



CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

This Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of US Ecology, Inc. (the “Company”) is appointed annually by the Board to assist the Board in fulfilling its responsibilities regarding:

- the identification of qualified candidates to become Board members including but not limited to consideration of candidates recommended by any director;
- the selection of nominees to stand for election as directors by stockholders;
- the selection of candidates to fill any vacancies on the Board;
- the oversight of the annual evaluation of the effectiveness of the Board and executive management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s Restated Certificate of Incorporation and Amended and Restated Bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion.

This Charter and the composition of the Committee are intended to comply with the listing requirements of the NASDAQ Stock Market LLC (“NASDAQ”) and all applicable Federal Securities laws and regulations, including, but not limited to the requirements of the Sarbanes-Oxley Act of 2002.

Committee Membership

The Committee shall be comprised of at least three (3) directors of the Board recommended by the Chairman of Board and approved by the full Board, each of whom shall qualify as independent directors under the rules of NASDAQ, and shall meet the applicable requirements of the Sarbanes-Oxley Act of 2002. Accordingly, all of the Committee members shall be independent directors, and free from any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee. The Board shall affirmatively conclude that the members of the Committee are independent as required.

The Committee Chairman and each member of the Committee shall be recommended by the Chairman of the Board and approved by the full Board. Committee members may be removed from the Committee, with or without cause, by the full Board.

In the event the Chairman of the Board also serves as an employee of the Company the Committee Chairman shall serve as Lead Director.

The Lead Director will act as a liaison between the employee Chairman of the Board and the non-employee directors; review and approve meeting agendas for the Board; approve meeting schedules to help ensure that there is sufficient time for discussions of all agenda items; and chair executive sessions of the non-employee Directors at scheduled Board meetings without the employee Chairman of the Board present. The Lead Director shall have authority to call special meetings of the non-employee directors.

Committee Authority and Responsibilities

The Board of Directors has authorized and directed the Committee to assume each of the following responsibilities, and any other responsibilities the Board specifically delegates to the Committee, in each case subject to the limitations on the Board or any committee thereof contained in the Company's certificate of incorporation or bylaws, or the Delaware General Business Corporation Law, as each is in effect from time to time:

1. Nominating. The Committee shall have the following responsibilities with respect to its Nominating duties:
 - A. Retain and terminate any outside consultant to provide professional expertise in carrying out its duties and responsibilities. The Committee shall have sole authority to select such consultant and approve its fees and other retention terms.
 - B. Review the composition and size of the Board in order to ensure that the Board is comprised of members reflecting the proper expertise, skills, attributes and personal and professional backgrounds for service as a director of the Company.

- C. Actively seek individuals whose skills and attributes reflect those desired and evaluate and propose nominees for election to the Board.
- D. Annually present to the full Board a list of individuals recommended for election to the Board at the annual meeting of stockholders.
- E. Recommend to the full Board for selection appointments to fill Board vacancies.
- F. Extend any offers to a new director candidate to serve on the Board.

2. Corporate Governance. The Committee shall have the following responsibilities with respect to its Corporate Governance duties:

- A. Develop and periodically review and recommend to the Board appropriate revisions to the Company's Corporate Governance Guidelines.
- B. Regularly review and make recommendations about changes to the Charter of the Committee.
- C. Regularly review and make recommendations about changes to the charters of other Board committees after consultation with the respective committee Chairpersons.
- D. Evaluate and recommend to the Board the resignation of individual directors for appropriate reasons, as determined by the Committee in its discretion.
- E. Review any questions regarding the independence of the Board members in accordance with the director independence standards contained in the NASDAQ listing standards and other applicable rules and regulations.
- F. Develop and recommend to the Board a self-evaluation process for the Board and its committees and oversee such evaluation process.
- G. Review potential or actual conflicts of interest between Board members and between the Company and other companies on which a Board member of the Company may serve.
- H. Provide guidance on the indemnification of officers and directors.
- I. Provide guidance on business conduct, ethics, insider trading and other business code of conduct matters.

- J. Provide guidance to the Board on creating and maintaining an ethical business environment, an evaluation of the CEO in consultation with the Compensation Committee, and executive succession planning.

Outside Advisors

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be necessary, desirable or appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings of the Committee

The Chairman of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. In addition, the Committee shall meet at the request of the Board. The Chairman of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The members of the Committee may meet in person or by telephone conference call.

A majority of the members of the Committee shall constitute a quorum of the Committee. The vote of a majority of the members of the full Committee shall be the act of the Committee. The Committee may also act by unanimous written consent in lieu of meeting. Except as expressly provided in the certificate of incorporation or bylaws of the Company or as required by law and regulations or NASDAQ listing standards, the Committee shall fix its own rules of procedure.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so, and in any event shall not be entitled to vote. Committee may exclude from its meetings or executive session any member of management or director that is not a member of the Committee.

The Committee shall report its findings to the full Board and shall keep written minutes of each meeting, which shall be recorded and filed with the books and records of the Company. Executive session shall be considered confidential and exempt from record keeping.

The Committee may conduct or authorize investigations into any matters within the scope of the powers and responsibilities delegated to the Committee.

Effective Date

This Corporate Governance Committee Charter was duly approved and adopted by the Board of Directors of the Company on May 30, 2013.

Attested and Signed: _____
Wayne R. Ipsen, Corporate Secretary

Dated: _____