

CASELLA WASTE SYSTEMS, INC.

Amended and Restated Nominations and Governance Committee Charter

Purpose

The purpose of the Nominations and Governance Committee of the Board of Directors (the “Board”) of Casella Waste Systems, Inc. (the “Company”) is to:

- Identify individuals qualified to become Board members;
- Recommend 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 (if any) to be elected by the Board to fill any vacancies on the Board;
- Recommend to the Board the directors to be appointed to each committee of the Board;
- Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; and
- Oversee the evaluation of the Board.

Structure and Membership

1. Number. The Nominations and Governance Committee shall consist of such number of directors as the Board shall from time to time determine.
2. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Nominations and Governance Committee shall be an “independent director” as defined by NASDAQ Rule 5605 (a)(2).
3. Chair. Unless the Board elects a Chair of the Nominations and Governance Committee, the Committee shall elect a Chair by majority vote. The Chair shall convene and preside over all meetings of the Nominations and Governance Committee, set agendas for Committee meetings, determine the information needs of the Committee and report Committee actions to the Board. In the absence of the Chair during any Nominations and Governance Committee meeting, the Nominations and Governance Committee may designate a chairman pro tempore.
4. Compensation. The compensation of Nominations and Governance Committee members shall be as determined by the Board.
5. Selection and Removal. Members of the Nominations and Governance Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Nominations and Governance Committee from such Committee, with or without cause. In the event any member of the Nominations

and Governance Committee shall cease to be a director of the Company, the vacancy thus created shall either be filled by the Board or, at the Board's discretion, left unfilled.

Authority and Responsibilities

Board and Committee Membership

1. Selection of Director Nominees. Except where the Company is legally required by contract or otherwise to provide third parties with the ability to nominate directors, the Nominations and Governance Committee shall have sole responsibility and authority 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. The Committee shall also have sole responsibility and authority for identifying and recommending persons to be elected by the Board to fill any vacancies on the Board.
2. Policies for Selecting Directors. The Nominations and Governance Committee shall recommend to the Board for approval, oversee the implementation and effectiveness of, and recommend modifications as appropriate to, the Company's policies and procedures for identifying and reviewing prospective candidates for membership on the Board, including policies and procedures relating to prospective Board candidates submitted for consideration by stockholders; and review the Company's disclosures regarding such policies and procedures.
3. Criteria for Selecting Directors. The criteria to be used by the Nominations and Governance Committee in recommending directors and by the Board in nominating directors are as set forth in the Company's Corporate Governance Guidelines. The Committee shall conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates for directorships. The 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, including whether the Board reflects the appropriate balance of independence, sound judgment, industry knowledge and experience, technical skills and diversity.
4. Search Firms. The Nominations and Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director nominees, including sole authority to approve the search firm's fees and other retention terms. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of any search firm engaged by the Committee.
5. Selection of Committee Members. The Nominations and Governance Committee shall have sole responsibility and authority for recommending to the Board the directors to be appointed to each committee of the Board. The Nominations and Governance Committee shall submit its determinations to the Board for consideration and approval.

Corporate Governance

6. Corporate Governance Guidelines. The Nominations and Governance Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of such Corporate Governance Guidelines to determine whether they continue to be appropriate for the Company and comply with the applicable requirements of the stock exchange on which the Company is listed and any applicable laws or regulations and recommend any proposed changes to the Board for approval.
7. Board Leadership Structure. As more fully provided for in the Corporate Governance Guidelines, the Nominations and Governance Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company.

Evaluation of the Board

8. Evaluation of the Board. The Nominations and Governance Committee shall be responsible for overseeing an annual self-evaluation of the Board to determine whether it and its committees are functioning effectively. The 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.
9. Additional Duties. The Nominations and Governance Committee shall have such other duties as may be delegated from time to time by the Board.

Procedures and Administration

1. Meetings. The Nominations and Governance Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Committee may also act by unanimous written consent in lieu of a meeting. The Committee shall keep such records of its meetings as it shall deem appropriate.
2. Quorum. At least two members of the Nominations and Governance Committee constitute a quorum and a quorum is required for the transaction of all business.
3. Notice of Meetings. Notice of a meeting of the Nominations and Governance Committee may be made by any reasonable means, including via e-mail or other electronic transmission.
4. Action by the Committee. The action of the majority of the members of the Nominations and Governance Committee present at a duly convened meeting shall be the action of the Committee. Members of the Nominations and Governance Committee may not be represented by proxy at any meeting of the Committee.

5. Meetings by Electronic Communications Equipment. Meetings of the Nominations and Governance Committee may be held by telephone or by any other means of electronic communication by which all such members participating in the meeting are able to speak to one another.
6. Meeting Agendas. The agendas for meetings shall be determined by the Chair in consultation with Nominations and Governance Committee members and company management. Any Nominations and Governance Committee member may request the inclusion of items on the agenda or raise subjects at a meeting that are not on the meeting agenda.
7. Subcommittees. The Nominations and Governance Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member), as it deems appropriate from time to time under the circumstances.
8. Reports to the Board. The Nominations and Governance Committee shall report regularly to the Board (i) the matters discussed at regular or special meetings of the Nominations and Governance Committee, (ii) with respect to such other matters as are relevant to the Nominations and Governance Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Nominations and Governance Committee may deem appropriate, such reports to the Board may take the form of an oral report by the Chair or any other member of the Nominations and Governance Committee designated by the Nominations and Governance Committee to make such a report.
9. Charter. The Nominations and Governance Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
10. Independent Advisors. The Nominations and Governance Committee shall have the authority to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities (provided however, that the Nominations and Governance Committee may not engage the independent auditor of the Company without the prior approval of the Audit Committee). Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
11. Investigations. The Nominations and Governance Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
12. Annual Self-Evaluation. At least annually, the Nominations and Governance Committee shall evaluate its own performance.

13. Indemnification. All members of the Nominations and Governance Committee shall be indemnified and held harmless by the Company and its successors and assigns in connection with their service on the Committee to the maximum extent provided for under applicable law, the Company's Certificate of Incorporation and By-laws.

Nothing contained in this Charter is intended to create, or should be construed as creating, any additional responsibility or liability of the members of the Nominations and Governance Committee, except to the extent otherwise provided under the Company's Certificate of Incorporation, By-laws and other applicable law, which shall continue to set the standard for the conduct of the members of the Nominations and Governance Committee.

14. Disclosure of Charter. This Charter shall be made available on the Company's website, as disclosed in the Company's annual meeting proxy statement.

Last Updated: July 2016