

COVANTA HOLDING CORPORATION
TECHNOLOGY COMMITTEE CHARTER
(June, 2008)

Purpose and General Responsibilities

The primary purpose of the Technology Committee is to assist the Board of Directors in fulfilling its oversight responsibilities for matters relating to technology and technology development as it relates to the Corporation's renewable energy and waste businesses. In furtherance of this purpose, the Technology Committee shall have the following responsibilities:

- providing general oversight of, and counsel on:
 - the development and implementation of major strategies relating to the Corporation's approach to technical and commercial innovation and the process of innovation and technology acquisition to assure ongoing business growth;
 - the evaluation of the implications of new technologies on the Corporation's competitive position in the renewable energy and waste industries, both domestically and internationally;
 - research, development and implementation of new technologies in the renewable energy and waste industries;
 - the research, development and implementation of improvements to the Corporation's existing technologies;
 - all matters related to the protection of intellectual property, including patents, trademarks and copyrights, related to existing or new technologies of the Corporation and its businesses; and
- performing such other related functions in furtherance of the foregoing or as requested by the Board of Directors.

Composition

The Technology Committee shall consist of a minimum of two directors. Members of the Technology Committee shall be appointed annually by the Board of Directors upon the recommendation of the Nominating and Governance Committee and may be removed or replaced by the Board of Directors in its discretion.

Meetings, Reports and Procedures

The Technology Committee shall meet at such times as the Chairman of the Technology Committee shall designate and notice of such meetings shall be given to the Committee's members in accordance with the bylaws of the Corporation. In advance of every meeting, the Chairman of the Technology Committee, with the assistance of the Secretary of the Corporation, shall prepare and distribute to the Committee's members and others, as deemed appropriate by the Chairman, an agenda of matters to be addressed at the meeting.

Directors not on the Technology Committee may attend meetings of the Technology Committee at their discretion. At the invitation of the Chairman of the Technology Committee, members of management or outside consultants may also attend Technology Committee meetings. Members of the Technology Committee may participate in meetings through the use of conference telephones or similar communications equipment, as long as all members participating in such meeting can hear one another, and such participation shall constitute presence at such meetings. Minutes of each meeting of the Technology Committee shall be filed with the records of the Corporation.

Unless the members of the Technology Committee determine otherwise by resolution, any action required or permitted to be taken by the Technology Committee may be taken without a meeting if all of its members consent thereto in writing and the writing(s) are filed with the minutes of the proceedings of the Committee.

The Technology Committee shall periodically or as required by the nature of its duties report on its activities to the Board of Directors and shall make recommendations to the Board of Directors, as its members deem appropriate.

The Technology Committee, as it may deem appropriate, shall have the authority to cause investigations to be made of such matters with the scope of its purpose and responsibilities. Such investigations may be made by the Corporation's employees or such other persons or firms that the Technology Committee shall select.

The Technology Committee shall have authority to retain such outside counsel, experts and other advisors as the Technology Committee may deem appropriate in its sole discretion. The Technology Committee shall have sole authority to approve and receive funding for related fees and retention terms.

The Technology Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board of Directors for approval. The Technology Committee shall also review its own performance annually.

The Technology Committee may adopt such additional procedures, consistent with this Charter, as its members deem appropriate.

The Technology Committee Charter will be made available on the Corporation's website at www.covantaholding.com.