

WCA Waste Corporation Code of Business Conduct and Ethics

Article I. Purpose

To provide the standards of ethical and business conduct required of all officers, directors and employees of WCA Waste Corporation and its subsidiaries (the “Company”), including the Company’s chief executive officer, chief financial officer and chief accounting officer or persons performing similar functions, in the performance of their responsibilities and list the policies that establish the policy of officer, director and employee conduct for the Company.

Article II. Background

The Company will conduct its business affairs fairly, impartially, and in an ethical and proper manner. Conduct that may raise questions as to the Company’s honesty, integrity, impartiality, or reputation, or activities that could cause embarrassment to the Company or damage its reputation are prohibited. Any activity, conduct, or transaction that could create an appearance of unethical, illegal, or improper business conduct must be avoided.

To this end, the Company maintains policies and procedures to assist its officers, directors and employees in understanding the standards of ethical business conduct that are required of them, and to assist its officers, directors and employees in resolving questions, providing guidance, and for reporting suspected violations of, or expressing concerns regarding compliance with, these standards of conduct.

This policy constitutes the “code of conduct” of the Company as is required by NASDAQ Marketplace Rule 4350(n) and the “code of ethics” applicable to the Company’s principal executive officer, principal financial officer and principal accounting officer or controller (or persons performing similar functions) as is required by Item 406 of Regulation S-K.

This Code of Business Conduct and Ethics will be posted on the Company’s Internet site.

Article III. Policy

1. Each officer, director and employee must demonstrate honest and ethical conduct in fulfilling his or her duties, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

2. It is of critical importance that the Company’s public filings, communications and disclosures be full, fair, accurate, timely and understandable. Each officer, director and employee is responsible for ensuring full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company. Each executive officer and director must review each annual report on Form 10-K and quarterly report on Form 10-Q before it is filed with the SEC. In addition, the chief executive officer and chief financial officer of the Company must review the matters to be certified in each periodic report before making the certifications required by applicable law.

3. Each officer, director and employee is prohibited from taking any action to improperly influence, coerce, manipulate or mislead the Company's internal or outside auditors or to prevent such persons from performing a diligent audit of the Company's financial statements.

4. Each officer, director or employee who communicates with analysts and investors must comply with Regulation FD in discussions with analysts and investors, and must cause a corrective filing to be made in case the officer, director or employee becomes aware of an inadvertent violation of Regulation FD.

5. Each officer, director or employee is required to comply with all applicable governmental laws, rules and regulations, including, without limitation, all "insider trading" prohibitions and disclosure obligations applicable to the Company and officers and directors.

Article IV. Administrative Responsibilities

All members of management are responsible for implementing and monitoring compliance with this Code of Business Conduct and Ethics.

All managers are responsible for familiarizing themselves with this Code of Business Conduct and Ethics and with the resources available to assist them in resolving questions or concerns.

All managers are responsible for promoting compliance with this Code of Business Conduct and Ethics and for ensuring that employees under their supervision are familiar with the standards of conduct expected.

The General Counsel of the Company will, at the beginning of each year, circulate a memorandum to all officers, directors and employees of the Company reminding each such person of (a) the existence of this Code of Business Conduct and Ethics, and (b) his or her obligation to adhere to this Code of Business Conduct and Ethics. Such reminder will also provide the means of communicating questions, reporting concerns, and reporting alleged violations of this Code of Business Conduct and Ethics (as set forth in Article V herein). In addition, on a quarterly basis each officer and key employee will be required to certify to the Chief Executive Officer and Chief Financial Officer that each such person has read, understands, is in compliance with and is not aware of any violations of this Code of Business Conduct and Ethics.

Article V. Resolving Questions Or Concerns

Questions or concerns regarding compliance with this Code of Business Conduct and Ethics should be directed to department managers, as applicable, or if necessary, an officer, director or employee should seek guidance or express concerns to any one of the following:

1. The General Counsel;
2. The Chief Financial Officer; or

3. The President.

Any officer, director or employee who encounters a situation or are considering a course of action the appropriateness of which is unclear should promptly contact one of the aforementioned contacts to discuss the matter.

Any recipient of a question or concern by an officer, director or employee must properly evaluate the inquiry and either:

1. Provide an answer resolving the issue satisfactorily to the officer, director or employee; or
2. Refer the inquiry to the General Counsel, the Chief Financial Officer or the President for resolution and inform the officer, director or employee to whom the inquiry has been forwarded.

Article VI. Reporting Violations

Officers, directors or employees who are aware of a suspected or actual violation of this Code of Business Conduct and Ethics have a responsibility to report it. All suspected or actual violations of this Code of Business Conduct and Ethics shall be promptly reported to the Administrator named in the Company's "Whistleblower Policy." Such report should include a specific description of the violation that the reporting person believes has occurred, including any information the reporting person may have regarding the person or people involved and the approximate time of the violation. Any employee who reports a suspected or actual violation in good faith should do so without fear of any form of retaliation. The Company will take prompt disciplinary action against any employee who retaliates against a reporting person for making a good faith report of a suspected or actual violation of this Code of Business Conduct and Ethics. However, reports of suspected or actual violations that are not made in good faith could subject the reporting person to disciplinary action.

Article VII. Process for Determining Violations

All reports regarding suspected or actual violations of this Code of Business Conduct and Ethics should be promptly investigated with the highest degree of confidentiality that is practicable under the circumstances. The goal of any such investigation will be to:

1. Interview any individuals with knowledge relating to the potential violation;
2. Collect any materials relevant to the potential violation; and
3. Prepare a clear, written statement with respect to the events and circumstances surrounding the potential violation.

If any investigation indicates that a violation of this Code of Business Conduct and Ethics is likely to have occurred, such actions shall be taken as are appropriate under the circumstances, including, without limitation, reporting the matter to the Audit Committee of the Company's Board of Directors, subjecting any employee who has committed a violation to disciplinary

action, suing any employee who has committed a violation in a civil action and/or referring any employee who has committed a violation to the appropriate authorities for criminal prosecution.

Article VIII. Administration

The Audit Committee has responsibility for administration of this policy.

Article IX. Waivers

Waivers of this Code of Business Conduct and Ethics in respect of an executive officer or director of the Company may only be authorized and approved by the full Board or a properly constituted committee thereof. Any such waiver will be disclosed to the Company's stockholders to the extent and in the manner required by applicable law or NASDAQ listing standards.

Approved and adopted by the Board of Directors of WCA Waste Corporation, effective December 9, 2005.

WCA Waste Corporation
Amended and Restated Whistleblower Policy and Procedures

Article I. Purpose

To establish “whistleblower” procedures pursuant to Section 301 of the Sarbanes-Oxley Act of 2002 (“Sarbanes”), Section 10A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Rule 10A-3 promulgated under the Exchange Act and the charter of the Audit Committee (the “Committee”) of the Board of Directors of WCA Waste Corporation (the “Company”).

Article II. Policy

It is the policy of the Company to establish and maintain a complaint program to facilitate (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters, any type of fraud, or violations of the Code of Business Conduct and Ethics, and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

In furtherance of this policy, the Company shall disseminate to all employees a notice (the “Notice”) in the form as attached hereto as Exhibit A that, among other things, (i) advises employees of their ability to make complaints about the Company’s accounting, internal accounting controls, auditing, or violations of the Code of Business Conduct and Ethics, and (ii) provides employees with the contact information for making such complaints. Such Notice shall be disseminated in a manner designed to reach all employees (including those who do not have access to e-mail).

Article III. Procedures

Employees with concerns regarding the matters described in clauses (1) and (2) in the first paragraph of the Policy section above may report their concerns and/or forward complaints to Michael A. Roy (the “Administrator”) at the address, e-mail address and/or phone number set forth in the notice that is disseminated to employees. Such contact information shall also be posted on the Company’s Internet site.

Immediately upon receipt of a complaint, the Administrator (if not a member of the Committee) shall forward the complaint (or a description of the substance thereof) to the Committee chairperson or other designated member of the Committee. The Administrator will not communicate the complaint to any other officer or employee of the Company except as authorized by the Committee chairperson or the Committee.

If the complaint does not involve accounting, internal accounting controls, auditing matters, or violations of the Code of Business Conduct and Ethics, the complaint will be forwarded by the Committee chairperson or other designated member of the Committee to the Company’s compliance officer or in-house counsel to handle such complaint in a manner in which he or she deems appropriate.

The Committee will convene as appropriate to review complaints and their impact on the Company’s financial statements and public reports. Such meetings to review complaints will be held without the Company’s independent auditors or internal personnel being present unless requested by the Committee.

One or more members of the Committee, the Company's compliance officer or in-house counsel may be delegated the authority to investigate the complaint. In conducting any such investigation, the Committee or designee shall maintain the confidentiality of any party making a complaint or submission on a confidential basis, to the fullest extent possible consistent with the need to conduct an adequate review thereof and unless disclosure is required by regulatory or law enforcement authorities. If the Committee so requests, a written report to the Committee of all findings of fact, conclusions and proposed recommendation for remedial action, if any, will be submitted within the timeframe set by the Committee. Delegation decisions will be made on a case-by-case basis, depending on the nature and significance of the complaint.

Those conducting an investigation on behalf of the Committee are vested with all of the authority and power of the Committee, including the power to retain advisors and independent counsel.

The proceedings of the Committee and investigation will be documented and retained for a period of at least seven (7) years pursuant to the Company's document retention policies. All records will be treated as confidential information.

To the fullest extent practicable consistent with the need to conduct an adequate review thereof, the Committee shall involve in-house counsel or outside counsel in such investigation in order to maintain, to the extent possible, attorney-client privilege with respect to any documents or other materials received or prepared in connection with the investigation of any complaint.

The status of all pending complaints will be reviewed at each regularly scheduled Committee meeting.

The Committee will provide a regular update of the status of the investigation of any pending complaint to the Company's President (or, if the Committee so elects, the Company's in-house counsel) not less than once each fiscal quarter for the evaluation of whether any disclosure is required with respect to such complaint in the Company's filings with the Securities and Exchange Commission. In addition, in the case of any complaint or development with respect to a pending complaint that may be material to the Company, the Committee will immediately notify the Company's President (or if the Committee so elects, the Company's in-house counsel) as to such complaint or development.

The Administrator will be responsible for maintaining a list of each complaint forwarded by the Administrator to the Committee chairperson or other designated member of the Committee.

Should the identity of the employee making the complaint be known, the Committee will monitor any disciplinary action against the employee to determine whether it could subject the Company to anti-retaliation liability. Pursuant to Section 806 of the Sarbanes-Oxley Act of 2002, the Company and its officers, employees and agents shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate against any employee in the terms and conditions of his or her employment based upon lawful actions of such employee with respect to good faith reporting of complaints regarding the Company's accounting and auditing matters or as otherwise specified in Section 806 of Sarbanes.

The Committee will review these "whistleblower" procedures annually.

Article IV. Administration

The Committee has responsibility for administration of this policy.

Approved and adopted by the Board of Directors of WCA Waste Corporation, effective December 9, 2005.

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**Procedures for Submitting Complaints or Concerns Relating
to the Company's Accounting, Internal Accounting Controls,
Auditing Matters or Violations of the Code of Business Conduct and Ethics**

Pursuant to the requirements of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"), the Audit Committee of the Board of Directors of WCA Waste Corporation (the "Company") has established procedures for:

- the receipt, retention and treatment of complaints received by the Company regarding its accounting, internal accounting controls, auditing matters or violations of the Code of Business Conduct and Ethics; and
- the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

If you have any good faith complaints or concerns about the Company's accounting, internal accounting controls, auditing matters or violations of the Code of Business Conduct and Ethics, we encourage you take advantage of these procedures to make us aware of your complaint or concern.

Any complaints with respect to these matters should be directed to the Company's General Counsel, Michael Roy, at the following address, e-mail address and/or phone number. If you lose this notice, the contact information is also set forth on the Company's Internet site. You may submit complaints or concerns in this manner at any time (seven days a week and 24 hours a day).

Michael A. Roy
Vice President and General Counsel
WCA Waste Corporation
One Riverway, Suite 1400
Houston, Texas 77056
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In making a complaint or submission, an employee of the Company may request that such complaint be treated in a confidential manner (including the identity of the employee making the complaint).

Under the Sarbanes-Oxley Act, the Company and its management are prohibited from discharging, demoting, suspending, threatening, harassing or in any other manner discriminating against any employee in the terms and conditions of his or her employment based upon any lawful actions of such employee with respect to a complaint relating to the Company's accounting, internal accounting controls, auditing matters or violations of the Code of Business Conduct and Ethics that is made in good faith.