

Charter of the Audit Committee of the Board of Directors (Revised through 12/9/08)

Introduction

The Clean Harbors Audit Committee is appointed by and responsible to the Company's Board of Directors. The Committee's principal purposes are to: (A) assist Board oversight of (1) the integrity of the Company's financial statements, (2) the Company's compliance with legal and regulatory requirements, (3) the independent auditor's qualifications and independence, and (4) the performance of the Company's internal audit function and independent auditors; and (B) prepare an audit committee report as required by the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

The Audit Committee shall conduct its business in accordance with this Charter as amended from time to time by the Board of Directors and shall have the delegated authority of the Board in conducting its business. This Charter is intended to comply with applicable listing standards of the New York Stock Exchange (the "NYSE") and rules and regulations of the SEC as in effect from time to time and shall be interpreted so as to give effect to this intention. This Charter will be reviewed and reassessed annually by the Audit Committee as to its adequacy and shall be revised as necessary to reflect the evolution of the Company's business and relevant developments in the business and regulatory worlds.

Audit Committee Organization

Membership

- The Audit Committee shall consist of at least three members nominated by the Board's Governance Committee and elected by the Board of Directors. Each member of the Committee must meet the independence requirements for listed companies established by the applicable NYSE listing standards and the rules and regulations of the SEC under the Securities Exchange Act, and must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company for the past three years.
- Audit Committee members must be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement.
- At least one member of the Committee shall have past experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual's financial sophistication, including having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities as determined in accordance with applicable NYSE listing standards and the rules and regulations of the SEC.

Audit Committee Authority

- The Audit Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditor and any other registered public accounting firm engaged (including resolutions of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services to the Company. Each such registered public accounting firm shall report directly to the Audit Committee.
- The Audit Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor (subject to the de minimis exceptions for non-audit services described in applicable SEC rules and regulations).
- The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services to the Company, and to any advisors employed by the Audit Committee and for ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
- The Audit Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Audit Committee at its next scheduled meeting.

Audit Committee Responsibilities

The Audit Committee provides an oversight role with respect to the Company's financial statements and related regulatory requirements and its internal controls. The Committee does not perform nor guarantee any functions performed by the independent auditor or the Company's internal financial and accounting organizations. Its oversight activities are conducted principally through pursuit of the following activities:

Financial Reporting

The Audit Committee shall:

- Review the Company's annual audited financial statements before release. The review shall include discussion with Company financial management and the independent auditor regarding any significant issues associated with accounting principles, adjustments, estimates and judgments. Based on its review, the Audit Committee shall make a recommendation to the Board of Directors concerning the inclusion of such financial statements, including disclosures made in management's discussion and analysis, in the Company's annual report on Form 10-K.

- Review, or delegate review to the Committee Chairman of, the Company's quarterly financial statements before the release of the press releases containing such financial statements. The review shall include discussion with Company financial management and the independent auditor, if necessary, of any significant accounting issues. The Committee shall also periodically discuss the types and forms of presentation of the financial information and earnings guidance provided by the Company's senior management to analysts and ratings agencies.
- Review and discuss reports from the independent auditor on:
 - (a) Critical accounting policies and practices to be used;
 - (b) Alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and
 - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered with the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- Review disclosures made to the Audit Committee by the Company's CEO and CFO during their certification process for the Company's Form 10-K and Forms 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Internal Controls and Audit Function

The Audit Committee shall:

- Review independent auditor recommendations and management's response relative to internal controls.
- Review periodically management's process for informing employees of the ongoing importance of maintaining internal controls and for complying with accounting standards.
- Meet periodically in executive session with Company employees responsible for internal audit functions.

Independent Auditor Relationships

- The Audit Committee shall ensure receipt from the independent auditor of a formal written statement delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard 1, and the Audit Committee shall also actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and shall take appropriate action to oversee and ensure the independence of the independent auditor.
- The Audit Committee shall meet in executive session with the independent auditor at least annually.
- The Audit Committee shall discuss with the independent auditor, at least annually, the auditor's judgment with respect to the quality of the Company's accounting principles as applied in its financial reporting.
- The Audit Committee shall set clear hiring policies for employees or former employees of the independent auditors for the Company.

Compliance

The Audit Committee shall:

- Review and approve all related party transactions required to be disclosed in the Company's SEC filings.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Review with corporate counsel legal matters which could have a significant impact on the Company's financial results.

Risk Assessment and Risk Management

The Audit Committee shall:

- Discuss with senior management the Company's major financial risks and the steps management has taken to monitor and control such expenses.
- Discuss with senior management the guidelines and policies to govern the process by which the Company's risk assessment and management is undertaken.

Other Responsibilities

The Audit Committee shall:

- Review periodically with management and the independent auditor significant corporate risks and steps taken by management to minimize or mitigate such risks.
- Report periodically on the Committee's activities to the Board of Directors.
- Approve the Audit Committee report required to be included in the Company's proxy statement under SEC rules.
- Conduct an annual self-evaluation of the Committee.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors.