

WCA Waste Corporation Compensation Committee Charter

Article I. Purpose

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of WCA Waste Corporation (the “Company”) has been appointed by the Board to assist the Board by assuming primary responsibility for evaluating issues relating to executive compensation. The Committee is also charged with making regular reports to the Board and delivering any reports that may from time to time be required by the rules 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 two or more directors as determined by the Board. Each member of the Committee shall be a non-employee director as defined in Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and an outside director as defined in Section 162(m) of the Internal Revenue Code. Each member of the Committee shall also meet the independence requirements of NASDAQ.

Each member of the Committee shall be nominated and elected by the full Board, with interested members of the Board recusing themselves as appropriate, and shall serve until the expiration of such member’s term or until such member’s 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.

The Committee may delegate all or a portion of its duties and responsibilities to a subcommittee of one or more independent members of the Committee.

Article III. Meetings

The Committee shall meet at least twice a year. Additional meetings may occur as the Committee or its Chairperson deem advisable.

A majority of Committee members, but not less than two, 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 written consent.

Article IV. Authority

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate in its sole discretion. 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:

1. To evaluate and/or develop the compensation policies applicable to the executive officers of the Company, which shall include guidance regarding the specific relationship of corporate performance to executive compensation;
2. To assist the Board in developing and evaluating potential candidates for executive positions, including the Chief Executive Officer, and to oversee the development of executive succession plans;
3. To review and recommend on an annual basis the corporate goals and objectives with respect to compensation for the Chief Executive Officer and the Company's other executive officers;
4. To evaluate at least once a year the Chief Executive Officer's performance in light of these established goals and objectives;
5. To recommend the Chief Executive Officer's annual compensation, including salary, bonus, incentive and equity compensation, which such recommendation shall be subject to approval by the full Board, with interested members of the Board recusing themselves as appropriate;
6. To evaluate at least once a year the performance of the Company's other executive officers in light of these established goals and objectives;
7. To recommend for approval by the Board the annual compensation of the Company's other executive officers, including salary, bonus, incentive and equity compensation, with interested members of the Board recusing themselves as appropriate;
8. To periodically review the compensation paid to non-employee directors (including Board and committee chairpersons) in the form of annual retainers and meeting fees, if any, and to make recommendations to the Board regarding any adjustments;
9. To review the Company's incentive compensation and other equity-based plans and recommend changes in such plans to the Board as needed;
10. To assist the full Board with respect to the administration of the Company's incentive compensation and other equity-based plans;

11. To review and approve any employment agreements, severance arrangements, change-in-control arrangements or special or supplemental employee benefits and any material amendments to the foregoing, applicable to executive officers, including the Chief Executive Officer;

12. To maintain regular contact with management of the Company;

13. To prepare and publish a report on executive compensation to be included in the Company's annual proxy statement; and

14. To evaluate its own performance, and review the adequacy of this charter, at least annually, delivering a report setting forth the results of such evaluation and review, and any recommended changes, to the Board for its approval.

Approved on May 3, 2004