

Director Nominations Policy
of the
Independent Directors
of the
Board of Directors of WCA Waste Corporation

This Director Nominations Policy (the “Nominations Policy”) will be administered by the independent directors (as that term is defined by the NASDAQ Marketplace Rules) (the “Independent Directors”) of the Board of Directors (the “Board”) of WCA Waste Corporation (the “Company”). This Nominations Policy will not apply in cases where the right to nominate a director legally belongs to a third party.

General Nomination Rights of All Stockholders. The Independent Directors will consider director candidates recommended by equity holders of the Company entitled to vote generally in the election for directors (“Stockholders”) for inclusion in the director’s slate at annual meetings of stockholders. Generally, in order for a Stockholder to make a nomination, he or she must comply with the notice, information and consent provisions contained in the Company’s Amended and Restated Bylaws, as such may be amended from time to time (the “Bylaws”). In order for the director nomination to be timely, a Stockholder must give written notice to the Independent Directors so that it is received not less than 90 days nor more than 120 days in advance of the first anniversary of the date of the Company’s proxy statement released to stockholders in connection with the previous year’s annual meeting of stockholders. If no annual meeting was held in the previous year or the date of the annual meeting of stockholders has been changed by more than 30 calendar days from the date contemplated at the time of the previous year’s proxy statement, the notice must be received by the Independent Directors not more than 10 days following the first date the Company publicly announces (as such term is defined in the Bylaws) the date of such meeting. The address for the written notice is WCA Waste Corporation, c/o Corporate Secretary, One Riverway, Suite 1400, Houston, Texas 77056.

The Stockholder’s notice must set forth as to each nominee: (1) the exact name of such person, (2) such person’s age, principal occupation, business address and telephone number and residence address and telephone number, (3) the number of shares (if any) of each class of stock of the Company owned directly or indirectly by such person and (4) all other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any successor regulation thereto (including such person’s notarized written acceptance of such nomination, consent to being named in the proxy statement as a nominee and statement of intention to serve as a director if elected). The Stockholder’s notice must also set forth as to the Stockholder giving notice (w) his or her name and address, as they appear on the Company’s books, (x) his or her principal occupation, business address and telephone number and residence address and telephone number, (y) the class and number of shares of the Company which are held of record or beneficially owned by him or her and (z) the dates upon which he or she acquired such shares of stock and documentary support for any claims of beneficial ownership. The notice must also include the other information required by the Bylaws.

If the information supplied by the Stockholder is deficient in any material aspect or if the foregoing procedures, or the other procedures set forth in the Bylaws, are not followed, the Chairperson of the annual meeting of stockholders may determine that the Stockholder's nomination should not be brought before the meeting and that the nominee is ineligible for election as a director of the Company.

The procedures described in the next paragraph are meant to establish an additional means by which certain Stockholders can have access to the Company's process for identifying and evaluating candidates, and is not meant to replace or limit Stockholders' general nomination rights in any way.

Proposals by Qualified Stockholders. In addition to those candidates identified through its own internal processes, in accordance with the Nominations Policy, the Independent Directors will evaluate a candidate proposed by any single Stockholder or group of Stockholders that has beneficially owned more than 5% of the Company's common stock for at least one year (and will hold the required number of shares through the annual meeting of stockholders) and that satisfies the notice, information and consent provisions in the Nominations Policy (a "Qualified Stockholder"). All candidates (whether identified internally or by a Qualified Stockholder) who, after evaluation, are then recommended by the Independent Directors and approved by the Board, will be included in the Company's recommended slate of director nominees in its annual proxy statement.

In order to be considered by the Independent Directors for an upcoming annual meeting of stockholders, a notice from a Qualified Stockholder regarding a potential candidate must be received by the Independent Directors not less than 90 days nor more than 120 days in advance of the first anniversary of the date of the Company's proxy statement released to stockholders in connection with the previous year's annual meeting of stockholders. If no annual meeting was held in the previous year or the date of the annual meeting of stockholders has been changed by more than 30 calendar days from the date contemplated at the time of the previous year's proxy statement, the notice must be received by the Independent Directors not more than 10 days following the first date the Company publicly announces (as such term is defined in the Bylaws) the date of such meeting. The address for the written notice is WCA Waste Corporation, c/o Corporate Secretary, One Riverway, Suite 1400, Houston, Texas 77056.

If the information supplied by a Qualified Stockholder is deficient in any material aspect or if the foregoing procedures, or the other procedures set forth in the Bylaws, are not followed, the Independent Directors may determine that the Qualified Stockholder's nomination should not be brought before the meeting and that the nominee is ineligible for election as a director of the Company.

Any candidate proposed by a Qualified Stockholder must be independent of the Qualified Stockholder in all respects as determined by the Independent Directors or by applicable law.

Minimum Criteria. Each candidate for director (whether or not recommended by a Stockholder) must possess at least the following minimum qualifications.

- Each candidate shall be prepared to represent the best interests of all of the Company's stockholders and not just one particular constituency.
- Each candidate shall be an individual who has demonstrated integrity, honesty and ethics in his or her professional life and has established a record of professional accomplishment in his or her chosen field.
- Each candidate shall be prepared to participate fully in Board activities, including active membership on at least one Board committee and attendance at, and active participation in, meetings of the Board and the committees of which he or she is a member, and not have any other personal or professional commitments that would, in the Independent Directors' sole judgment, interfere with or limit his or her ability to do so.
- Each candidate shall possess a general appreciation for the issues confronting a public company's size and operational scope, including corporate governance concerns, the regulatory obligations of a public company, strategic business planning, competition in a global business economy and basic concepts of corporate finance.
- Each candidate shall be free of any legal or regulatory impediment to service on the Board.

Desirable Qualities and Skills. In addition, the Independent Directors also consider it desirable that Candidates possess the following qualities or skills:

- Each candidate should be independent as that term is defined by the NASDAQ Marketplace Rules and the rules and regulations of the Securities and Exchange Commission.
- Each candidate, or family member (as defined by the NASDAQ Marketplace Rules), or affiliate or associate (each as defined in Rule 405 under the Securities Act of 1933, as amended) of a candidate, should not have any material personal, financial or professional interest in any present or potential competitor of the Company.
- Each candidate should be free of any conflicts of interest that would interfere with the exercise of independent judgment.
- Each candidate should contribute to the Board's overall diversity – diversity being broadly construed to mean a variety of opinions, perspectives, personal and professional experiences and backgrounds, such as gender, race and ethnicity differences, as well as other differentiating characteristics.
- Each candidate should contribute positively to the existing chemistry and collaborative culture among Board members.
- Each candidate should possess strategic contacts and involvement in business and civic affairs.

Internal Process for Identifying Candidates. The Independent Directors has two primary methods for identifying candidates (other than those proposed by Stockholders, as discussed above). First, on a periodic basis, the Independent Directors solicit ideas for possible candidates

from a number of sources – members of the Board; executive officers of the Company; individuals personally known to the members of the Board; and research, including database and Internet searches.

Second, the Independent Directors may from time to time, upon approval by the full Board, retain at the Company's expense one or more search firms to identify candidates (and to approve such firms' fees and other retention terms). If the Independent Directors retain one or more search firms, they may be asked to identify possible candidates who meet the minimum and desired qualifications expressed in the Nominations Policy, to interview and screen such candidates (including conducting appropriate background and reference checks), to act as a liaison among the Board, the Independent Directors and each candidate during the screening and evaluation process and thereafter to be available for consultation as needed by the Independent Directors.

The Nominations Policy divides the process for candidates proposed by Stockholders into the general nomination right of all Stockholders and proposals by "Qualified Stockholders" (as defined above).

Evaluation of Candidates. The Independent Directors will consider all candidates identified through the processes described above, and will evaluate each of them, including incumbents, based on the same criteria (including those nominees recommended by Stockholders).

If, based on the Independent Directors' initial evaluation, a candidate continues to be of interest to the Independent Directors, the Independent Directors will interview the candidate and communicate their evaluation to the Chairman of the Board, the President and the Chief Executive Officer. Later reviews will be conducted by the remaining Independent Directors and senior management. Ultimately, background and reference checks will be conducted and the Independent Directors will meet to finalize its list of recommended candidates for the Board's consideration. If the full Board, with such interested directors recusing themselves as appropriate, will approve all final nominations after considering the recommendations of the Independent Directors. The Chairman of the Board, acting on behalf of the other members of the Board, will extend the formal invitation to an approved candidate to stand for election to the Board. Qualified candidates for election to the Board will be considered without regard to race, color, religion, sex, ancestry, national origin or disability.

In the case of each incumbent director whose term of office is set to expire, the Independent Directors will review the director's overall service during his term, including the number of meetings he attended, his level of participation, the quality of his performance and whether he meets the independence standards set forth in the applicable Securities and Exchange Commission rules and regulations and the NASDAQ Marketplace Rules. If the Independent Directors' review of the qualifications and performance of the incumbent director are favorable and the Independent Directors expect the incumbent to continue to make significant contributions to the Board, the Independent Directors will, absent special circumstances, ordinarily recommend the incumbent's re-nomination.

In the case of new director candidates, the questions of independence and financial expertise will be important in determining what roles the candidate can perform. The Independent Directors will determine whether the candidate meets the independence standards set forth in the applicable Securities and Exchange Commission rules and regulations and the NASDAQ Marketplace Rules, as well as the extent of the candidate's experience in the areas of finance and accounting.

Timing of the Identification and Evaluation Process. The Company's fiscal year ends each year on the Sunday closest to December 31. The Independent Directors will meet in February to consider, among other things, candidates to be recommended to the Board for inclusion in the Company's recommended slate of director nominees for the next annual meeting of stockholders and the Company's annual proxy statement. The Board will meet each February to vote on, among other things, the slate of director nominees to be submitted to and recommended for election by stockholders at the annual meeting, which is typically held in April or May of the same calendar year.

Future Revisions to the Nominations Policy. The Nominations Policy is intended to provide a flexible set of guidelines for the effective functioning of the Company's director nominations process. The Independent Directors intend to review the Nominations Policy at least annually and anticipate that modifications will be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Independent Directors may recommend amendments to the Nominations Policy to the Board for approval at any time, in which case the most current version will be available on the "Investor Relations-Corporate Governance" section of the Company's web site at <http://www.wcawaste.com>.

Approved on May 3, 2004

Amended on August 23, 2006