

WCA Waste Corporation

Audit Committee Charter

Article I. Purpose

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of WCA Waste Corporation (the "Company") has been appointed by the Board for the purpose of overseeing:

1. the Company's accounting and financial reporting processes;
2. the audits of the Company's financial statements;
3. the Company's compliance with legal and regulatory requirements;
4. the Company's internal controls and risk management procedures;
5. the qualifications and independence of the Company's independent auditors; and
6. the performance of the Company's internal audit function and its independent auditors.

The Committee is also charged with making regular reports to the Board and preparing any reports that may from time to time be required by the listing standards of the Nasdaq Stock Market, Inc. ("NASDAQ") or the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement or annual report on Form 10-K.

Article II. Membership

The Committee shall consist of three or more directors as determined by the Board. Prior to their election and annually thereafter, the members of the Committee shall each have been affirmatively determined by the Board (i) not to be an officer or employee of the Company or any of its subsidiaries, (ii) to have no relationship that would interfere with their exercise of independent judgment in carrying out the responsibilities of a director and (iii) to be "independent" under (x) the listing standards of NASDAQ and (y) the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated by the SEC thereunder (collectively, the "Exchange Act").

With respect to the aforementioned independence requirement, until the one year anniversary of the effective date of the Company's registration statement on Form S-1 (the "Form S-1"), the Committee will rely on the exemption from the NASDAQ and SEC independence requirements set forth in Rule 10A-3(b)(1)(iv)(A) of the Exchange Act. Pursuant to Rule 10A-3(b)(1)(iv)(A) of the Exchange Act, all but one of the members of the Committee shall be exempt from the independence requirements for 90 days from the date of effectiveness of the Company's registration statement on Form S-1 (the "Form S-1") and a minority of the members of the Committee will be exempt from the independence requirements for one year from the date of effectiveness of the Form S-1.

In addition:

1. No member shall have participated in the preparation of the financial statements of the Company or any then-current subsidiary of the Company at any time during the three years preceding the date of the annual determination of independence;

2. Each member of the Committee shall be “financially literate” as determined in the judgment of the Board, which shall include being able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement; and

3. At least one member of the Committee shall, in the judgment of the Board, (a) have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background that results in the member’s financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities in accordance with NASDAQ listing standards and (b) be an “audit committee financial expert” within the meaning of Item 401(h) of Regulation S-K.

Each member of the Committee shall be nominated and elected by the full Board, with interested directors recusing themselves, and shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. The members of the Committee may be removed at any time, with or without cause, by majority vote of the Board, provided that the Board must, at all times, assure that the Committee will have a Chairperson and sufficient members to satisfy the requirements set forth above relating to the number and qualifications of Committee members.

The Board shall elect a Chairperson of the Committee who will chair all regular sessions of the Committee and set the agendas for Committee meetings. This Chairperson shall serve until the expiration of his or her term or until his or her earlier death, resignation or removal. If the Chairperson is absent from a particular meeting, another member of the Committee shall serve as chairperson for purposes of that meeting.

Article III. Meetings

The Committee shall meet at least four times per year. Additional meetings may occur as the Committee or its Chairperson deem advisable. As part of the Committee’s oversight function, the Committee shall meet with the Company’s independent auditors and management at least quarterly to review the Company’s financial statements. The Committee (1) may meet separately in executive session with (a) the Company’s Director of Internal Audit, (b) the Company’s independent auditors, (c) members of management, (d) non-management members of the Board who are not members of the Committee or (e) any other persons the Committee deems appropriate to discuss any matters that any member of the Committee or any other such individual or group believes should be discussed privately and (2) shall meet separately in executive session at least annually with each of (x) the Company’s Director of Internal Audit, (y) the Company’s Chief Financial Officer and (z) the Company’s independent auditors. In addition, the Committee may include or exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of Committee members shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee, unless the act of a greater number is required by law, the Company’s Certificate of Incorporation or the Company’s

Bylaws. The Committee may meet by telephone or videoconference and may take action by unanimous written consent to the fullest extent permitted by the Delaware General Corporation Law.

The Committee will cause to be kept adequate minutes of all its proceedings and will report its actions and recommendations to the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

Article IV. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities as it deems appropriate. In connection therewith, the Committee shall have:

1. Such unrestricted access to Company personnel and documents as is necessary to carry out its responsibilities;

2. The sole authority to appoint, compensate, retain, evaluate and terminate the Company's independent auditors and to retain independent legal counsel or other outside advisors, including other auditors or accountants, as the Committee determines necessary to carry out its duties; and

3. The appropriate funding, as determined by the Committee, for payment of compensation to (a) any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, (b) any advisors employed by the Committee and (c) ordinary administrative expenses that are necessary or appropriate in order to carry out the Committee's duties.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company. The Committee will take all necessary steps to preserve the privileged nature of those communications.

Article V. Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

A. Independent Auditors

1. The Committee shall have sole authority to appoint and terminate the Company's independent auditors. The Committee shall also be responsible for setting the compensation and retention terms for, and overseeing and evaluating the performance of, the Company's independent auditors with respect to audit, review or attestation services. The Company's independent auditors shall report directly to the Committee.

2. The Committee shall have sole authority and responsibility to review and approve in advance (a) the retention of independent auditors for the performance of all audit, audit-related, tax and other services and permissible non-audit services and (b) the fees and other compensation to be paid for such services. Pre-approval of non-audit services (other than review and attestation services) will not be required if such services fall within exceptions established by the rules and regulations of the SEC. The Committee delegates to the Chairperson the authority to approve in advance all audit, audit-

related, tax and other services and permissible non-audit services to be provided by the independent auditors if presented to the full Committee at the next regularly scheduled meeting. In the event that any permissible non-audit services are approved by the Committee or the Chairperson pursuant to his or her authority to pre-approve permissible non-audit services, the Committee shall take steps to ensure that such approval is appropriately disclosed in the Company's reports filed with the SEC to the extent such disclosure is required.

3. The Committee shall ensure that the Company's independent auditors are not engaged to perform for the Company any of the non-audit services set forth in Exhibit A hereto.

4. The Committee shall ensure that it receives from the independent auditors all written disclosures and letters required by Independence Standards Board Standard 1 delineating all relationships between the independent auditors and the Company. The Committee shall discuss with the Company's independent auditors their independence, including any disclosed relationships or services that may impact the auditors' objectivity and independence. If deemed appropriate by the Committee, the Committee may take, or recommend that the full Board take, appropriate action in response to the independent auditors' report to satisfy itself of the auditors' independence. The Committee shall also confirm with the Company's independent auditors that the independent auditors rotate (a) the lead (or coordinating) audit partner of the audit team as well as the concurring or reviewing partner at least once every five years and (b) any other audit team members within any applicable period required under Regulation S-X. Additionally, in order to ensure continuing auditor independence, the Committee shall periodically consider whether to rotate the independent audit firm itself.

5. On at least an annual basis, the Committee shall evaluate the qualifications, independence and performance of the Company's independent auditors. This evaluation and review shall include a review of the lead audit partner. In conducting its review and evaluation, the Committee shall (a) take into account the opinions of members of management and the Company's Internal Audit Director and (b) ensure that it annually receives and reviews a report from the Company's independent auditors describing the auditing firm's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review or peer review of the audit firm, or by any inquiry or investigation by governmental or professional authorities or a private sector regulatory board, within the preceding five years, that relate to independent audits carried out by the audit firm, and any steps taken to deal with any such issues.

6. The Committee shall establish and maintain clear hiring policies for employees or former employees of the independent auditors.

B. Audit and Accounting Process

1. The Committee shall meet with the Company's independent auditors and members of management to discuss the proposed scope and budget of the annual audit, the audit procedures to be utilized and the staffing of the audit.

2. The Committee shall (a) review with the appropriate members of management the Company's internal audit program and (b) meet periodically with the Director of Internal Audit to discuss internal audit reports and other matters that, in the opinion of the Director of Internal Audit, warrant Committee attention.

3. The Committee shall review and discuss with the Company's independent auditors reports that the independent auditors are required to provide to the Committee relating to significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including, among other things, (a) all critical accounting policies and practices used, (b) all alternative treatments within U.S. generally accepted accounting principles ("GAAP") related to material items that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the Company's independent auditors and (c) any other material written communications between the Company's independent auditors and management.

4. In addition to the review and discussion referenced in item B.3. above, the Committee shall establish regular reporting procedures by which management and the Company's independent auditors report to the Committee: (a) any significant judgments made by management in its preparation of the Company's financial statements, (b) the alternatives to such judgments and (c) the independent auditors' view with respect to the appropriateness of such judgments or treatments.

5. The Committee shall inquire as to whether there was any significant difference of opinion or disagreement between management and the Company's independent auditors in connection with the preparation of the Company's audited financial statements and review with the independent auditors any audit problems or difficulties (including any restrictions on the scope of activities or access to required information) and management's responses to such problems or difficulties.

6. To the extent required by applicable law or NASDAQ listing standards, the Committee shall discuss with the Company's independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61, "*Communication with Audit Committees*" ("SAS 61"). SAS 61 requires that independent auditors provide audit committees with such additional information regarding the scope and results of outside audits as may be necessary to assist such committees in overseeing the financial reporting and disclosure process for which management is responsible. To ensure that all matters required to be discussed by SAS 61 have already been discussed pursuant to the other provisions of this Charter, the Committee may ask the Company's independent auditors to advise them as to whether the requirements of SAS 61 have been satisfied.

7. The Committee shall obtain assurance from the independent auditors that Section 10A(b) of the Exchange Act has not been implicated.

8. The Committee shall review the effects of regulatory and accounting initiatives, as well as any off-balance sheet structures, on the financial statements of the Company.

C. Financial Reporting Process

1. On at least an annual basis, the Committee shall consider the Company's independent auditor's assessment of the quality and appropriateness of the Company's internal controls, accounting principles and critical accounting policies as applied to its financial reporting.

2. The Committee shall review with members of management and discuss with the Company's independent auditors the annual audited financial statements to be included in the Company's annual reports on Form 10-K (including the Company's disclosures under "Management's

Discussion and Analysis of Financial Condition and Results of Operations”) prior to the filing of each annual report on Form 10-K.

3. The Committee shall review with members of management and discuss with the Company’s independent auditors the quarterly financial statements to be included in the Company’s quarterly reports on Form 10-Q prior to the filing of each quarterly report on Form 10-Q.

4. The Committee shall discuss any exceptions identified by the independent auditors resulting from its review of the Company’s quarterly reports on Form 10-Q.

5. The Committee shall review with members of management and discuss with the Company’s independent auditors any registration statement of the Company that contains new or pro forma financial information prior to the initial filing of such registration statement with the SEC. The Chairperson of the Committee or a quorum of the Committee may represent the entire Committee for the purpose of these reviews.

6. The Committee shall discuss with management the Company’s earnings press releases, including the type and presentation of information to be included therein, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be general (i.e., the types of information to be disclosed and the type of presentation to be made) and do not necessarily need to be held in advance of each earnings release or instance when guidance is provided.

7. The Committee shall discuss with management the reimbursement of business expenses incurred by executive officers and the personal use (if any) of any Company assets by such executive officers.

8. The Committee shall meet separately, periodically, with the internal auditors (or other personnel responsible for the internal audit function) and with the independent auditors without members of management present. Among the items to be discussed in this meeting are the independent auditors evaluation of the competency of the Company’s financial and accounting personnel, and the level of cooperation that the independent auditors received during the course of the audit.

9. Meet separately, periodically, with management to discuss any matters that management or the Committee believes should be discussed privately with the Committee.

D. Whistleblower Procedures

1. The Committee shall establish and maintain procedures for the receipt, retention, and treatment of complaints received by the Company regarding (a) accounting, (b) internal accounting controls and (c) auditing matters.

2. The Committee shall establish and maintain procedures for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

E. Disclosure Controls and Procedures

1. The Committee shall discuss periodically with members of management and the Company’s independent auditors the adequacy and effectiveness of the Company’s disclosure controls

and procedures, including applicable internal controls and procedures for financial reporting and changes in internal controls designed to address any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees that are reported to the Committee.

2. The Committee shall review with management, and discuss with the independent auditors: (a) the annual report of management affirming management's responsibility for establishing and maintaining internal control over financial reporting and assessing the effectiveness of the internal control structure over financial reporting and (b) the independent auditors' report on, and attestation of, management's report when those reports are required by SEC rules.

F. Business Ethics and Compliance Matters

1. The Committee shall be responsible for the administration of the Company's Code of Business Conduct and Ethics.

2. The Committee shall confirm with management that the Company's Code of Business Conduct and Ethics have been communicated in an effective manner by the Company to all officers, directors and employees of the Company and its subsidiaries, with an additional confirmation that all officers, directors and appropriate management-level employees (as determined by management) have certified that they have read, understand, are in compliance with and are not aware of any violations of the Code of Business Conduct and Ethics.

3. The Committee shall meet periodically with the Company's General Counsel to discuss and review the Company's policies and procedures regarding compliance with laws and regulations and advise the Board on these discussions, any legal matters that may have a material impact on the Company's financial statements and any material reports or inquiries received from regulators or governmental agencies.

G. Evaluation of Performance

1. The Committee shall annually evaluate its own performance and deliver a report to the Board setting forth the results of the evaluation.

2. The Committee shall annually review the adequacy of this Charter and submit any recommended changes to the Board for its approval.

3. The Committee shall, through its Chairperson, regularly report to the Board on the Committee's recommendations, activities and actions.

H. Other Compliance

1. The Committee shall meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

2. The Committee shall establish procedures for an appropriate review of all "related party transactions" between the Company and any executive officer or director for potential conflict of interest

situations on an ongoing basis. All “related party transactions” must be approved by the Committee. For purposes of this Charter, the term “related party transactions” means any transaction that would potentially require disclosure pursuant to Item 404 of Regulation S-K.

3. The Committee shall review a summary of the procedures established by the Company that monitor the compliance by the Company with its credit agreement and other debt instruments.

4. The Committee shall publish this Charter in accordance with applicable SEC and NASDAQ rules.

5. The Committee shall prepare an audit committee report as required to be included in the Company’s annual proxy statement under the rules and regulations of the SEC.

6. The Committee shall perform any other activities consistent with this Charter, the Company’s Bylaws and applicable law as the Committee or the Board deems necessary or appropriate.

Article VI. Explanatory Note

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to ensure that the Company complies with laws and regulations and its policies and procedures. The Company’s financial statements are the responsibility of management. The Company’s independent auditors are responsible for planning and conducting audits to determine whether the Company’s financial statements fairly present, in all material respects, the financial position of the Company.

Article VII. Transition Period

As noted in Article II, with respect to certain requirements, until the one year anniversary of the effective date of the Form S-1, the Company will rely on certain exemptions from the NASDAQ and SEC requirements. For example, the internal audit program and the Company’s Director of Internal Audit will not be in place upon adoption of this charter. As a result, certain provisions of this charter will not have effect until the transition period allowed by NASDAQ and the SEC has passed, and until such time, those provisions should be viewed in this light.

Approved on May 3, 2004

Under the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) and the rules and regulations of the SEC implemented thereunder, the Company’s independent auditors cannot contemporaneously provide any of the following non-audit services to the Company:

- (1) bookkeeping or other services related to the accounting records or financial statements of the Company;
- (2) financial information systems design and implementation;
- (3) appraisal or valuation services, fairness opinions or contribution-in-kind reports;
- (4) actuarial services;
- (5) internal audit outsourcing services;
- (6) management functions or human resources;
- (7) broker-dealer, investment advisor or investment banking services;
- (8) legal services and expert services unrelated to the audit; or
- (9) any other service determined to be impermissible by the Public Company Accounting Oversight Board established pursuant to Sarbanes-Oxley.