancy pursuant to the provisions of Section 2.8 of the Company's by-laws or may decrease the size of the Board pursuant to the provisions of Section 2.2 of the Company's by-laws.

For purposes of this policy, the term "Committee" means (i) the Nominations and Governance Committee, provided each of the members of such committee is an independent Director (as defined in accordance with these Guidelines) and none of whom is a Director who is required to offer his or her resignation in accordance with this policy or (ii) if clause (i) is not satisfied, a committee of at least three Directors designated by the Board, each of the members of which is an independent Director (as defined in accordance with these Guidelines) and none of the members of which is a Director who is required to offer his or her resignation in accordance with this policy; provided, however, that if there are fewer than three independent Directors then serving on the Board who are not required to offer their resignations in accordance with this policy, then the Committee shall be comprised of all of the independent Directors and each independent Director who is required to offer his or her resignation in accordance with this policy shall recuse himself or herself from the Committee and Board's deliberations and voting with respect to his or her individual offer to resign.

The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of stockholders.

#### **D. Board Meetings**

1. Scheduling. The Board shall meet as frequently as needed for Directors to properly discharge their responsibilities. Board meetings are scheduled in advance. In addition to regularly scheduled meetings, additional Board meetings may be called upon appropriate notice at any time to address specific needs of the Company. When it is impracticable to meet in person, the Board may convene by telephonic conference. The Board may also take action from time to time by unanimous written consent.
2. Selection of Agenda Items. The Chairman of the Board shall establish the agenda for each Board meeting, subject to the approval of the Lead Director. At the beginning of the year the Chairman of the Board and the Lead Director shall establish a schedule of subjects to be discussed during the year (to the extent practicable). Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting. During at least one meeting each year, the Board shall review the Company's long-term strategic plans and the principal issues that the Company expects to confront in the future.
3. Frequency and Length of Meetings. The Chairman of the Board, in consultation with the Lead Director and the other members of the Board, shall determine the

frequency and length of the Board meetings. Special meetings may be called from time to time as determined by the needs of the business.

4. Advance Distribution of Materials. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the Directors before the meeting, and Directors should review these materials in advance of the meeting. The Lead Director shall approve the materials to be sent to the Directors. The Board acknowledges that certain items to be discussed at a Board or committee meeting may be of an extremely confidential or time-sensitive nature and that the distribution of materials on these matters prior to meetings may not be appropriate or practicable. Presentations made at Board meetings should do more than summarize previously distributed Board meeting materials.
5. Executive Sessions. The independent Directors shall meet in regular executive session (and in no event less than twice each year), generally as part of each regularly scheduled board meeting, to discuss matters of significance that should be discussed in the absence of the Chief Executive Officer and any other Directors not qualified as independent. The Director who presides at these meetings and is responsible for preparation of the agenda shall be the Lead Director if there is one, and if not, shall be chosen by the independent Directors, and his or her name shall be disclosed in the annual meeting proxy statement.
6. Attendance of Non-Directors at Board Meetings. The Board welcomes regular attendance at each Board meeting of senior executives of the Company. Furthermore, the Board encourages the senior executives of the Company to, from time to time, bring Company personnel into Board meetings who (i) can provide additional insight into the items being discussed because of personal involvement in these areas or (ii) appear to be persons with future potential who should be given exposure to the Board.
7. Conduct of Meetings. Meetings of the Board and its Committees shall be conducted in a manner that ensures open communication among their members, meaningful participation by them and timely resolution of issues.
8. Annual Strategic Review. At least one Board meeting each year should include the presentation by the Company's executive management team of the Company's long-term strategic plan for enhancing stockholder value.

#### **E. Board Committees**

1. Key Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Nominations and Governance Committee. Each such committee shall have a charter that has been approved by the Board. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

2. Assignment and Rotation of Committee Members. The Nominations and Governance Committee shall be responsible for recommending to the Board the Directors to be appointed to each committee of the Board. Except as otherwise permitted by the applicable rules of the SEC and NASDAQ, each member of the Audit Committee, the Compensation Committee and the Nominations and Governance Committee shall be an “independent Director” as defined by such rules.
3. Committee Charters. In accordance with the applicable rules of NASDAQ, the charters of the Audit Committee, the Compensation Committee and the Nominations and Governance Committee shall set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The Board shall, from time to time as it deems appropriate, review and reassess the adequacy of each charter and make appropriate changes. The charters shall be posted on the Company’s website.
4. Selection of Agenda Items. The chairman of each committee, in consultation with the committee members, shall develop the committee’s agenda. At the beginning of the year each committee shall establish a schedule of subjects to be discussed during the year (to the extent practicable). The schedule for each committee meeting shall be furnished to all Directors.
5. Frequency and Length of Committee Meetings. The chairman of each committee, in consultation with the committee members, shall determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee’s charter. Special meetings may be called from time to time as determined by the needs of the business and the responsibilities of the committees.

**F. Director Access to Management and Independent Advisors**

1. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the Director. The Directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a Director and an officer or employee of the Company.
2. Access to Independent Advisors. The Board and each committee have the power to hire and consult with independent legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. In the discretion of the Board or applicable committee, such independent advisors may (but need not) be the regular advisors to the Company. The Board or any

such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

## **G. Director Compensation**

1. Role of Board and Compensation Committee. The form and amount of Director compensation shall be determined by the Board in accordance with the policies and principles set forth below. The Compensation Committee shall conduct an annual review of the compensation of the Company's Directors. The Compensation Committee shall consider that questions as to Directors' independence may be raised if Director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a Director is affiliated or if the Company enters into consulting contracts or business arrangements with (or provides other indirect forms of compensation to) a Director or an organization with which the Director is affiliated.
2. Form of Compensation. The Board believes that Directors should be incentivized to focus on long-term stockholder value and that including equity as part of Director compensation helps align the interest of Directors with those of the Company's stockholders.
3. Stock Ownership Guidelines. The Board believes that each Director should acquire and hold shares of Company stock in an amount that is meaningful and appropriate to such Director. Accordingly, it is the policy of the Board that each non-employee Director should attain a share ownership level of Company Class A common stock equal to \$100,000. Each non-employee Director shall attain such ownership level not later than the third annual meeting following the first annual meeting at which such non-employee Director is elected to the Board.
4. Amount of Consideration. The Company seeks to attract exceptional talent to its Board. Therefore, the Company's policy is to compensate Directors at least competitively relative to comparable companies. The Company's management shall, from time to time, present a comparison report to the Board, comparing the Company's Director compensation with that of comparable companies. The Board believes that it is appropriate for the Chairman of the Board and the chairmen and members of the committees to receive additional compensation for their services in those positions.
5. Employee Directors. Directors who are also employees of the Company shall receive no additional compensation for Board or committee service.

## **H. Director Orientation and Continuing Education**

1. Director Orientation. The Board and the Company's management shall conduct a mandatory orientation program for new Directors. The orientation program shall include presentations by management to familiarize new Directors with the

Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisors. In addition, the orientation program shall include a review of the Company's expectations of its Directors in terms of time and effort, a review of the Directors' fiduciary duties and visits to Company headquarters and, to the extent practical, certain of the Company's significant facilities. All other Directors are also invited to attend the orientation program.

2. Continuing Education. In accordance with NASDAQ rules, each Director is expected to be involved in continuing Director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing Director education. Directors are encouraged to seek out and attend appropriate "ISS endorsed" Director education programs.

## **I. Management Evaluation and Succession**

1. Evaluation of Chief Executive Officer. The Compensation Committee shall be responsible for overseeing the evaluation of the Chief Executive Officer. The Compensation Committee shall determine the nature and frequency of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the performance of the Chief Executive Officer, to be discussed with the Board. The Board shall review the assessment to ensure that the Chief Executive Officer is providing the best leadership for the Company over both the long- and short-term.
2. Succession of Senior Executives. The Compensation Committee shall present an annual report to the Board on succession planning, which shall include transitional Board leadership in the event of an unplanned vacancy. The entire Board shall assist the Compensation Committee in finding and evaluating potential successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Compensation Committee shall identify, and periodically review and reassess, the qualities and characteristics necessary for an effective Chief Executive Officer. With these principles in mind, the Compensation Committee should periodically monitor and review the development and progression of potential internal candidates against these standards.

## **J. Annual Performance Evaluation of the Board**

The Nominations and Governance Committee shall oversee an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The Nominations and Governance Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of the Board's

performance, to be discussed with the Board. To assist in its self-assessment, the Board shall, at the beginning of each year, consider establishing an agreed-upon list of Board objectives and performance goals for the year, which shall be used as benchmarks in evaluating its performance at year end. The purpose of this process is to improve the effectiveness of the Board and its committees.

In addition, individual Director evaluations shall be conducted annually by the Nominations and Governance Committee. The Chair of the Nominations and Governance Committee shall meet confidentially with each Director to provide feedback.

## **K. Communications**

1. Board Interaction with Institutional Investors, the Press, Customers, Etc. The Board believes that the Chief Executive Officer and his or her designees speak for the Company. Subject to the Company's disclosure policy as in effect from time to time, individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is, however, expected that Board members would do so with the knowledge of and, absent unusual circumstances or as contemplated by the committee charters and these Guidelines, only at the request of the Company's senior executives.
2. Communications with Directors. Our Board will give appropriate attention to written communications that are submitted by stockholders, and will respond if and as appropriate. Our Lead Director, with the assistance of our Chief Financial Officer and General Counsel, is primarily responsible for monitoring communications from stockholders and for providing copies or summaries to the other Directors as he or she considers appropriate.

Communications are forwarded to all Directors if they relate to important substantive matters and include suggestions or comments that our Lead Director considers to be important for the Directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we receive repetitive or duplicative communications.

Stockholders who wish to send communications on any topic to our Board should address such communications to: Board of Directors, Attn: Corporate Secretary, Casella Waste Systems, Inc., 25 Greens Hill Lane, Rutland, Vermont 05701.

## **L. Code of Business Conduct and Ethics**

The Company has adopted a Code of Business Conduct and Ethics and other internal policies and guidelines designed to foster compliance with the laws, rules and regulations that govern the Company's business operations. The Board is responsible for monitoring compliance with the Code of Business Conduct and Ethics and other internal policies and guidelines which cover, among other things, the Company's policies concerning:

- Avoiding conflicts of interest;
- Fair dealing, including the conduct of business with honesty and integrity;
- Safeguarding of business information that is confidential and proprietary, including the prevention of unauthorized disclosure of sensitive information such as business plans, strategies, unpublished financial or pricing information, research and development opportunities, new product plans, personnel records and supplier lists;
- Safeguarding financial records and controls, including ensuring that all transactions are recorded properly and that all records and data owned, used and managed by the Company are accurate and complete;
- Honesty and professionalism in all dealings with government officials, including compliance with applicable laws, rules and regulations for dealing with government agencies;
- Adherence to the highest standards of personal conduct in the workplace, including compliance with all federal, state and local laws;
- Ensuring that all applicants and employees receive equal employment opportunity that is free from all forms of unlawful employment discrimination;
- Conducting business in a safe and environmentally sound manner;
- Respect for the privacy of the Company's customers; and
- Encouragement of the prompt reporting of any illegal or unethical behavior.

The Board will periodically review and evaluate the Code of Business Conduct and Ethics and make such changes therein as it finds to be necessary or appropriate.

Any waivers of any provisions of the Code of Business Conduct and Ethics for members of the Board or members of management may be made only by the Board and any such waivers shall be timely reported or disclosed in such manner as may be required by the SEC or the NASDAQ.

A copy of the Code of Business Conduct and Ethics can be found on the Company's website.

#### **M. Loans to Directors**

The Company may not, directly or indirectly, including through a subsidiary, extend or maintain credit, or arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any of the Company's Directors or executive officers.

**N. Periodic Review of the Corporate Governance Guidelines**

The Nominations and Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.

**O. Disclosure of Corporate Governance Guidelines**

These Guidelines shall be made available on the Company's website.

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## **Casella Waste Systems, Inc.**

### Attachment A to Corporate Governance Guidelines

#### **CRITERIA FOR NOMINATION AS A DIRECTOR**

##### **General Criteria**

1. Nominees should have a reputation for integrity, honesty and adherence to high ethical standards.
2. Nominees should have demonstrated business acumen, experience and ability to exercise sound judgments in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company.
3. Nominees should have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its committees.
4. Nominees should have the interest and ability to understand the sometimes conflicting interests of the various constituencies of the Company, which include stockholders, employees, customers, governmental units, creditors and the general public, and to act in the best interests of all stockholders.
5. Nominees should not have, nor appear to have, a conflict of interest that would impair the nominee's ability to represent the interests of all the Company's stockholders and to fulfill the responsibilities of a Director.
6. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law. The value of diversity on the Board should be considered.

##### **Application of Criteria to Existing Directors**

The renomination of existing Directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above. In addition, the Nominations and Governance Committee shall consider the existing Directors' performance on the Board and any committee, which shall include consideration of the extent to which the Directors undertook continuing Director education.

##### **Criteria for Composition of the Board**

The backgrounds and qualifications of the Directors considered as a group should provide a significant breadth of experience, knowledge and abilities that shall assist the Board in fulfilling its responsibilities.