

## CASELLA WASTE SYSTEMS, INC.

### Amended and Restated Compensation Committee Charter

#### Purpose

The purpose of the Compensation Committee of the Board of Directors of Casella Waste Systems, Inc. (the “Company”) is to oversee the discharge of the responsibilities of the Board of Directors relating to the evaluation and compensation of the Company’s executive officers.

#### Structure and Membership

1. Number. Except as otherwise permitted by the applicable NASDAQ rules, the Compensation Committee shall consist of at least three members of the Board of Directors.
2. Independence. Except as otherwise permitted by the applicable NASDAQ rules, each member of the Compensation Committee shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2). In addition, in affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board of Directors shall consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to: (i) the source of compensation of the director, including any director, consulting, advisory or other compensatory fee paid by the Company to the director; and (ii) whether the director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company. No director shall serve as a member of the Compensation Committee if such person is, or since the beginning of the Company’s last fiscal year has been, part of an interlocking directorate in which an executive officer of the Company serves on the board of directors of the Company that concurrently employs such Compensation Committee member.
3. Chair. Unless the Board of Directors elects a Chair of the Compensation Committee, the Compensation Committee shall elect a Chair by majority vote. The Chair shall convene and preside over all meetings of the Compensation Committee, set agendas for Compensation Committee meetings, determine the information needs of the Compensation Committee and report Compensation Committee actions to the Board. In the absence of the Chair during any Compensation Committee meeting, the Compensation Committee may designate a chairman pro tempore.
4. Compensation. The compensation of Compensation Committee members shall be as determined by the Board of Directors.
5. Selection and Removal. Members of the Compensation Committee shall be appointed by the Board of Directors, upon the recommendation of the Nominations and Governance Committee. The Board of Directors may remove members of the

Compensation Committee from such committee, with or without cause. In the event any member of the Compensation 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, provided that in no event shall the Committee consist of less than three members.

## **Authority and Responsibilities**

### **General**

The following functions are the recurring activities of the Compensation Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Compensation Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Compensation Committee shall also carry out any other responsibilities and duties delegated to it by the Board, from time to time, related to the purposes of the Committee.

### **Compensation Matters**

1. CEO Compensation. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the Company's Chief Executive Officer (the "CEO"), evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation.
2. Executive Officer Compensation. The Compensation Committee shall review and approve executive officer (including CEO) compensation, including salary, bonus and incentive compensation levels; deferred compensation; executive perquisites; equity compensation (including awards to induce employment); severance arrangements; change-in-control benefits and other forms of executive officer compensation. The Compensation Committee shall meet without the presence of executive officers when approving or deliberating on CEO compensation but may, in its discretion, invite the CEO to be present during the approval of, or deliberations with respect to, other executive officer compensation. For purposes hereof, "executive officer" refers to the Company's officers who are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
3. Plan Recommendations and Approvals. The Compensation Committee shall have the powers and authorities vested in it by any incentive-compensation plans and equity-based plans of the Company. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to such incentive-compensation plans and equity-based plans. In addition to any recommendation provided by the Compensation Committee to the full Board of Directors, the Compensation Committee shall approve any tax-qualified, non-discriminatory employee benefit plans (and any parallel nonqualified plans) for which stockholder approval is not sought and pursuant to which options or stock may be acquired by officers, directors, employees or consultants of the Company.

4. Incentive Plan Administration. The Compensation Committee shall exercise all rights, authority and functions of the Board of Directors under all of the Company's stock option, stock incentive, employee stock purchase and other equity-based plans, including without limitation, the authority to interpret the terms thereof, to grant options thereunder and to make stock awards thereunder; provided, however, that, except as otherwise expressly authorized to do so by a plan or resolution of the Board of Directors, the Compensation Committee shall not be authorized to amend any such plan. The Compensation Committee, or a majority of the independent directors serving on the Board, shall approve any inducement awards to be granted in reliance on the exemption from stockholder approval contained in NASDAQ Rule 5635(c)(4).
5. Director Compensation. The Compensation Committee shall periodically review and make recommendations to the Board of Directors with respect to director compensation.
6. Management Succession. The Compensation Committee shall, at the request of the Board of Directors, periodically review and make recommendations to the Board of Directors relating to management succession planning, including policies and principles for CEO selection and performance review, as well as policies regarding succession in the event of an emergency or the retirement of the CEO.
7. Review and Discussion of Compensation Discussion and Analysis; Recommendation to Board. The Compensation Committee shall review and discuss annually with management the Company's "Compensation Discussion and Analysis" required by Item 402(b) of Regulation S-K (the "CD&A"). The Compensation Committee shall consider annually whether it will recommend to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K, proxy statement on Schedule 14A or information statement on Schedule 14C.
8. Compensation Committee Report. The Compensation Committee shall prepare the annual Compensation Committee Report required by Item 407(e)(5) of Regulation S-K.
9. Compensation Consultants, Legal Counsel and Other Advisors. The Compensation Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisors. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. The Compensation Committee is empowered, without further action by the Board of Directors, to cause the Company to pay the compensation, as determined by the Compensation Committee, of any compensation consultant, legal counsel and other advisor retained by the Compensation Committee. When appointing, or receiving advice from, any compensation consultant, special counsel, or other advisor to the Committee, the Committee shall assess the independence of such advisor from management, taking into consideration the applicable factors affecting independence that are specified in NASDAQ Rule 5605(d)(3)(D) as well as any other factors the Committee deems relevant. The Committee shall ensure that any disclosure required by the rules and regulations of the

Securities and Exchange Commission or NASDAQ related to the foregoing is included in the Company's annual meeting proxy statement.

10. Compensation Risk. The Compensation Committee shall review annually the potential risk to the Company from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking.
11. Oversight. The Compensation Committee shall oversee the Company's (i) submissions to stockholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and (ii) engagement with proxy advisory firms and other shareholder groups on executive compensation matters. The Compensation Committee also shall review the results of such advisory votes and consider any implications.
12. Tax Matters. The Compensation Committee shall oversee the Company's policies on structuring compensation programs to preserve tax deductibility, and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m) of the Internal Revenue Code.
13. Additional Duties. The Compensation Committee shall have such other duties as may be delegated from time to time by the Board of Directors.

### **Procedures and Administration**

1. Meetings. The Compensation Committee shall meet as often as it deems necessary in order to perform its responsibilities. The Compensation Committee may also act by unanimous written consent in lieu of a meeting. The Compensation Committee shall keep such records of its meetings as it shall deem appropriate.
2. Quorum. At least two members of the Compensation 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 Compensation 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 Compensation Committee present at a duly convened meeting shall be the action of the Committee. Members of the Compensation Committee may not be represented by proxy at any meeting of the Committee.
5. Meetings by Electronic Communications Equipment. Meetings of the Compensation 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 the Compensation Committee members and company management.

Any Compensation 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 Compensation Committee may form and delegate authority to one or more subcommittees as it deems appropriate from time to time under the circumstances (including (a) a subcommittee consisting of a single member and (b) a subcommittee consisting of at least two members, provided that each member qualifies as a “non-employee director,” as such term is defined from time to time in Rule 16b-3 promulgated under the Exchange Act, and the rules and regulations thereunder, and an “outside director,” as such term is defined from time to time in Section 162(m) of the Internal Revenue Code of 1986, as amended, and the rules and regulations thereunder).
8. Reports to Board. The Compensation Committee shall report regularly to the Board of Directors (i) the matters discussed at regular or special meetings of the Compensation Committee, (ii) with respect to such other matters as are relevant to the Compensation Committee’s discharge of its responsibilities, and (iii) with respect to such recommendations as the Compensation 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 Compensation Committee designated by the Compensation Committee to make such a report.
9. Charter. At least annually, the Compensation Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval.
10. Investigations. The Compensation 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 Compensation Committee or any advisors engaged by the Compensation Committee.
11. Annual Self-Evaluation. At least annually, the Compensation Committee shall evaluate its own performance.
12. Indemnification. All members of the Compensation 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 Compensation 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 Compensation Committee.
13. Disclosure of Charter. This Charter shall be made available on the Company’s website, as disclosed in the Company’s annual meeting proxy statement.

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