

These financial statements for Waste Connections, Inc. are also included in the Form 10-Q for the quarterly period ended March 31, 2021 filed on SEDAR on April 29, 2021 in its entirety.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

WASTE CONNECTIONS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(In thousands of U.S. dollars, except share and per share amounts)

	March 31, 2021	December 31, 2020
ASSETS		
Current assets:		
Cash and equivalents	\$ 743,464	\$ 617,294
Accounts receivable, net of allowance for credit losses of \$18,970 and \$19,380 at March 31, 2021 and December 31, 2020, respectively	608,758	630,264
Prepaid expenses and other current assets	151,769	160,714
Total current assets	1,503,991	1,408,272
Restricted cash	105,689	97,095
Restricted investments	56,620	57,516
Property and equipment, net	5,232,682	5,284,506
Operating lease right-of-use assets	174,635	170,923
Goodwill	5,754,101	5,726,650
Intangible assets, net	1,125,894	1,155,079
Other assets, net	89,317	92,323
Total assets	<u>\$ 14,042,929</u>	<u>\$ 13,992,364</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 280,025	\$ 290,820
Book overdraft	234	17,079
Deferred revenue	243,712	233,596
Accrued liabilities	399,470	404,923
Current portion of operating lease liabilities	35,699	30,671
Current portion of contingent consideration	42,360	43,297
Current portion of long-term debt and notes payable	105,386	8,268
Total current liabilities	1,106,886	1,028,654
Long-term portion of debt and notes payable	4,613,602	4,708,678
Long-term portion of operating lease liabilities	146,018	147,223
Long-term portion of contingent consideration	24,618	28,439
Deferred income taxes	776,498	760,044
Other long-term liabilities	433,434	455,888
Total liabilities	7,101,056	7,128,926
Commitments and contingencies (Note 17)		
Equity:		
Common shares: 262,564,371 shares issued and 262,491,505 shares outstanding at March 31, 2021; 262,899,174 shares issued and 262,824,990 shares outstanding at December 31, 2020	3,964,500	4,030,368
Additional paid-in capital	161,638	170,555
Accumulated other comprehensive income (loss)	46,171	(651)
Treasury shares: 72,866 and 74,184 shares at March 31, 2021 and December 31, 2020, respectively	—	—
Retained earnings	2,765,401	2,659,001
Total Waste Connections' equity	6,937,710	6,859,273
Noncontrolling interest in subsidiaries	4,163	4,165
Total equity	6,941,873	6,863,438
	<u>\$ 14,042,929</u>	<u>\$ 13,992,364</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WASTE CONNECTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF NET INCOME
(Unaudited)
(In thousands of U.S. dollars, except share and per share amounts)

	<u>Three Months Ended March 31,</u>	
	<u>2021</u>	<u>2020</u>
Revenues	\$ 1,395,942	\$ 1,352,404
Operating expenses:		
Cost of operations	825,920	815,424
Selling, general and administrative	141,422	136,052
Depreciation	157,402	150,821
Amortization of intangibles	32,192	31,638
Impairments and other operating items	634	1,506
Operating income	238,372	216,963
Interest expense	(42,425)	(37,990)
Interest income	1,103	2,175
Other income (expense), net	3,548	(9,521)
Income before income tax provision	200,598	171,627
Income tax provision	(40,291)	(28,734)
Net income	160,307	142,893
Plus: Net loss attributable to noncontrolling interests	2	142
Net income attributable to Waste Connections	\$ 160,309	\$ 143,035
Earnings per common share attributable to Waste Connections' common shareholders:		
Basic	\$ 0.61	\$ 0.54
Diluted	\$ 0.61	\$ 0.54
Shares used in the per share calculations:		
Basic	262,697,487	263,790,364
Diluted	263,156,655	264,353,158
Cash dividends per common share	\$ 0.205	\$ 0.185

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WASTE CONNECTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(In thousands of U.S. dollars)

	<u>Three Months Ended March 31,</u>	
	<u>2021</u>	<u>2020</u>
Net income	\$ 160,307	\$ 142,893
Other comprehensive income (loss), before tax:		
Interest rate swap amounts reclassified into interest expense	4,796	(440)
Changes in fair value of interest rate swaps	20,739	(58,026)
Foreign currency translation adjustment	28,054	(184,717)
Other comprehensive income (loss), before tax	53,589	(243,183)
Income tax (expense) benefit related to items of other comprehensive income (loss)	(6,767)	15,494
Other comprehensive income (loss), net of tax	46,822	(227,689)
Comprehensive income (loss)	207,129	(84,796)
Plus: Comprehensive loss attributable to noncontrolling interests	2	142
Comprehensive income (loss) attributable to Waste Connections	<u>\$ 207,131</u>	<u>\$ (84,654)</u>

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WASTE CONNECTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)
(In thousands of U.S. dollars, except share amounts)

	WASTE CONNECTIONS' EQUITY								
	COMMON SHARES		ADDITIONAL PAID-IN CAPITAL	ACCUMULATED OTHER COMPREHENSIVE LOSS	TREASURY SHARES		RETAINED EARNINGS	NONCONTROLLING INTERESTS	TOTAL
	SHARES	AMOUNT			SHARES	AMOUNT			
Balances at December 31, 2020	262,824,990	\$ 4,030,368	\$ 170,555	\$ (651)	74,184	\$ —	\$ 2,659,001	\$ 4,165	\$ 6,863,438
Sale of common shares held in trust	1,318	131	—	—	(1,318)	—	—	—	131
Vesting of restricted share units	340,529	—	—	—	—	—	—	—	—
Vesting of performance-based restricted share units	154,251	—	—	—	—	—	—	—	—
Restricted share units released from deferred compensation plan	19,150	—	—	—	—	—	—	—	—
Tax withholdings related to net share settlements of equity-based compensation	(186,039)	—	(18,490)	—	—	—	—	—	(18,490)
Equity-based compensation	—	—	9,573	—	—	—	—	—	9,573
Exercise of warrants	3,490	—	—	—	—	—	—	—	—
Repurchase of common shares	(666,184)	(65,999)	—	—	—	—	—	—	(65,999)
Cash dividends on common shares	—	—	—	—	—	—	(53,909)	—	(53,909)
Amounts reclassified into earnings, net of taxes	—	—	—	3,525	—	—	—	—	3,525
Changes in fair value of cash flow hedges, net of taxes	—	—	—	15,243	—	—	—	—	15,243
Foreign currency translation adjustment	—	—	—	28,054	—	—	—	—	28,054
Net income (loss)	—	—	—	—	—	—	160,309	(2)	160,307
Balances at March 31, 2021	<u>262,491,505</u>	<u>\$ 3,964,500</u>	<u>\$ 161,638</u>	<u>\$ 46,171</u>	<u>72,866</u>	<u>\$ —</u>	<u>\$ 2,765,401</u>	<u>\$ 4,163</u>	<u>\$ 6,941,873</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WASTE CONNECTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)
(In thousands of U.S. dollars, except share amounts)

	WASTE CONNECTIONS' EQUITY									
	COMMON SHARES		ADDITIONAL PAID-IN CAPITAL	ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)	TREASURY SHARES		RETAINED EARNINGS	NONCONTROLLING INTERESTS	TOTAL	
	SHARES	AMOUNT			SHARES	AMOUNT				
Balances at December 31, 2019	263,618,161	\$ 4,135,343	\$ 154,917	\$ (10,963)	81,514	\$ —	\$ 2,654,207	\$ 4,850	\$ 6,938,354	
Sale of common shares held in trust	7,330	679	—	—	(7,330)	—	—	—	679	
Vesting of restricted share units	366,603	—	—	—	—	—	—	—	—	
Vesting of performance-based restricted share units	281,186	—	—	—	—	—	—	—	—	
Restricted share units released from deferred compensation plan	20,229	—	—	—	—	—	—	—	—	
Fair value adjustment for common shares in deferred compensation plan exchanged for other investment options	—	—	(533)	—	—	—	—	—	(533)	
Tax withholdings related to net share settlements of equity-based compensation	(226,766)	—	(23,090)	—	—	—	—	—	(23,090)	
Equity-based compensation	—	—	10,144	—	—	—	—	—	10,144	
Exercise of warrants	9,751	—	—	—	—	—	—	—	—	
Repurchase of common shares	(1,271,977)	(105,654)	—	—	—	—	—	—	(105,654)	
Cash dividends on common shares	—	—	—	—	—	—	(48,018)	—	(48,018)	
Amounts reclassified into earnings, net of taxes	—	—	—	(323)	—	—	—	—	(323)	
Changes in fair value of cash flow hedges, net of taxes	—	—	—	(42,649)	—	—	—	—	(42,649)	
Foreign currency translation adjustment	—	—	—	(184,717)	—	—	—	—	(184,717)	
Net income (loss)	—	—	—	—	—	—	143,035	(142)	142,893	
Balances at March 31, 2020	<u>262,804,517</u>	<u>\$ 4,030,368</u>	<u>\$ 141,438</u>	<u>\$ (238,652)</u>	<u>74,184</u>	<u>\$ —</u>	<u>\$ 2,749,224</u>	<u>\$ 4,708</u>	<u>\$ 6,687,086</u>	

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WASTE CONNECTIONS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands of U.S. dollars)

	Three Months Ended March 31,	
	2021	2020
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 160,307	\$ 142,893
Adjustments to reconcile net income to net cash provided by operating activities:		
Loss on disposal of assets and impairments	401	135
Depreciation	157,402	150,821
Amortization of intangibles	32,192	31,638
Deferred income taxes, net of acquisitions	8,379	23,259
Amortization of debt issuance costs	1,359	3,420
Share-based compensation	10,307	13,046
Interest accretion	4,204	4,352
Payment of contingent consideration recorded in earnings	(520)	—
Adjustments to contingent consideration	89	—
Other	(796)	2,308
Net change in operating assets and liabilities, net of acquisitions	27,072	(2,286)
Net cash provided by operating activities	<u>400,396</u>	<u>369,586</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Payments for acquisitions, net of cash acquired	(8,545)	(5,943)
Capital expenditures for property and equipment	(96,793)	(137,781)
Proceeds from disposal of assets	2,080	3,499
Other	2,705	6,599
Net cash used in investing activities	<u>(100,553)</u>	<u>(133,626)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from long-term debt	—	1,790,625
Principal payments on notes payable and long-term debt	(5,559)	(970,393)
Payment of contingent consideration recorded at acquisition date	(4,807)	(1,976)
Change in book overdraft	(16,849)	(3,848)
Payments for repurchase of common shares	(65,999)	(105,654)
Payments for cash dividends	(53,909)	(48,018)
Tax withholdings related to net share settlements of equity-based compensation	(18,490)	(23,090)
Debt issuance costs	—	(10,936)
Proceeds from sale of common shares held in trust	131	679
Net cash provided by (used in) financing activities	<u>(165,482)</u>	<u>627,389</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	<u>403</u>	<u>(2,364)</u>
Net increase in cash, cash equivalents and restricted cash	134,764	860,985
Cash, cash equivalents and restricted cash at beginning of period	714,389	423,221
Cash, cash equivalents and restricted cash at end of period	<u>\$ 849,153</u>	<u>\$ 1,284,206</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

1. BASIS OF PRESENTATION AND SUMMARY

The accompanying condensed consolidated financial statements relate to Waste Connections, Inc. and its subsidiaries (the “Company”) for the three month periods ended March 31, 2021 and 2020. In the opinion of management, the accompanying balance sheets and related interim statements of net income, comprehensive income (loss), cash flows and equity include all adjustments, consisting only of normal recurring items, necessary for their fair statement in conformity with U.S. generally accepted accounting principles (“GAAP”). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Examples include accounting for landfills, self-insurance accruals, income taxes, allocation of acquisition purchase price, contingent consideration accruals and asset impairments. An additional area that involves estimation is when the Company estimates the amount of potential exposure it may have with respect to litigation, claims and assessments in accordance with the accounting guidance on contingencies. Actual results for all estimates could differ materially from the estimates and assumptions that the Company uses in the preparation of its condensed consolidated financial statements.

The challenges posed by the pandemic of coronavirus disease 2019 (“COVID-19”) on the global economy persisted through the first quarter of 2021 and continue to impact the demand for the Company’s services to varying degrees and in varying ways across the U.S. and Canada and across a variety of lines of business, including commercial collection and solid waste and non-hazardous oil and natural gas exploration and production (“E&P”) waste treatment, recovery and disposal services. In response to the COVID-19 pandemic, national and local governments around the world have instituted certain measures, including travel bans, prohibitions on group events and gatherings, shutdowns of certain businesses, curfews, shelter-in-place orders and recommendations to practice social distancing. In some markets where a portion of these measures have been curtailed, the impact on demand for the Company’s services has decreased as activity levels have increased. The impact of the COVID-19 pandemic on the Company’s business, results of operations, financial condition and cash flows in future periods will depend largely on future developments, including the duration and spread of the outbreak in the U.S. and Canada, the rate of vaccinations, the severity of COVID-19 variants, the actions to contain such coronavirus variants, and how quickly and to what extent normal economic and operating conditions can resume, all of which are uncertain and cannot be predicted at this time.

Interim results are not necessarily indicative of results for a full year. These interim financial statements should be read in conjunction with the financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020.

2. REPORTING CURRENCY

The functional currency of the Company, as the parent corporate entity, and its operating subsidiaries in the United States, is the U.S. dollar. The functional currency of the Company’s Canadian operations is the Canadian dollar. The reporting currency of the Company is the U.S. dollar. The Company’s consolidated Canadian dollar financial position is translated to U.S. dollars by applying the foreign currency exchange rate in effect at the consolidated balance sheet date. The Company’s consolidated Canadian dollar results of operations and cash flows are translated to U.S. dollars by applying the average foreign currency exchange rate in effect during the reporting period. The resulting translation adjustments are included in other comprehensive income or loss. Gains and losses from foreign currency transactions are included in earnings for the period.

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3. NEW ACCOUNTING STANDARDS

Accounting Standards Adopted

Income Taxes – Simplifying the Accounting for Income Taxes. In December 2019, the Financial Accounting Standards Board (“FASB”) issued guidance that simplifies the accounting for income taxes as part of its overall initiative to reduce complexity in applying accounting standards while maintaining or improving the usefulness of the information provided to users of financial statements. The amendments include removal of certain exceptions to the general principles of income taxes, and simplification in several other areas such as accounting for a franchise tax that is partially based on income. The standard is effective for public business entities that are U.S. Securities and Exchange Commission (“SEC”) filers for annual periods beginning after December 15, 2020, and interim periods within those reporting periods. The Company adopted the new standard as of January 1, 2021. The adoption of this new standard did not have a material impact on the Company’s consolidated financial statements.

Accounting Standards Pending Adoption

Reference Rate Reform – Facilitation of the Effects of Reference Rate Reform on Financial Reporting. In March 2020, the FASB issued guidance to provide temporary optional expedients and exceptions to the guidance in GAAP on contract modifications and hedge accounting to ease the financial reporting burdens related to the expected market transition from the London Interbank Offered Rate (“LIBOR”) and other interbank offered rates to alternative reference rates, such as the Secured Overnight Financing Rate (“SOFR”). One-week and two-month U.S. dollar LIBOR settings as well as all non-U.S. dollar LIBOR settings will stop being published on December 31, 2021, while the remaining U.S. dollar LIBOR settings will be discontinued on June 30, 2023. Under the new guidance, entities can elect not to apply certain modification accounting requirements to contracts affected by reference rate reform, if certain criteria are met. An entity that makes this election would not have to remeasure the contracts at the modification date or reassess a previous accounting determination. Under the guidance, entities can also elect various optional expedients that would allow them to continue applying hedge accounting for hedging relationships affected by reference rate reform, if certain criteria are met.

The guidance is effective upon issuance. The guidance on contract modifications is applied prospectively from March 12, 2020. It may also be applied to modifications of existing contracts made earlier in the interim period that includes the effective date. The guidance on hedging is applied to eligible hedging relationships existing as of the beginning of the interim period that includes the effective date and to new eligible hedging relationships entered into after the beginning of that interim period. The relief is temporary and generally cannot be applied to contract modifications that occur after December 31, 2022 or hedging relationships entered into or evaluated after that date. However, certain optional expedients can be applied to hedging relationships evaluated in periods after December 31, 2022. The Company is currently assessing the potential impact of implementing this new guidance on its consolidated financial statements. To the extent that the transition away from the use of LIBOR might affect the Company’s ability to maintain cash flow hedge accounting as described in Note 11, the relief is expected to permit the Company to maintain that cash flow hedge accounting.

SEC amends MD&A and other Regulation S-K disclosure requirements. In November 2020, the SEC adopted amendments to Regulation S-K to eliminate certain disclosure requirements and to revise several others to make the disclosures provided in management’s discussion and analysis more useful for investors. Key changes included: (1) enhancements and clarification of the disclosure requirements for liquidity and capital resources; (2) elimination of five years of Selected Financial Data; (3) replacement of the current requirement for two years of quarterly tabular disclosure with a principles-based requirement to provide information only when there are material retrospective changes; (4) codification of prior SEC guidance on critical accounting estimates; (5) elimination of the tabular disclosure of contractual obligations; and (6) conforming amendments for foreign private issuers. The amended rules were posted to the Federal

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Register on January 11, 2021 and became effective February 10, 2021. Registrants are required to comply with the new rules beginning with the first fiscal year ending on or after August 9, 2021. Registrants may early adopt the amended rules at any time after the effective date (on an item-by-item basis), as long as they provide the disclosure responsive to an amended item in its entirety.

4. RECLASSIFICATION

As disclosed within Note 10 to the financial statements, segment information reported in the Company's prior year has been reclassified to conform to the 2021 presentation.

5. REVENUE

The Company's operations primarily consist of providing non-hazardous waste collection, transfer, disposal and recycling services, E&P services, and intermodal services. The following table disaggregates the Company's revenues by service line for the periods indicated:

	<u>Three Months Ended March 31,</u>	
	<u>2021</u>	<u>2020</u>
Commercial	\$ 426,395	\$ 416,507
Residential	400,819	365,731
Industrial and construction roll off	209,258	206,771
Total collection	1,036,472	989,009
Landfill	271,936	266,218
Transfer	189,323	180,765
Recycling	32,448	18,108
E&P	28,012	65,377
Intermodal and other	35,634	30,018
Intercompany	(197,883)	(197,091)
Total	<u>\$ 1,395,942</u>	<u>\$ 1,352,404</u>

The factors that impact the timing and amount of revenue recognized for each service line may vary based on the nature of the service performed. Generally, the Company recognizes revenue at the time it performs a service. In the event that the Company bills for services in advance of performance, it recognizes deferred revenue for the amount billed and subsequently recognizes revenue at the time the service is provided. Substantially all of the deferred revenue recorded as of December 31, 2020 was recognized as revenue during the three months ended March 31, 2021 when the service was performed.

See Note 10 for additional information regarding revenue by reportable segment.

Contract Acquisition Costs

The incremental direct costs of obtaining a contract, which consist of sales incentives, are recognized as Other assets in the Company's Condensed Consolidated Balance Sheet, and are amortized to Selling, general and administrative expense over the estimated life of the relevant customer relationship, which ranges from one to five years. The Company recognizes the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity would have recognized is one year or less. The Company had \$18,954 and \$19,669 of deferred sales incentives at March 31, 2021 and December 31, 2020, respectively.

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6. ACCOUNTS RECEIVABLE

Accounts receivable are recorded when billed or accrued and represent claims against third parties that will be settled in cash. The carrying value of the Company's receivables, net of the allowance for credit losses, represents their estimated net realizable value.

The allowance for credit losses is based on management's assessment of the collectability of assets pooled together with similar risk characteristics. The Company monitors the collectability of its trade receivables as one overall pool due to all trade receivables having similar risk characteristics. The Company estimates its allowance for credit losses based on historical collection trends, the age of outstanding receivables, geographical location of the customer, existing economic conditions and reasonable forecasts. If events or changes in circumstances indicate that specific receivable balances may be impaired, further consideration is given to the collectability of those balances and the allowance is adjusted accordingly. Past-due receivable balances are written off when the Company's internal collection efforts have been unsuccessful in collecting the amount due.

	Three Months Ended March 31,	
	2021	2020
Beginning balance	\$ 19,380	\$ 16,432
Current period provision for expected credit losses	1,915	2,027
Write-offs charged against the allowance	(3,501)	(5,063)
Recoveries collected	1,153	1,932
Impact of changes in foreign currency	23	(156)
Ending balance	<u>\$ 18,970</u>	<u>\$ 15,172</u>

7. LANDFILL ACCOUNTING

At March 31, 2021, the Company's landfills consisted of 82 owned landfills, five landfills operated under life-of-site operating agreements, four landfills operated under limited-term operating agreements and one development stage landfill. The Company's landfills had site costs with a net book value of \$2,625,877 at March 31, 2021. For the Company's landfills operated under limited-term operating agreements and life-of-site operating agreements, the owner of the property (generally a municipality) usually owns the permit and the Company operates the landfill for a contracted term. Where the contracted term is not the life of the landfill, the property owner is generally responsible for final capping, closure and post-closure obligations. The Company is responsible for all final capping, closure and post-closure liabilities at the landfills it operates under life-of-site operating agreements.

The Company's internal and third-party engineers perform surveys at least annually to estimate the remaining disposal capacity at its landfills. Many of the Company's existing landfills have the potential for expanded disposal capacity beyond the amount currently permitted. The Company's landfill depletion rates are based on the remaining disposal capacity, considering both permitted and probable expansion airspace, at the landfills it owns and landfills it operates, but does not own, under life-of-site agreements. The Company's landfill depletion rate is based on the term of the operating agreement at its operated landfill that has capitalized expenditures. Expansion airspace consists of additional disposal capacity being pursued through means of an expansion that has not yet been permitted. Expansion airspace that meets certain criteria is included in the estimate of total landfill airspace.

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Based on remaining permitted capacity as of March 31, 2021, and projected annual disposal volumes, the average remaining landfill life for the Company's owned landfills and landfills operated under life-of-site operating agreements is estimated to be approximately 28 years. As of March 31, 2021, the Company is seeking to expand permitted capacity at nine of its owned landfills and three landfills that it operates under life-of-site operating agreements, and considers the achievement of these expansions to be probable. Although the Company cannot be certain that all future expansions will be permitted as designed, the average remaining life, when considering remaining permitted capacity, probable expansion capacity and projected annual disposal volume, of the Company's owned landfills and landfills operated under life-of-site operating agreements is approximately 31 years. The estimated remaining lives of the Company's owned landfills and landfills operated under life-of-site operating agreements range from 1 to 283 years, with approximately 90% of the projected annual disposal volume from landfills with remaining lives of less than 70 years.

During the three months ended March 31, 2021 and 2020, the Company expensed \$46,137 and \$48,737, respectively, or an average of \$4.53 and \$4.49 per ton consumed, respectively, related to landfill depletion at owned landfills and landfills operated under life-of-site agreements.

The Company reserves for estimated final capping, closure and post-closure maintenance obligations at the landfills it owns and landfills it operates under life-of-site operating agreements. The Company calculates the net present value of its final capping, closure and post-closure liabilities by estimating the total obligation in current dollars, inflating the obligation based upon the expected date of the expenditure and discounting the inflated total to its present value using a credit-adjusted risk-free rate. Any changes in expectations that result in an upward revision to the estimated undiscounted cash flows are treated as a new liability and are inflated and discounted at rates reflecting current market conditions. Any changes in expectations that result in a downward revision (or no revision) to the estimated undiscounted cash flows result in a liability that is inflated and discounted at rates reflecting the market conditions at the time the cash flows were originally estimated. This policy results in the Company's final capping, closure and post-closure liabilities being recorded in "layers." The Company's discount rate assumption for purposes of computing 2021 and 2020 "layers" for final capping, closure and post-closure obligations was 3.25% and 4.75%, respectively, which reflects the Company's long-term credit adjusted risk free rate as of the end of 2020 and 2019. The Company's inflation rate assumption is 2.25% and 2.50% for the years ending December 31, 2021 and 2020, respectively. The resulting final capping, closure and post-closure obligations are recorded on the Condensed Consolidated Balance Sheet along with an offsetting addition to site costs which is amortized to depletion expense as the remaining landfill airspace is consumed. Interest is accreted on the recorded liability using the corresponding discount rate. During the three months ended March 31, 2021 and 2020, the Company expensed \$3,655 and \$3,849, respectively, or an average of \$0.36 and \$0.36 per ton consumed, respectively, related to final capping, closure and post-closure accretion expense.

The following is a reconciliation of the Company's final capping, closure and post-closure liability balance from December 31, 2020 to March 31, 2021:

Final capping, closure and post-closure liability at December 31, 2020	\$ 301,896
Liability adjustments	(7,134)
Accretion expense associated with landfill obligations	3,655
Closure payments	(3,237)
Foreign currency translation adjustment	562
Final capping, closure and post-closure liability at March 31, 2021	<u>\$ 295,742</u>

Liability adjustments of \$7,134 for the three months ended March 31, 2021, represent non-cash changes to final capping, closure and post-closure liabilities and are recorded on the Condensed Consolidated Balance Sheets along with an offsetting addition to site costs, which is amortized to depletion expense as the remaining landfill airspace is consumed. The final capping, closure and post-closure liability is included in Other long-term liabilities in the Condensed

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

Consolidated Balance Sheets. The Company performs its annual review of its cost and capacity estimates in the first quarter of each year.

At March 31, 2021 and December 31, 2020, \$14,134 and \$12,533, respectively, of the Company's restricted cash balance and \$53,924 and \$54,833, respectively, of the Company's restricted investments balance was for purposes of securing its performance of future final capping, closure and post-closure obligations.

8. INTANGIBLE ASSETS, NET

Intangible assets, exclusive of goodwill, consisted of the following at March 31, 2021:

	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment Loss	Net Carrying Amount
Finite-lived intangible assets:				
Long-term franchise agreements and contracts	\$ 601,120	\$ (245,880)	\$ —	\$ 355,240
Customer lists	638,674	(400,314)	—	238,360
Permits and other	379,785	(83,178)	—	296,607
	<u>1,619,579</u>	<u>(729,372)</u>	<u>—</u>	<u>890,207</u>
Indefinite-lived intangible assets:				
Solid waste collection and transportation permits	172,056	—	—	172,056
Material recycling facility permits	42,283	—	—	42,283
E&P facility permits	59,855	—	(38,507)	21,348
	<u>274,194</u>	<u>—</u>	<u>(38,507)</u>	<u>235,687</u>
Intangible assets, exclusive of goodwill	<u>\$ 1,893,773</u>	<u>\$ (729,372)</u>	<u>\$ (38,507)</u>	<u>\$ 1,125,894</u>

Intangible assets, exclusive of goodwill, consisted of the following at December 31, 2020:

	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment Loss	Net Carrying Amount
Finite-lived intangible assets:				
Long-term franchise agreements and contracts	\$ 600,674	\$ (234,972)	\$ —	\$ 365,702
Customer lists	636,035	(382,020)	—	254,015
Permits and other	378,952	(79,277)	—	299,675
	<u>1,615,661</u>	<u>(696,269)</u>	<u>—</u>	<u>919,392</u>
Indefinite-lived intangible assets:				
Solid waste collection and transportation permits	172,056	—	—	172,056
Material recycling facility permits	42,283	—	—	42,283
E&P facility permits	59,855	—	(38,507)	21,348
	<u>274,194</u>	<u>—</u>	<u>(38,507)</u>	<u>235,687</u>
Intangible assets, exclusive of goodwill	<u>\$ 1,889,855</u>	<u>\$ (696,269)</u>	<u>\$ (38,507)</u>	<u>\$ 1,155,079</u>

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

Estimated future amortization expense for the next five years relating to finite-lived intangible assets is as follows:

For the year ending December 31, 2021	\$ 126,891
For the year ending December 31, 2022	\$ 108,169
For the year ending December 31, 2023	\$ 92,115
For the year ending December 31, 2024	\$ 79,163
For the year ending December 31, 2025	\$ 66,880

9. LONG-TERM DEBT

The following table presents the Company's long-term debt as of March 31, 2021 and December 31, 2020:

	March 31, 2021	December 31, 2020
Revolver under Credit Agreement, bearing interest ranging from 1.31% to 1.61% ^(a)	\$ 203,976	\$ 203,927
Term loan under Credit Agreement, bearing interest at 1.31% ^(a)	650,000	650,000
4.64% Senior Notes due 2021 ^(b)	100,000	100,000
2.39% Senior Notes due 2021 ^(c)	150,000	150,000
3.09% Senior Notes due 2022	125,000	125,000
2.75% Senior Notes due 2023	200,000	200,000
3.24% Senior Notes due 2024	150,000	150,000
3.41% Senior Notes due 2025	375,000	375,000
3.03% Senior Notes due 2026	400,000	400,000
3.49% Senior Notes due 2027	250,000	250,000
4.25% Senior Notes due 2028	500,000	500,000
3.50% Senior Notes due 2029	500,000	500,000
2.60% Senior Notes due 2030	600,000	600,000
3.05% Senior Notes due 2050	500,000	500,000
Notes payable to sellers and other third parties, bearing interest ranging from 2.42% to 10.35%, principal and interest payments due periodically with due dates ranging from 2028 to 2036 ^(a)	38,008	43,131
Finance leases, bearing interest at 1.89% with a lease expiration date of 2026 ^(a)	9,822	3,754
	4,751,806	4,750,812
Less – current portion	(105,386)	(8,268)
Less – unamortized debt discount and issuance costs	(32,818)	(33,866)
	<u>\$ 4,613,602</u>	<u>\$ 4,708,678</u>

(a) Interest rates represent the interest rates in effect at March 31, 2021.

(b) The Company redeemed the 4.64% Senior Notes due 2021 (the "2021 Senior Notes") on April 1, 2021.

(c) The Company has recorded the 2.39% Senior Notes due 2021 (the "New 2021 Senior Notes") in long-term debt in the table above as the Company has the intent and ability to redeem the New 2021 Senior Notes on June 1, 2021 using borrowings under the Credit Agreement.

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

Credit Agreement

Details of the Credit Agreement are as follows:

	March 31, 2021	December 31, 2020
<i>Revolver under Credit Agreement</i>		
Available	\$ 1,240,137	\$ 1,238,937
Letters of credit outstanding	\$ 118,387	\$ 119,636
Total amount drawn, as follows:	\$ 203,976	\$ 203,927
Amount drawn - U.S. LIBOR rate loan	\$ 200,000	\$ 200,000
Interest rate applicable - U.S. LIBOR rate loan	1.31 %	1.35 %
Amount drawn – Canadian bankers’ acceptance	\$ 3,976	\$ 3,927
Interest rate applicable – Canadian bankers’ acceptance	1.61 %	1.66 %
Commitment – rate applicable	0.15 %	0.15 %
<i>Term loan under Credit Agreement</i>		
Amount drawn – U.S. based LIBOR loan	\$ 650,000	\$ 650,000
Interest rate applicable – U.S. based LIBOR loan	1.31 %	1.35 %

In addition to the \$118,387 of letters of credit at March 31, 2021 issued under the Credit Agreement, the Company has issued letters of credit totaling \$6,796 under facilities other than the Credit Agreement.

10. SEGMENT REPORTING

The Company’s revenues are generated from the collection, transfer, recycling and disposal of non-hazardous solid waste and the treatment, recovery and disposal of non-hazardous E&P waste. No single contract or customer accounted for more than 10% of the Company’s total revenues at the consolidated or reportable segment level during the periods presented.

Prior to July 2020, the Company managed its operations through five geographic solid waste operating segments and its E&P segment, which were also its reportable segments. As of July 2020, the Company’s Chief Operating Decision Maker determined that the Company’s E&P and Southern operating segments met all the aggregation criteria and eliminated the E&P segment by combining all operations of the E&P segment into the Southern segment. After giving effect to this combination, the Company’s reportable segments consist of its five geographic operating segments and no longer include a separate E&P segment. Each operating segment is responsible for managing several vertically integrated operations, which are comprised of districts. The segment information presented herein reflects the realignment of these districts. Segment results for the 2020 periods reflected in this report have been reclassified to reflect the realignment of the Company’s reportable segments for comparison with the same period in 2021.

Under the current orientation, the Company’s Southern segment services customers located in Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, New Mexico, North Dakota, southern Oklahoma, western Tennessee, Texas, Wyoming and along the Gulf of Mexico; the Company’s Eastern segment services customers located in Delaware, northern Illinois, Kentucky, Maryland, Massachusetts, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, eastern Tennessee, Vermont, Virginia and Wisconsin; the Company’s Western segment services customers located in Alaska, California, Idaho, Montana, Nevada, Oregon, Washington and western Wyoming; the Company’s Central segment services customers located in Arizona, Colorado, southern Illinois, Iowa, Kansas, Minnesota, Missouri, Nebraska, New Mexico, Oklahoma, South Dakota, western Texas, Utah and eastern Wyoming; and the Company’s Canada

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

segment services customers located in the state of Michigan and in the provinces of Alberta, British Columbia, Manitoba, Ontario, Québec and Saskatchewan.

The Company's Chief Operating Decision Maker evaluates operating segment profitability and determines resource allocations based on several factors, of which the primary financial measure is segment EBITDA. The Company defines segment EBITDA as earnings before interest, taxes, depreciation, amortization, impairments and other operating items, and other income (expense). Segment EBITDA is not a measure of operating income, operating performance or liquidity under GAAP and may not be comparable to similarly titled measures reported by other companies. The Company's management uses segment EBITDA in the evaluation of segment operating performance as it is a profit measure that is generally within the control of the operating segments. A reconciliation of segment EBITDA to Income before income tax provision is included at the end of this Note 10.

Summarized financial information concerning the Company's reportable segments for the three months ended March 31, 2021 and 2020, is shown in the following tables:

Three Months Ended March 31, 2021	Revenue	Intercompany Revenue ^(b)	Reported Revenue	Segment EBITDA ^(c)
Southern	\$ 382,687	\$ (44,526)	\$ 338,161	\$ 93,424
Eastern	398,830	(62,369)	336,461	89,121
Western	332,820	(35,816)	297,004	93,825
Central	267,702	(32,316)	235,386	79,040
Canada	211,786	(22,856)	188,930	73,940
Corporate ^(a)	—	—	—	(750)
	<u>\$ 1,593,825</u>	<u>\$ (197,883)</u>	<u>\$ 1,395,942</u>	<u>\$ 428,600</u>

Three Months Ended March 31, 2020	Revenue	Intercompany Revenue ^(b)	Reported Revenue	Segment EBITDA ^(c)
Southern	\$ 416,382	\$ (47,126)	\$ 369,256	\$ 106,319
Eastern	397,000	(64,798)	332,202	84,662
Western	305,436	(33,455)	271,981	81,029
Central	237,570	(29,028)	208,542	73,151
Canada	193,107	(22,684)	170,423	59,398
Corporate ^(a)	—	—	—	(3,631)
	<u>\$ 1,549,495</u>	<u>\$ (197,091)</u>	<u>\$ 1,352,404</u>	<u>\$ 400,928</u>

- (a) The majority of Corporate expenses are allocated to the five operating segments. Direct acquisition expenses, expenses associated with common shares held in the deferred compensation plan exchanged for other investment options and share-based compensation expenses associated with Progressive Waste share-based grants outstanding at June 1, 2016 that were continued by the Company are not allocated to the five operating segments and comprise the net EBITDA of the Company's Corporate segment for the periods presented.
- (b) Intercompany revenues reflect each segment's total intercompany sales, including intercompany sales within a segment and between segments. Transactions within and between segments are generally made on a basis intended to reflect the market value of the service.
- (c) For those items included in the determination of segment EBITDA, the accounting policies of the segments are the same as those described in the Company's most recent Annual Report on Form 10-K.

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

Total assets for each of the Company's reportable segments at March 31, 2021 and December 31, 2020, were as follows:

	March 31, 2021	December 31, 2020
Southern	\$ 3,373,593	\$ 3,402,081
Eastern	3,094,800	3,134,462
Western	1,859,205	1,861,079
Central	2,144,461	2,160,246
Canada	2,552,952	2,544,379
Corporate	1,017,918	890,117
Total Assets	\$ 14,042,929	\$ 13,992,364

The following tables show changes in goodwill during the three months ended March 31, 2021 and 2020, by reportable segment:

	Southern	Eastern	Western	Central	Canada	Total
Balance as of December 31, 2020	\$ 1,532,215	\$ 1,374,577	\$ 442,862	\$ 824,204	\$ 1,552,792	\$ 5,726,650
Goodwill acquired	—	—	2,289	—	—	2,289
Goodwill acquisition adjustments	(4)	1,408	—	4,385	(2)	5,787
Impact of changes in foreign currency	—	—	—	—	19,375	19,375
Balance as of March 31, 2021	\$ 1,532,211	\$ 1,375,985	\$ 445,151	\$ 828,589	\$ 1,572,165	\$ 5,754,101

	Southern	Eastern	Western	Central	Canada	Total
Balance as of December 31, 2019	\$ 1,528,225	\$ 1,331,180	\$ 400,037	\$ 729,470	\$ 1,521,939	\$ 5,510,851
Goodwill acquired	—	—	—	3,741	—	3,741
Goodwill acquisition adjustments	195	(524)	70	—	—	(259)
Impact of changes in foreign currency	—	—	—	—	(128,492)	(128,492)
Balance as of March 31, 2020	\$ 1,528,420	\$ 1,330,656	\$ 400,107	\$ 733,211	\$ 1,393,447	\$ 5,385,841

A reconciliation of the Company's primary measure of segment profitability (segment EBITDA) to Income before income tax provision in the Condensed Consolidated Statements of Net Income is as follows:

	Three Months Ended March 31,	
	2021	2020
Southern segment EBITDA	\$ 93,424	\$ 106,319
Eastern segment EBITDA	89,121	84,662
Western segment EBITDA	93,825	81,029
Central segment EBITDA	79,040	73,151
Canada segment EBITDA	73,940	59,398
Subtotal reportable segments	429,350	404,559
Unallocated corporate overhead	(750)	(3,631)
Depreciation	(157,402)	(150,821)
Amortization of intangibles	(32,192)	(31,638)
Impairments and other operating items	(634)	(1,506)
Interest expense	(42,425)	(37,990)
Interest income	1,103	2,175
Other income (expense), net	3,548	(9,521)
Income before income tax provision	\$ 200,598	\$ 171,627

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

11. DERIVATIVE FINANCIAL INSTRUMENTS

The Company recognizes all derivatives on the Condensed Consolidated Balance Sheets at fair value. All of the Company's derivatives have been designated as cash flow hedges; therefore, the gain or loss on the derivatives will be recognized in accumulated other comprehensive income (loss) ("AOCIL") and reclassified into earnings in the same period during which the hedged transaction affects earnings and is presented in the same income statement line item as the earnings effect of the hedged item. The Company classifies cash inflows and outflows from derivatives within operating activities on the Condensed Consolidated Statements of Cash Flows.

One of the Company's objectives for utilizing derivative instruments is to reduce its exposure to fluctuations in cash flows due to changes in the variable interest rates of certain borrowings under the Credit Agreement. The Company's strategy to achieve that objective involves entering into interest rate swaps. The interest rate swaps outstanding at March 31, 2021 were specifically designated to the Credit Agreement and accounted for as cash flow hedges.

At March 31, 2021, the Company's derivative instruments included six interest rate swap agreements as follows:

Date Entered	Notional Amount	Fixed Interest Rate Paid*	Variable Interest Rate Received	Effective Date	Expiration Date
August 2017	\$ 100,000	1.900 %	1-month LIBOR	July 2019	July 2022
August 2017	\$ 200,000	2.200 %	1-month LIBOR	October 2020	October 2025
August 2017	\$ 150,000	1.950 %	1-month LIBOR	February 2020	February 2023
June 2018	\$ 200,000	2.925 %	1-month LIBOR	October 2020	October 2025
June 2018	\$ 200,000	2.925 %	1-month LIBOR	October 2020	October 2025
December 2018	\$ 200,000	2.850 %	1-month LIBOR	July 2022	July 2027

* Plus applicable margin.

The fair values of derivative instruments designated as cash flow hedges as of March 31, 2021, were as follows:

Derivatives Designated as Cash Flow Hedges	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate swaps	Prepaid expenses and other current assets	\$ —	Accrued liabilities ^(a)	\$ (19,778)
			Other long-term liabilities	(49,376)
Total derivatives designated as cash flow hedges		\$ —		\$ (69,154)

(a) Represents the estimated amount of the existing unrealized losses on interest rate swaps as of March 31, 2021 (based on the interest rate yield curve at that date), included in AOCIL expected to be reclassified into pre-tax earnings within the next 12 months. The actual amounts reclassified into earnings are dependent on future movements in interest rates.

The fair values of derivative instruments designated as cash flow hedges as of December 31, 2020, were as follows:

Derivatives Designated as Cash Flow Hedges	Asset Derivatives		Liability Derivatives	
	Balance Sheet Location	Fair Value	Balance Sheet Location	Fair Value
Interest rate swaps	Prepaid expenses and other current assets	\$ —	Accrued liabilities	\$ (20,023)
			Other long-term liabilities	(74,666)
Total derivatives designated as cash flow hedges		\$ —		\$ (94,689)

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER GALLON AMOUNTS)

The following table summarizes the impact of the Company's cash flow hedges on the results of operations, comprehensive income (loss) and AOCIL for the three months ended March 31, 2021 and 2020:

Derivatives Designated as Cash Flow Hedges	Amount of Gain or (Loss) Recognized as AOCIL on Derivatives, Net of Tax ^(a)		Statement of Net Income Classification	Amount of (Gain) or Loss Reclassified from AOCIL into Earnings, Net of Tax ^(b)	
	Three Months Ended March 31,			Three Months Ended March 31,	
	2021	2020		2021	2020
Interest rate swaps	\$ 15,243	\$ (42,649)	Interest expense	\$ 3,525	\$ (323)

(a) In accordance with the derivatives and hedging guidance, the changes in fair values of interest rate swaps have been recorded in equity as a component of AOCIL. As the critical terms of the interest rate swaps match the underlying debt being hedged, all unrealized changes in fair value are recorded in AOCIL.

(b) Amounts reclassified from AOCIL into earnings related to realized gains and losses on interest rate swaps are recognized when interest payments or receipts occur related to the swap contracts, which correspond to when interest payments are made on the Company's hedged debt.

See Note 15 for further discussion on the impact of the Company's hedge accounting to its consolidated comprehensive income (loss) and AOCIL.

12. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist primarily of cash and equivalents, trade receivables, restricted cash and investments, trade payables, debt instruments, contingent consideration obligations and interest rate swaps. As of March 31, 2021 and December 31, 2020, the carrying values of cash and equivalents, trade receivables, restricted cash and investments, trade payables and contingent consideration are considered to be representative of their respective fair values. The carrying values of the Company's debt instruments, excluding certain notes as listed in the table below, approximate their fair values as of March 31, 2021 and December 31, 2020, based on current borrowing rates, current remaining average life to maturity and borrower credit quality for similar types of borrowing arrangements, and are classified as Level 2 within the fair value hierarchy. The carrying values and fair values of the Company's debt instruments where the carrying values do not approximate their fair values as of March 31, 2021 and December 31, 2020, are as follows:

	Carrying Value at		Fair Value* at	
	March 31, 2021	December 31, 2020	March 31, 2021	December 31, 2020
4.64% Senior Notes due 2021	\$ 100,000	\$ 100,000	\$ 100,010	\$ 100,850
2.39% Senior Notes due 2021	\$ 150,000	\$ 150,000	\$ 150,363	\$ 150,695
3.09% Senior Notes due 2022	\$ 125,000	\$ 125,000	\$ 128,420	\$ 128,482
2.75% Senior Notes due 2023	\$ 200,000	\$ 200,000	\$ 206,447	\$ 206,204
3.24% Senior Notes due 2024	\$ 150,000	\$ 150,000	\$ 157,859	\$ 158,140
3.41% Senior Notes due 2025	\$ 375,000	\$ 375,000	\$ 398,579	\$ 403,025
3.03% Senior Notes due 2026	\$ 400,000	\$ 400,000	\$ 416,544	\$ 424,874
3.49% Senior Notes due 2027	\$ 250,000	\$ 250,000	\$ 264,697	\$ 271,198
4.25% Senior Notes due 2028	\$ 500,000	\$ 500,000	\$ 563,500	\$ 597,050
3.50% Senior Notes due 2029	\$ 500,000	\$ 500,000	\$ 536,050	\$ 570,450
2.60% Senior Notes due 2030	\$ 600,000	\$ 600,000	\$ 603,240	\$ 644,520
3.05% Senior Notes due 2050	\$ 500,000	\$ 500,000	\$ 471,600	\$ 540,050

*Senior Notes are classified as Level 2 within the fair value hierarchy. Fair value inputs include third-party calculations of the market interest rate of notes with similar ratings in similar industries over the remaining note terms.

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

For details on the fair value of the Company's interest rate swaps, restricted cash and investments and contingent consideration, refer to Note 14.

13. NET INCOME PER SHARE INFORMATION

The following table sets forth the calculation of the numerator and denominator used in the computation of basic and diluted net income per common share attributable to the Company's shareholders for the three months ended March 31, 2021 and 2020:

	Three Months Ended	
	2021	2020
Numerator:		
Net income attributable to Waste Connections for basic and diluted earnings per share	\$ 160,309	\$ 143,035
Denominator:		
Basic shares outstanding	262,697,487	263,790,364
Dilutive effect of equity-based awards	459,168	562,794
Diluted shares outstanding	<u>263,156,655</u>	<u>264,353,158</u>

14. FAIR VALUE MEASUREMENTS

The Company uses a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis in periods subsequent to their initial measurement. These tiers include: Level 1, defined as quoted market prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; and Level 3, defined as unobservable inputs that are not corroborated by market data.

The Company's financial assets and liabilities recorded at fair value on a recurring basis include derivative instruments and restricted cash and investments. At March 31, 2021 and December 31, 2020, the Company's derivative instruments included pay-fixed, receive-variable interest rate swaps. The Company's interest rate swaps are recorded at their estimated fair values based on quotes received from financial institutions that trade these contracts. The Company verifies the reasonableness of these quotes using similar quotes from another financial institution as of each date for which financial statements are prepared. For the Company's interest rate swaps, the Company also considers the Company's creditworthiness in its determination of the fair value measurement of these instruments in a net liability position and the counterparties' creditworthiness in its determination of the fair value measurement of these instruments in a net asset position. The Company's restricted cash and investments are valued at quoted market prices in active markets for similar assets, which the Company receives from the financial institutions that hold such investments on its behalf. The Company's restricted cash and investments measured at fair value are invested primarily in money market accounts, bank time deposits, U.S. government and agency securities and Canadian bankers' acceptance notes.

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

The Company's assets and liabilities measured at fair value on a recurring basis at March 31, 2021 and December 31, 2020, were as follows:

	Fair Value Measurement at March 31, 2021 Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap derivative instruments – net liability position	\$ (69,154)	\$ —	\$ (69,154)	\$ —
Restricted cash and investments	\$ 162,847	\$ —	\$ 162,847	\$ —
Contingent consideration	\$ (66,978)	\$ —	\$ —	\$ (66,978)

	Fair Value Measurement at December 31, 2020 Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap derivative instruments – net liability position	\$ (94,689)	\$ —	\$ (94,689)	\$ —
Restricted cash and investments	\$ 155,176	\$ —	\$ 155,176	\$ —
Contingent consideration	\$ (71,736)	\$ —	\$ —	\$ (71,736)

The following table summarizes the changes in the fair value for Level 3 liabilities related to contingent consideration for the three months ended March 31, 2021 and 2020:

	Three Months Ended March 31,	
	2021	2020
Beginning balance	\$ 71,736	\$ 69,484
Payment of contingent consideration recorded at acquisition date	(4,807)	(1,976)
Payment of contingent consideration recorded in earnings	(520)	—
Adjustments to contingent consideration	89	—
Interest accretion expense	495	416
Foreign currency translation adjustment	(15)	(325)
Ending balance	\$ 66,978	\$ 67,599

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

15. OTHER COMPREHENSIVE INCOME (LOSS)

Other comprehensive income (loss) includes changes in the fair value of interest rate swaps that qualify for hedge accounting. The components of other comprehensive income (loss) and related tax effects for the three months ended March 31, 2021 and 2020 are as follows:

	Three Months Ended March 31, 2021		
	Gross	Tax Effect	Net of Tax
Interest rate swap amounts reclassified into interest expense	\$ 4,796	\$ (1,271)	\$ 3,525
Changes in fair value of interest rate swaps	20,739	(5,496)	15,243
Foreign currency translation adjustment	28,054	—	28,054
	<u>\$ 53,589</u>	<u>\$ (6,767)</u>	<u>\$ 46,822</u>

	Three Months Ended March 31, 2020		
	Gross	Tax Effect	Net of Tax
Interest rate swap amounts reclassified into interest expense	\$ (440)	\$ 117	\$ (323)
Changes in fair value of interest rate swaps	(58,026)	15,377	(42,649)
Foreign currency translation adjustment	(184,717)	—	(184,717)
	<u>\$ (243,183)</u>	<u>\$ 15,494</u>	<u>\$ (227,689)</u>

A rollforward of the amounts included in AOCIL, net of taxes, for the three months ended March 31, 2021 and 2020, is as follows:

	Interest Rate Swaps	Foreign Currency Translation Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2020	\$ (69,596)	\$ 68,945	\$ (651)
Amounts reclassified into earnings	3,525	—	3,525
Changes in fair value	15,243	—	15,243
Foreign currency translation adjustment	—	28,054	28,054
Balance at March 31, 2021	<u>\$ (50,828)</u>	<u>\$ 96,999</u>	<u>\$ 46,171</u>

	Interest Rate Swaps	Foreign Currency Translation Adjustment	Accumulated Other Comprehensive Income (Loss)
Balance at December 31, 2019	\$ (29,255)	\$ 18,292	\$ (10,963)
Amounts reclassified into earnings	(323)	—	(323)
Changes in fair value	(42,649)	—	(42,649)
Foreign currency translation adjustment	—	(184,717)	(184,717)
Balance at March 31, 2020	<u>\$ (72,227)</u>	<u>\$ (166,425)</u>	<u>\$ (238,652)</u>

See Note 11 for further discussion on the Company's derivative instruments.

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

16. SHAREHOLDERS' EQUITY

Share-Based Compensation

Restricted Share Units

A summary of activity related to restricted share units ("RSUs") during the three-month period ended March 31, 2021, is presented below:

	<u>Unvested Shares</u>
Outstanding at December 31, 2020	772,625
Granted	447,301
Forfeited	(13,569)
Vested and issued	(340,529)
Outstanding at March 31, 2021	<u>865,828</u>

The weighted average grant-date fair value per share for the common shares underlying the RSUs granted during the three-month period ended March 31, 2021 was \$97.56.

Recipients of the Company's RSUs who participate in the Company's Nonqualified Deferred Compensation Plan may have elected in years prior to 2015 to defer some or all of their RSUs as they vest until a specified date or dates they choose. At the end of the deferral periods, unless a qualified participant makes certain other elections, the Company issues to recipients who deferred their RSUs common shares of the Company underlying the deferred RSUs. At March 31, 2021 and 2020, the Company had 158,610 and 190,201 vested deferred RSUs outstanding, respectively.

Performance-Based Restricted Share Units

A summary of activity related to performance-based restricted share units ("PSUs") during the three-month period ended March 31, 2021, is presented below:

	<u>Unvested Shares</u>
Outstanding at December 31, 2020	434,558
Granted	116,784
Forfeited	(5,048)
Vested and issued	(154,251)
Outstanding at March 31, 2021	<u>392,043</u>

During the three months ended March 31, 2021, the Company's Compensation Committee granted PSUs with three-year performance-based metrics that the Company must meet before those awards may be earned, and the performance period for those grants ends on December 31, 2023. The Compensation Committee will determine the achievement of performance results and corresponding vesting of PSUs for each performance period. The weighted average grant-date fair value per share for the common shares underlying all PSUs granted during the three-month period ended March 31, 2021 was \$96.99.

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

Deferred Share Units

A summary of activity related to deferred share units (“DSUs”) during the three-month period ended March 31, 2021, is presented below:

	Vested Shares
Outstanding at December 31, 2020	21,586
Granted	2,856
Outstanding at March 31, 2021	24,442

The DSUs consist of a combination of DSU grants outstanding under the Progressive Waste share-based compensation plans that were continued by the Company following the Progressive Waste acquisition and DSUs granted by the Company since the Progressive Waste acquisition. The weighted average grant-date fair value per share for the common shares underlying the DSUs granted during the three-month period ended March 31, 2021 was \$99.80.

Other Restricted Share Units

RSU grants outstanding under the Progressive Waste share-based compensation plans were continued by the Company following the Progressive Waste acquisition and allow for the issuance of shares or cash settlement to employees upon vesting. A summary of activity related to Progressive Waste RSUs during the three-month period ended March 31, 2021, is presented below:

Outstanding at December 31, 2020	66,554
Cash settled	(1,318)
Outstanding at March 31, 2021	65,236

No RSUs under the Progressive Waste share-based compensation plans were granted subsequent to June 1, 2016. All remaining RSUs were vested as of March 31, 2019.

Share Based Options

Share based options outstanding under the Progressive Waste share-based compensation plans were continued by the Company following the Progressive Waste acquisition and allow for the issuance of shares or cash settlement to employees upon vesting. A summary of activity related to Progressive Waste share based options during the three-month period ended March 31, 2021, is presented below:

Outstanding at December 31, 2020	51,200
Cash settled	(3,131)
Outstanding at March 31, 2021	48,069

No share based options under the Progressive Waste share-based compensation plans were granted subsequent to June 1, 2016. All outstanding share based options were vested as of December 31, 2017.

Employee Share Purchase Plan

On May 15, 2020, the Company’s shareholders approved the 2020 Employee Share Purchase Plan (the “ESPP”). Under the ESPP, qualified employees may elect to have payroll deductions withheld from their eligible compensation on

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

each payroll date in amounts equal to or greater than one percent (1%) but not in excess of ten percent (10%) of eligible compensation in order to purchase the Company's common shares under certain terms and subject to certain restrictions set forth in the ESPP. The exercise price is equal to 95% of the closing price of the Company's common shares on the last day of the relevant offering period, subject to certain restrictions. The maximum number of shares that may be issued under the ESPP is 1,000,000. As of March 31, 2021, none of the Company's common shares have been purchased under the ESPP.

Normal Course Issuer Bid

On July 23, 2020, the Board of Directors of the Company approved, subject to receipt of regulatory approvals, the annual renewal of the Company's normal course issuer bid (the "NCIB") to purchase up to 13,144,773 of the Company's common shares during the period of August 10, 2020 to August 9, 2021 or until such earlier time as the NCIB is completed or terminated at the option of the Company. The renewal followed the conclusion of the Company's NCIB that expired August 7, 2020. The Company received Toronto Stock Exchange (the "TSX") approval for its annual renewal of the NCIB on August 5, 2020. Under the NCIB, the Company may make share repurchases only in the open market, including on the New York Stock Exchange (the "NYSE"), the TSX, and/or alternative Canadian trading systems, at the prevailing market price at the time of the transaction.

In accordance with TSX rules, any daily repurchases made through the TSX and alternative Canadian trading systems is limited to a maximum of 112,638 common shares, which represents 25% of the average daily trading volume on the TSX of 450,555 common shares for the period from February 1, 2020 to July 31, 2020. The TSX rules also allow the Company to purchase, once a week, a block of common shares not owned by any insiders, which may exceed such daily limit. The maximum number of shares that can be purchased per day on the NYSE will be 25% of the average daily trading volume for the four calendar weeks preceding the date of purchase, subject to certain exceptions for block purchases.

The timing and amounts of any repurchases pursuant to the NCIB will depend on many factors, including the Company's capital structure, the market price of the common shares and overall market conditions. All common shares purchased under the NCIB shall be immediately cancelled following their repurchase.

For the three months ended March 31, 2021, the Company repurchased 666,184 common shares pursuant to the NCIB at an aggregate cost of \$65,999. During the three months ended March 31, 2020, the Company repurchased 1,271,977 common shares pursuant to the NCIB at an aggregate cost of \$105,654. As of March 31, 2021, the remaining maximum number of shares available for repurchase under the current NCIB was 12,478,589.

Cash Dividend

In October 2020, the Company announced that its Board of Directors increased its regular quarterly cash dividend by \$0.02, from \$0.185 to \$0.205 per Company common share. Cash dividends of \$53,909 and \$48,018 were paid during the three months ended March 31, 2021 and 2020, respectively.

17. COMMITMENTS AND CONTINGENCIES

In the normal course of its business and as a result of the extensive governmental regulation of the solid waste and E&P waste industries, the Company is subject to various judicial and administrative proceedings involving Canadian regulatory authorities as well as U.S. federal, state and local agencies. In these proceedings, an agency may subpoena the Company for records, or seek to impose fines on the Company or revoke or deny renewal of an authorization held by the Company, including an operating permit. From time to time, the Company may also be subject to actions brought by special interest or other groups, adjacent landowners or residents in connection with the permitting and licensing of

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

landfills, transfer stations, and E&P waste treatment, recovery and disposal operations, or alleging environmental damage or violations of the permits and licenses pursuant to which the Company operates. The Company uses \$1,000 as a threshold (up from the previously required threshold of \$300) for disclosing environmental matters involving potential monetary sanctions.

In addition, the Company is a party to various claims and suits pending for alleged damages to persons and property, alleged violations of certain laws and alleged liabilities arising out of matters occurring during the normal operation of the Company's business. Except as noted in the matters described below, as of March 31, 2021, there is no current proceeding or litigation involving the Company or its property that the Company believes could have a material adverse effect on its business, financial condition, results of operations or cash flows.

Lower Duwamish Waterway Superfund Site Allocation Process

In November 2012, the Company's subsidiary, Northwest Container Services, Inc. ("NWCS"), was named by the U.S. Environmental Protection Agency, Region 10 (the "EPA") as a potentially responsible party ("PRP"), along with more than 100 others, under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA" or the "Superfund" law) with respect to the Lower Duwamish Waterway Superfund Site (the "LDW Site"). Listed on the National Priorities List in 2001, the LDW Site is a five-mile stretch of the Duwamish River flowing into Elliott Bay in Seattle, Washington. A group of PRPs known as the Lower Duwamish Working Group ("LDWG") and consisting of the City of Seattle, King County, the Port of Seattle, and Boeing Company conducted a Remedial Investigation/Feasibility Study for the LDW Site. On December 2, 2014, the EPA issued its Record of Decision (the "ROD") describing the selected clean-up remedy, and therein estimated that clean-up costs (in present value dollars as of November 2014) would total approximately \$342,000. However, it is possible that additional costs could be incurred based upon various factors. The EPA estimates that it will take seven years to implement the clean-up. The ROD also requires ten years of monitoring following the clean-up, and provides that if clean-up goals have not been met by the end of this period, then additional clean-up activities, at additional cost, may be required at that time. Implementation of the clean-up will not begin until after the ongoing Early Action Area ("EAA") clean-ups have been completed. Typically, costs for monitoring may be in addition to those expended for the clean-up. While three of the EAA clean-ups have been completed to date, some work remains to be done on three other EAAs. Implementation of the clean-up also must await additional baseline sampling throughout the LDW Site and the preparation of a remedial design for performing the clean-up. On April 27, 2016, the LDWG entered into a third amendment of its Administrative Order on Consent with the EPA (the "AOC 3") in which it agreed to perform the additional baseline sediment sampling and certain technical studies needed to prepare the actual remedial design. The LDWG and the EPA entered into a fourth amendment to the AOC in July 2018 primarily addressing development of a proposed remedy for the upper reach of the LDW Site, river mile 3 to river mile 5. At the April 24, 2019 stakeholders meeting the LDWG projected completion of the remedial design for the upper reach could be completed by August 2024. In late September 2020, the EPA informed attorneys for several PRPs that the work may be completed by late 2023 or early 2024.

On August 16, 2016, the EPA sent individual letters to each of the PRPs for the LDW Site, including NWCS, stating that it expected to initiate negotiations with all PRPs in early 2018 relating to a Remedial Design/Remedial Action ("RD/RA") Consent Decree. An RD/RA Consent Decree provides for the cleanup of the entire site and is often referred to as a "global settlement." In August 2014, NWCS entered into an Alternative Dispute Resolution Memorandum of Agreement with several dozen other PRPs and a neutral allocator to conduct a confidential and non-binding allocation of certain past response costs allegedly incurred at the LDW Site as well as the anticipated future response costs associated with the clean-up. In March 2017, the PRPs provided the EPA with notice that the allocation was not scheduled to conclude until mid-2019. Later extensions pushed the allocation conclusion date first to early 2020 and then to July 2020. The EPA was informed of those changes. The allocator's most recent projection is that the preliminary allocation report may be issued by the end of April 2021. The final allocation report will be issued only after the allocator considers comments of

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

the parties on the preliminary report. In September 2020, the EPA informed attorneys for several PRPs that the EPA intends to initiate settlement negotiations in 2021, and the EPA was informed of the delay in the issuance of the preliminary allocation report. More recently, the EPA indicated that settlement negotiations would begin in 2022. NWCS is defending itself vigorously in this confidential allocation process. At this point, the Company is not able to determine the likelihood of the allocation process being completed as intended by the participating PRPs, its specific allocation, or the likelihood of the parties then negotiating a global settlement with the EPA. Thus, NWCS cannot reasonably determine the likelihood of any outcome in this matter, including its potential liability.

On February 11, 2016, NWCS received a letter (the “Letter”) from the United States Department of Commerce, National Oceanic and Atmospheric Administration (“NOAA”), describing certain investigatory activities conducted by the Elliott Bay Trustee Council (the “Council”). The Council consists of all of the natural resources trustees for the LDW Site as well as two nearby Superfund sites, the Harbor Island site and the Lockheed West site. The members of the Council include the United States, on behalf of the U.S. National Oceanic and Atmospheric Administration and the U.S. Department of the Interior, the Washington State Department of Ecology, and the Suquamish and Muckleshoot Indian Tribes (together, the “Trustees”). The Letter appears to allege that NWCS may be a potentially liable party that allegedly contributed to the release of hazardous substances that have injured natural resources at the LDW Site. Damages to natural resources are in addition to clean-up costs. The Letter, versions of which NWCS believes were sent to all or a group of the PRPs for the LDW Site, also notified its recipients of their opportunity to participate in the Trustees’ development of an Assessment Plan and the performance of a Natural Resources Damages Assessment (“NRDA”) in accordance with the Assessment Plan for both the LDW Site and the east and west waterways of the Harbor Island site. NWCS timely responded with correspondence to the NOAA Office of General Counsel, in which it declined the invitation at that time. NWCS does not know how other PRPs responded to the Letter, and has not received any further communication from NOAA or the Trustees. The Trustees have not responded to NWCS’ letter. The Trustees released their Assessment Plan in March 2019. The Assessment Plan does not set forth a timeline for implementation. At this point, the Company is not able to determine the likelihood or amount of an assessment of natural resource damages against NWCS in connection with this matter.

Los Angeles County, California Landfill Expansion Litigation

A. Chiquita Canyon, LLC Lawsuit Against Los Angeles County

In October 2004, the Company’s subsidiary, Chiquita Canyon, LLC (“CCL”), then under prior ownership, filed an application (the “Application”) with the County of Los Angeles (the “County”) Department of Regional Planning (“DRP”) for a conditional use permit (the “CUP”) to authorize the continued operation and expansion of the Chiquita Canyon Landfill (the “Landfill”). The Landfill has operated since 1972, and as a regional landfill, accepted over two million tons of materials for disposal and beneficial use in 2020. The Application requested expansion of the existing waste footprint on CCL’s contiguous property, an increase in maximum elevation, creation of a new entrance and new support facilities, construction of a facility for the County or another third-party operator to host household hazardous waste collection events, designation of an area for mixed organics/composting, and other modifications.

After many years of reviews and delays, upon the recommendation of County staff, the County’s Regional Planning Commission (the “Commission”) approved the Application on April 19, 2017, but imposed operating conditions, fees and exactions that substantially reduce the historical landfill operations and represent a large increase in aggregate taxes and fees. CCL objected to many of the requirements imposed by the Commission. Current estimates for new costs imposed on CCL under the CUP are in excess of \$300,000.

CCL appealed the Commission’s decision to the County Board of Supervisors, but the appeal was not successful. At a subsequent hearing, on July 25, 2017, the Board of Supervisors approved the CUP. On October 20, 2017, CCL filed in

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

the Superior Court of California, County of Los Angeles a verified petition for writ of mandate and complaint against the County and the County Board of Supervisors captioned Chiquita Canyon, LLC v. County of Los Angeles, No. BS171262 (Los Angeles Co. Super Ct.) (the “Complaint”). The Complaint challenges the terms of the CUP in 13 counts generally alleging that the County violated multiple California and federal statutes and California and federal constitutional protections. CCL seeks the following relief: (a) an injunction and writ of mandate against certain of the CUP’s operational restrictions, taxes and fees, (b) a declaration that the challenged conditions are unconstitutional and in violation of state and federal statutes, (c) reimbursement for any such illegal fees paid under protest, (d) damages, (e) an award of just compensation for a taking, (f) attorney fees, and (g) all other appropriate legal and equitable relief.

Extensive motions practice and an interlocutory appeal occurred in 2018 and 2019 over the permissible scope of CCL’s challenge to the CUP, specifically 13 operational conditions in the CUP. The Superior Court ruled in CCL’s favor on November 13, 2019, finding that the County was estopped from contending that CCL has waived its rights to challenge the legality of the 13 operational conditions. The County sought interlocutory review of the Superior Court’s decision in the Court of Appeal, which denied the County’s petition on February 7, 2020.

Following full briefing and oral argument on June 22, 2020 on six of CCL’s causes of action, the Superior Court issued its decision on July 2, 2020, granting CCL’s petition for writ of mandate in part and denying it in part. CCL prevailed with respect to 12 of the challenged conditions, many of which imposed new fees and exactions on the Landfill. Before entry of final judgment, the Superior Court will hear CCL’s remaining causes of action. A cause of action for a taking under the Fifth Amendment of the U.S. Constitution is the subject of a pending motion for leave to amend the Complaint. Once the Superior Court has entered final judgment, CCL and the County will be permitted to appeal any adverse ruling to the California Court of Appeal. After entry of final judgment and resolution of any appeals, the Superior Court will issue a writ directing the County Board of Supervisors to set aside its decision on the permit with respect to 12 of the challenged conditions. The Board will be allowed to make additional findings to support four of those conditions and reconsider its permit decision in light of the Superior Court’s writ. CCL will continue to vigorously prosecute the lawsuit. However, at this point, the Company is not able to determine the likelihood of any outcome in this matter.

B. CEQA Lawsuit Against Los Angeles County Challenging Environmental Review for Landfill Expansion

A separate lawsuit involving CCL and the Landfill was filed on August 24, 2017 by community activists alleging that the environmental review underlying the CUP was inadequate under state law. The Val Verde Civic Association, Citizens for Chiquita Canyon Landfill Compliance, and the Santa Clarita Organization for Planning and the Environment filed a petition for writ of mandate in the Superior Court of California, County of Los Angeles against the County, naming CCL as the real party in interest. The lawsuit seeks to overturn the County’s approval of the CUP for the expansion of the Landfill and the certification of the final Environmental Impact Report, arguing that the report violates the California Environmental Quality Act. Pursuant to Condition No. 6 of the CUP, which requires CCL to defend, indemnify, and hold harmless the County, its agents, officers, and employees from any claim or proceeding against the County brought by any third party to attack, set aside, void, or annul the CUP approval, CCL agreed to reimburse the County for its legal costs associated with defense of the lawsuit. As the real party in interest, CCL has a right to notice and an opportunity to be heard in opposition to the petition for writ of mandate. Initial briefs were filed in 2018 and a trial date was set in February 2019, which was later rescheduled and held in August 2019. The court issued a final ruling on October 10, 2019 and a final judgment on December 4, 2019, denying the writ petition in full. One petitioner, Santa Clarita Organization for Planning and the Environment, appealed the judgment. All interested parties filed their briefs by July 1, 2020 and the County did not file an opposition brief. No amicus or “friend of the court” briefs were filed, so the case was fully briefed on July 1, 2020. The court heard oral argument on November 18, 2020. The court issued its opinion on February 10, 2021, upholding the trial court’s ruling in full and rejecting the petitioner’s appeal. On February 25, 2021, the Petitioner filed a petition for a rehearing, which the Court of Appeal denied on February 26, 2021. The Petitioner did not file a petition for

WASTE CONNECTIONS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(DOLLAR AMOUNTS IN THOUSANDS OF U.S. DOLLARS, EXCEPT PER SHARE, PER TON AND PER
GALLON AMOUNTS)

review to the California Supreme Court and the time for seeking review has expired. The Court of Appeal decision upholding the County's Environmental Impact Report and approval of the CUP in full is now final.

C. December 11, 2017 Notice of Violation Regarding Certain CUP Conditions.

The County, through its DRP, issued a Notice of Violation, dated December 11, 2017 (the "NOV"), alleging that CCL violated certain conditions of the CUP, including Condition 79(B)(6) of the CUP by failing to pay an \$11,600 Bridge & Thoroughfare Fee ("B&T Fee") that was purportedly due on July 25, 2017. The alleged B&T fee was ostensibly to fund the construction of transportation infrastructure in the area of the Landfill. At the time the NOV was issued, CCL had already contested the legality of the B&T fee in the October 20, 2017 Complaint filed against the County in Los Angeles County Superior Court, described above under paragraph A (the "CUP lawsuit").

On January 12, 2018, CCL filed an appeal of the alleged violations in the NOV. Subsequently, CCL filed additional legal arguments and exhibits contesting the NOV. On March 6, 2018, a DRP employee designated as hearing officer sustained the NOV, including the \$11,600 B&T fee, and imposed an administrative penalty in the amount of \$83 and a noncompliance fee of \$0.75. A written decision memorializing the hearing officer's findings and order was issued on July 10, 2018. On April 13, 2018, CCL filed in the Superior Court of California, County of Los Angeles a Petition for Writ of Administrative Mandamus against the County seeking to overturn the decision sustaining the NOV, contending that the NOV and decision are not supported by the facts or law. On July 17, 2018, the Court granted CCL leave to pay the \$11,600 B&T fee and to amend its Complaint in the CUP lawsuit to reflect the payment under protest, allowing the challenge to the B&T fee under the Mitigation Fee Act to proceed in the CUP lawsuit. CCL paid the B&T fee under protest on August 10, 2018, and also paid on that date the administrative penalty of \$83 and a noncompliance fee of \$0.75. The Court indicated that the NOV case would be coordinated with the CUP lawsuit. The NOV case has been continued multiple times as the CUP lawsuit was adjudicated; it is now set for trial on September 14, 2021. The Superior Court's July 2, 2020 decision in the CUP lawsuit upheld the B&T fee against a Mitigation Fee Act challenge, and addressed two other conditions that were also the subject of the NOV, which may impact the scope of the B&T fee/NOV case. CCL will continue to vigorously prosecute the lawsuit. However, at this point, the Company is not able to determine the likelihood of any outcome in this matter.

18. SUBSEQUENT EVENT

On April 28, 2021, the Company announced that its Board of Directors approved a regular quarterly cash dividend of \$0.205 per Company common share. The dividend will be paid on May 26, 2021, to shareholders of record on the close of business on May 12, 2021.