

WASTE MANAGEMENT, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Governance Committee is appointed by the Board of Directors to, among other items outlined in this Charter, (i) assist the Board in the selection and evaluation of candidates for the Board, (ii) recommend to the Board director nominees for the next annual meeting of stockholders, and (iii) assist the Board in the review and evaluation of the Company's corporate governance profile. The Nominating and Governance Committee shall have and may exercise all the powers and authority of the Board with respect to the specific responsibilities and authority assigned to the Nominating and Governance Committee in this Charter or hereafter assigned to the Nominating and Governance Committee by the Board of Directors, except as may be otherwise provided by law.

COMMITTEE MEMBERSHIP AND STRUCTURE

The Nominating and Governance Committee shall consist of not less than three members of the Board of Directors designated by the Board. Any members of the Nominating and Governance Committee may be replaced by the Board of Directors. The Board of Directors shall also designate a chairman of the Nominating and Governance Committee based on the recommendation of the Nominating and Governance Committee, who shall be responsible for preparing the agenda in conjunction with management, presiding over meetings and coordination of reporting to the Board. Each member of the Nominating and Governance Committee must be a person the Board has determined to be an "independent director" in accordance with the Company's Corporate Governance Guidelines.

RESPONSIBILITIES

The Nominating and Governance Committee shall have the following authority and responsibilities:

1. Review the overall effectiveness of the Board of Directors and the conduct of its business.
2. Review and make recommendations to the Board regarding Board composition and structure, including:
 - a. Retirement policies for non-employee directors.
 - b. Desired size of the Board and number of employee directors.
3. Recommend to the Board of Directors nominees to fill vacancies on the Board:

- a. Seek out possible candidates and otherwise aid in attracting highly qualified candidates for director.
 - b. Consider candidates for director submitted by directors, officers, employees, stockholders and others.
 - c. Select individuals as nominees based on an evaluation of their personal and professional integrity and their ability, experience and judgment, so that, in the opinion of the Nominating and Governance Committee, they are expected to be effective, in conjunction with the other nominees, in collectively serving the long-term interests of the stockholders.
 - d. Prior to each annual meeting of stockholders, prepare a slate of nominees for election or reelection as directors by the stockholders at the annual meeting.
4. Review and make recommendations to the Board regarding the nature and duties of Board committees, including:
- a. Evaluation of the charter, duties and powers of Board committees according to existing and planned Company objectives.
 - b. Nomination of individuals to serve as members and chairpersons of each committee, including appointment of annual committee slates and additional committee members to fill vacancies as needed.
 - c. Rotation of committee members.
5. Prior to each annual meeting of stockholders, review any stockholder proposal received by the Company for inclusion in the Company's proxy statement and make a recommendation to the Board to either oppose, support or take no position with respect to such proposal.
6. Be available to the Chairman of the Board, the Chief Executive Officer and other directors for consultation concerning candidates for director.
7. On an annual basis:
- a. Coordinate an evaluation by the directors of the Board's and committees' performance and procedures.
 - b. Review individual director performance as a part of the process for recommending director nominees to the Board, in consultation with the Chairman of the Board.

- c. Review the Company's corporate governance profile and make recommendations to the Board.
 - d. Review non-employee director compensation and benefits and make recommendations to the Board.
 - e. Review stockholder value preservation techniques available to the Company.
 - f. Review the Nominating and Governance Committee's performance relative to this Charter and report the evaluation results to the Board of Directors.
- 8. Establish a director orientation program and monitor continuing director education.
 - 9. Make regular reports to the Board.
 - 10. Regularly approve minutes of Committee meetings.

The Nominating and Governance Committee shall have the sole authority to retain special legal, accounting or other consultants, including search firms who assist in the identification of director candidates or in the evaluation of non-employee director compensation or otherwise advise the Nominating and Governance Committee, and to approve the fees and other terms of retention of such consultants. The Nominating and Governance Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Nominating and Governance Committee or to meet with any members of, or consultants to, the Nominating and Governance Committee.

The Nominating and Governance Committee will meet as often as the members shall determine to be necessary or appropriate but at least two times during each year. Reports of meetings of the Nominating and Governance Committee shall be made to the Board of Directors at its next regularly scheduled meeting following each Nominating and Governance Committee meeting, accompanied by any recommendations to the Board of Directors approved by the Nominating and Governance Committee.