

Yakima Waste Systems, Inc.
PO Box 2830
Yakima, WA 98907

May 31, 2019

Mr. Mark L. Johnson
Executive Director and Secretary
Washington Utilities and Transportation Commission
Attn: Records Center
P.O. Box 47250
1300 S. Evergreen Park Dr. SW
Olympia, WA 98504-7250

Received
Records Management
05/28/19 12:53
State Of WASH.
UTIL. AND TRANSP.
COMMISSION

Re: Affiliated Interest Report Filing for Yakima Waste Systems, Inc. G-89

Dear Mr. Johnson:

On behalf of Yakima Waste Systems, Inc., please find enclosed the Class A Solid Waste Collection Companies Annual Affiliated Interest and Subsidiary Report for 2018.

Please feel free to contact the undersigned with any further questions on this matter.

Sincerely,



Heather Garland
Pricing Manager

Encl.

Telephone: (360) 695-4923, email: heatherg@wcnx.org

CLASS A
SOLID WASTE COMPANIES

Annual Affiliated Interest and Subsidiary Report

G-89 Yakima Waste Systems, Inc. PO Box 2830 Yakima, WA 98907 2812.5 Terrace Heights Drive Yakima, WA 98901 Full name and address of Company
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 Correct name and address, if different than shown

WASHINGTON UTILITIES AND TRANSPORTATION COMMISSION
for the
YEAR ENDING DECEMBER 31, 2018

Inquiries concerning this Report should be addressed to:

Name: Heather Garland Title: Pricing Manager
Address: 501 SE Columbia Blvd. Ste 350
City: Vancouver State: WA Zip: 98661
Telephone: (360) 695-4923 Fax: (360) 695-5091 E-Mail: heatherg@wcnx.org

Certification

I certify that I, Michael Wesson, the responsible account officer for Yakima Waste Systems, Inc. have examined the foregoing report; that, to the best of my knowledge, information and belief, all statements of fact contained in all attached schedules are true and said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from January 1, 2018, to December 31, 2018, inclusive.

Name (Printed): Michael Wesson Title: Division Controller
Signature: Michael Wesson Date: May 31, 2019

AFFILIATED INTEREST TRANSACTION

1. Company Identification

Full and Exact Name: Yakima Waste Systems, Inc. Garbage Certificate No. G-89
 Doing Business As _____

2. Annual Report/ Accounting Contact Person:

<u>Heather Garland</u>	<u>Pricing Manager</u>
(name)	(title)
<u>PO Box 2830</u>	<u>Yakima, WA 98907</u>
(mailing address)	(city, state, ZIP)
<u>2812.5 Terrace Heights Drive</u>	<u>Yakima, WA 98901</u>
(physical address)	(city, state, ZIP)
<u>(360) 695-4923</u>	<u>(360) 695-5091</u>
(telephone)	(fax)
<u>heatherg@wcnx.org</u>	_____
(E-Mail)	(web site)

3. Type of Business Structure:

C-Corp
 (Proprietorship, Partnership, S-Corp., C-Corp., LLC, LLP, etc.)

4. List cumulative cash transfers or assumptions of liability in excess of 5 percent:

Affiliated Interest or Subsidiary Interest	Amount	Date
<u>N/A</u>	_____	_____

5. Summarize all affiliated interest transactions:

Company Name	Address	Total Dollar Amounts Of Transactions	Activity
1 Waste Connections, Inc	3 Waterway Square Place, Suite #110 The Woodlands, TX 77380	\$311,293	See 6b below

6. Additional information for affiliated interest transactions equal to or over \$100,000

a Balance Sheet and Income Statement See attached

b Products or services:

Waste Connections, Inc.:

Waste Connections, Inc. provides the following services to its subsidiary companies within their respective regions and districts:

1. Strategic direction and decision-making including all shareholder/investor relations and managerial decisions affecting operations.
2. All human resource functions including recruiting, training, investigation and development of personnel.
3. Financial Services Functions
 - a. All accounts payable processing , including vendor procurement and national account establishment .
 - b. All cash processing, treasury & banking functions, debt payments and management thereof
 - c. All payroll management and support.
 - d . Fixed asset accounting, processing and reconciliation.
 - e. Accounting direction support, GAAP management, SEC reporting compliance, all federal, state and local tax management and reporting.

f. Billing and invoicing and customer support including new customer service set up and initiatives.

4. All risk management functions, including carrier selection, monitoring as well as auto and workers' compensation claims administration and disposition.

5. Safety oversight direction, support and initiatives for enhancement.

6. Engineering, construction management and environmental services compliance.

7. Direct legal services and oversight of outside legal counsel.

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c Description of pricing basis:

For services provided by Waste Connections Inc.:

Allocation based on proportionate share of total operating expenses as adjusted.

Regional support is charged directly to districts for direct expenses and allocated by customer count for indirect expenses by Waste Connections of Washington Inc.

d Description of loans:

Loans between Waste Connections, Inc. and Yakima Waste Systems, Inc.

None

e Description of any obligations or liabilities assumed:

Yakima Waste Systems, Inc. has assumed no liabilities or obligations on behalf of either Waste Connections, Inc.

f Affiliated interest or subsidiary activities:

Waste Connections, Inc.:

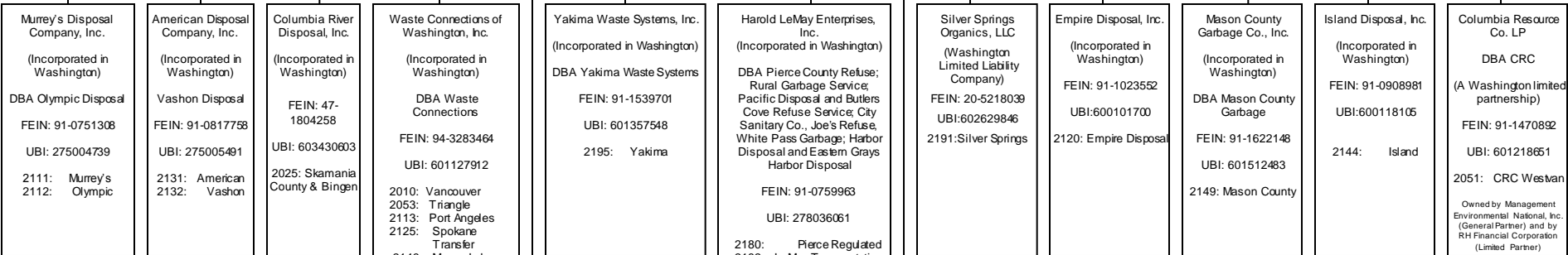
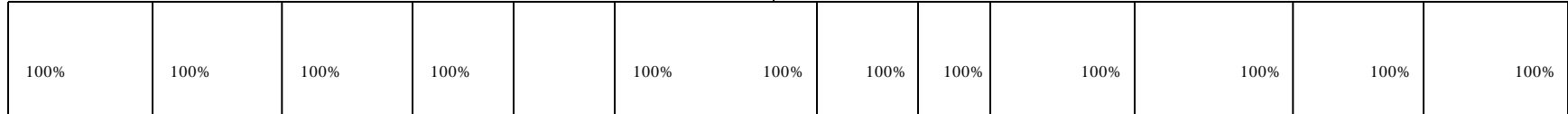
Parent company/corporate office provided management and administrative services.

g List all common officers and directors:

See attached

Corporate Organization Chart

Waste Connections, Inc.
 (Incorporated in Delaware)
 UBI: 601826978



Pierce County Recycling, Composting and Disposal, LLC
 (a Washington Limited Liability Company)
 DBA LRI
 FEIN: 94-3389614
 UBI: 602101118
 2190: LRI

DM Disposal Co. Inc.
 (Incorporated in Washington)
 FEIN: 91-108074
 UBI: 275004739
 2140: DM Disposal
 2148: Port Townsend
 2150: American Portable
 2160: DM Recycling

49%

51%

WASTE CONNECTIONS, INC.
CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS OF U.S. DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

	December 31,	
	2018	2017
ASSETS		
Current assets:		
Cash and equivalents	\$ 319,305	\$ 433,815
Accounts receivable, net of allowance for doubtful accounts of \$16,760 and \$17,154 at December 31, 2018 and 2017, respectively	609,545	554,458
Current assets held for sale	-	1,596
Prepaid expenses and other current assets	164,053	186,999
Total current assets	<u>1,092,903</u>	<u>1,176,868</u>
Restricted cash	84,661	119,412
Restricted investments	47,486	47,600
Property and equipment, net	5,168,996	4,820,934
Goodwill	5,031,685	4,681,774
Intangible assets, net	1,128,628	1,087,436
Long-term assets held for sale	-	12,625
Other assets, net	72,970	68,032
	<u>\$ 12,627,329</u>	<u>\$ 12,014,681</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 359,967	\$ 330,523
Book overdraft	18,518	19,223
Accrued liabilities	289,544	278,039
Deferred revenue	179,282	145,197
Current portion of contingent consideration	11,612	15,803
Current liabilities held for sale	-	2,155
Current portion of long-term debt and notes payable	1,786	11,659
Total current liabilities	<u>860,709</u>	<u>802,599</u>
Long-term debt and notes payable	4,153,465	3,899,572
Long-term portion of contingent consideration	43,003	31,482
Other long-term liabilities	349,931	316,191
Deferred income taxes	760,033	690,767
Total liabilities	<u>6,167,141</u>	<u>5,740,611</u>
Commitments and contingencies (Note 10)		
Equity:		
Common shares: 263,271,302 shares issued and 263,141,413 shares outstanding at December 31, 2018; 263,660,803 shares issued and 263,494,670 shares outstanding at December 31, 2017	4,131,307	4,187,568
Additional paid-in capital	133,577	115,743
Accumulated other comprehensive income (loss)	(74,786)	108,413
Treasury shares: 129,889 and 166,133 shares at December 31, 2018 and 2017, respectively	-	-
Retained earnings	2,264,510	1,856,946
Total Waste Connections' equity	<u>6,454,608</u>	<u>6,268,670</u>
Noncontrolling interest in subsidiaries	5,580	5,400
Total equity	<u>6,460,188</u>	<u>6,274,070</u>
	<u>\$ 12,627,329</u>	<u>\$ 12,014,681</u>

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

WASTE CONNECTIONS, INC.
CONSOLIDATED STATEMENTS OF NET INCOME
(IN THOUSANDS OF U.S. DOLLARS, EXCEPT SHARE AND PER SHARE AMOUNTS)

	Years Ended December 31,		
	2018	2017	2016
Revenues	\$ 4,922,941	\$ 4,630,488	\$ 3,375,863
Operating expenses:			
Cost of operations	2,865,704	2,704,775	1,957,712
Selling, general and administrative	524,388	509,638	474,263
Depreciation	572,708	530,187	393,600
Amortization of intangibles	107,779	102,297	70,312
Impairments and other operating items	20,118	156,493	27,678
Operating income	832,244	627,098	452,298
Interest expense	(132,104)	(125,297)	(92,709)
Interest income	7,170	5,173	602
Other income, net	1,263	3,736	53
Foreign currency transaction gain (loss)	(1,433)	(2,200)	1,121
Income before income tax provision	707,140	508,510	361,365
Income tax (provision) benefit	(159,986)	68,910	(114,044)
Net income	547,154	577,420	247,321
Less: Net income attributable to noncontrolling interests	(283)	(603)	(781)
Net income attributable to Waste Connections	\$ 546,871	\$ 576,817	\$ 246,540
Earnings per common share attributable to Waste Connections' common shareholders:			
Basic	\$ 2.07	\$ 2.19	\$ 1.07
Diluted	\$ 2.07	\$ 2.18	\$ 1.07
Shares used in the per share calculations:			
Basic	263,650,155	263,682,608	230,325,012
Diluted	264,395,618	264,302,411	231,081,496
Cash dividends per common share	\$ 0.58	\$ 0.50	\$ 0.41

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

EXECUTIVE OFFICERS OF THE REGISTRANT

For purposes of this section, references to “WCI” shall mean Old Waste Connections prior to June 1, 2016 and New Waste Connections on and after June 1, 2016. The following table sets forth certain information concerning our executive officers as of February 1, 2019:

<u>NAME</u>	<u>AGE</u>	<u>POSITIONS</u>
Ronald J. Mittelstaedt ⁽¹⁾	55	Chief Executive Officer and Chairman
Worthing F. Jackman	54	President
Darrell W. Chambliss	54	Executive Vice President and Chief Operating Officer
Matthew S. Black	46	Senior Vice President and Chief Tax Officer
David G. Eddie	49	Senior Vice President and Chief Accounting Officer
David M. Hall	61	Senior Vice President – Sales and Marketing
Eric O. Hansen	53	Senior Vice President – Chief Information Officer
James M. Little	57	Senior Vice President – Engineering and Disposal
Patrick J. Shea	48	Senior Vice President, General Counsel and Secretary
Mary Anne Whitney	55	Senior Vice President and Chief Financial Officer
Robert M. Cloninger	46	Vice President, Deputy General Counsel and Assistant Secretary
Keith P. Gordon	55	Vice President – Information Systems
Michelle L. Little	45	Vice President – Accounting
Shawn W. Mandel	52	Vice President – Safety and Risk Management
Susan R. Netherton	49	Vice President – People, Training and Development
Scott I. Schreiber	62	Vice President – Equipment and Operations Support
Gregory Thibodeaux	52	Vice President – Maintenance and Fleet Management
Colin G. Wittke	56	Vice President – Sales
Richard K. Wojahn	61	Vice President – Business Development

⁽¹⁾ Member of the Executive Committee of the Board of Directors.

Ronald J. Mittelstaedt has served as Chief Executive Officer and a director of WCI since its formation in 1997, and was elected Chairman in January 1998. Mr. Mittelstaedt also served as President of WCI from its formation through August 2004. Mr. Mittelstaedt has more than 30 years of experience in the solid waste industry. Mr. Mittelstaedt serves as a director of SkyWest, Inc. Mr. Mittelstaedt holds a B.A. degree in Business Economics with a finance emphasis from the University of California at Santa Barbara.

Worthing F. Jackman has been President of WCI since July 1, 2018. From September 2004 to that date, Mr. Jackman served as Executive Vice President and Chief Financial Officer of WCI. From April 2003 to September 2004, Mr. Jackman served as Vice President – Finance and Investor Relations of WCI. Mr. Jackman held various investment banking positions with Alex. Brown & Sons, now Deutsche Bank Securities, Inc., from 1991 through 2003, including most recently as a Managing Director within the Global Industrial & Environmental Services Group. In that capacity, he provided capital markets and strategic advisory services to companies in a variety of sectors, including solid waste services. Mr. Jackman serves as a director of Quanta Services, Inc. He holds a B.S. degree in Finance from Syracuse University and an M.B.A. from the Harvard Business School.

Darrell W. Chambliss has been Executive Vice President and Chief Operating Officer of WCI since October 2003. From October 1, 1997 to that date, Mr. Chambliss served as Executive Vice President – Operations of WCI. Mr. Chambliss has more than 28 years of experience in the solid waste industry. Mr. Chambliss holds a B.S. degree in Business Administration from the University of Arkansas.

Matthew S. Black has been Senior Vice President and Chief Tax Officer of WCI since January 2017. From March 2012 to that date, Mr. Black served as Vice President and Chief Tax Officer of WCI. From December 2006 to March 2012, Mr. Black served as Executive Director of Taxes of WCI. Mr. Black served as Tax Director for The McClatchy Company from April 2001 to November 2006, and served as Tax Manager from December 2000 to March 2001. From January 1994 to November 2000, Mr. Black held various positions, including Tax Manager, for PricewaterhouseCoopers LLP. Mr. Black is a Certified Public Accountant and holds a B.S. degree in Accounting and Master’s degree in Taxation from California State University, Sacramento.

David G. Eddie has been Senior Vice President and Chief Accounting Officer of WCI since January 2011. From February 2010 to that date, Mr. Eddie served as Vice President – Chief Accounting Officer of WCI. From March 2004 to February 2010, Mr. Eddie served as Vice President – Corporate Controller of WCI. From April 2003 to February 2004, Mr. Eddie served as Vice President – Public Reporting and Compliance of WCI. From May 2001 to March 2003, Mr. Eddie served as Director of Finance of WCI. Mr. Eddie served as Corporate Controller for International Fibercom, Inc. from April 2000 to May 2001. From September 1999 to April

2000, Mr. Eddie served as WCI's Manager of Financial Reporting. From September 1994 to September 1999, Mr. Eddie held various positions, including Audit Manager, for PricewaterhouseCoopers LLP. Mr. Eddie is a Certified Public Accountant and holds a B.S. degree in Accounting from California State University, Sacramento.

David M. Hall has been Senior Vice President – Sales and Marketing of WCI since October 2005. From August 1998 to that date, Mr. Hall served as Vice President – Business Development of WCI. Mr. Hall has more than 31 years of experience in the solid waste industry with extensive operating and marketing experience in the Western U.S. Mr. Hall received a B.S. degree in Management and Marketing from Missouri State University.

Eric O. Hansen has been Senior Vice President – Chief Information Officer of WCI since February 1, 2019. From July 2004 to that date, Mr. Hansen served as Vice President – Chief Information Officer of WCI. From January 2001 to July 2004, Mr. Hansen served as Vice President – Information Technology of WCI. From April 1998 to December 2000, Mr. Hansen served as Director of Management Information Systems of WCI. Mr. Hansen holds a B.S. degree from Portland State University.

James M. Little has been Senior Vice President – Engineering and Disposal of WCI since February 2009. From September 1999 to that date, Mr. Little served as Vice President – Engineering of WCI. Mr. Little held various management positions with Waste Management, Inc. (formerly USA Waste Services, Inc., which acquired Waste Management, Inc. and Chambers Development Co. Inc.) from April 1990 to September 1999, including Regional Environmental Manager and Regional Landfill Manager, and most recently Division Manager in Ohio, where he was responsible for the operations of ten operating companies in the Northern Ohio area. Mr. Little is a certified professional geologist and holds a B.S. degree in Geology from Slippery Rock University.

Patrick J. Shea has been Senior Vice President, General Counsel and Secretary of WCI since August 2014. From February 2009 to that date, Mr. Shea served as Vice President, General Counsel and Secretary of WCI. He served as General Counsel and Secretary of WCI from February 2008 to February 2009 and Corporate Counsel of WCI from February 2004 to February 2008. Mr. Shea practiced corporate and securities law with Brobeck, Phleger & Harrison LLP in San Francisco from 1999 to 2003 and Winthrop, Stimson, Putnam & Roberts (now Pillsbury Winthrop Shaw Pittman LLP) in New York and London from 1995 to 1999. Mr. Shea holds a B.S. degree in Managerial Economics from the University of California at Davis and a J.D. degree from Cornell University.

Mary Anne Whitney has been Senior Vice President and Chief Financial Officer of WCI since July 1, 2018. From February 2018 to that date, Ms. Whitney served as Senior Vice President – Finance of WCI. From March 2012 to February 2018, Ms. Whitney served as Vice President – Finance of WCI. From November 2006 to March 2012, Ms. Whitney served as Director of Finance of WCI. Ms. Whitney held various finance positions for Wheelabrator Technologies from 1990 to 2001. Ms. Whitney holds a B.A. degree in Economics from Georgetown University and an M.B.A. in Finance from New York University Stern School of Business.

Robert M. Cloninger has been Vice President, Deputy General Counsel and Assistant Secretary of WCI since August 2014. From February 2013 to that date, Mr. Cloninger served as Deputy General Counsel of WCI. He served as Corporate Counsel of WCI from February 2008 to February 2013. Mr. Cloninger practiced corporate, securities and mergers and acquisitions law with Schiff Hardin LLP in Chicago from 1999 to 2004 and Downey Brand LLP in Sacramento from 2004 to 2008. Mr. Cloninger holds a B.A. degree in History from Northwestern University and a J.D. degree from the University of California at Davis.

Keith P. Gordon has been Vice President – Information Systems of WCI since January 2017. From September 2010 to that date, Mr. Gordon served as Director of Information Systems of WCI. Prior to joining WCI, he spent 14 years in leadership roles with CableData, DST Innovis and Amdocs, Inc. leading an international software development organization, as well as serving as CTO for a startup company that was acquired by LivingSocial. Mr. Gordon spent 11 years as an Army officer in a number of leadership positions including Company Commander and Battalion staff positions. Mr. Gordon has a B.S. in Mechanical Engineering from United States Military Academy, West Point, and M.S. in Computer Science from Stanford University.

Michelle L. Little has been Vice President – Accounting of WCI since January 2017. From December 2007 to that date, Ms. Little served as Director of Accounting of WCI. From 2001 to 2006, Ms. Little held various accounting positions at companies including Apple Computer and Pearson Education. From September 1996 to June 2001, Ms. Little held various positions, including Manager in Transaction Services, for PricewaterhouseCoopers LLP. Ms. Little is a Certified Public Accountant and holds a B.S. degree in Business Administration with a concentration in Accounting from California Polytechnic State University, San Luis Obispo.

Shawn W. Mandel has been Vice President – Safety and Risk Management of WCI since January 2017. From May 2011 to that date, Mr. Mandel served as Director of Safety of WCI. From 1995 to 2011, Mr. Mandel held various Safety leadership positions with Republic Services (formerly Browning-Ferris Industries and Allied Waste) including Director of Safety. Mr. Mandel holds a B.A. degree in Business Administration from National University.

Susan R. Netherton has been Vice President – People, Training and Development of WCI since July 2013. From February 2007 to that date, Ms. Netherton served as Director of Human Resources and Employment Manager of WCI. From 1994 to 2007, Ms. Netherton held various human resources positions at Carpenter Technology Corporation, a publicly-traded, specialty metals and materials company. Ms. Netherton holds a B.S. in Elementary Education from Kutztown University and an M.B.A. from St. Mary's College of California.

Scott I. Schreiber has been Vice President – Equipment and Operations Support of WCI since the completion of the Progressive Waste acquisition on June 1, 2016. From February 2009 to that date, Mr. Schreiber served as Vice President – Disposal Operations of WCI. From October 1998 to February 2009, he served as Director of Landfill Operations of WCI. Mr. Schreiber has more than 38 years of experience in the solid waste industry. From September 1993 to September 1998, Mr. Schreiber served as corporate Director of Landfill Development and corporate Director of Environmental Compliance for Allied Waste Industries, Inc. From August 1988 to September 1993, Mr. Schreiber served as Regional Engineer (Continental Region) and corporate Director of Landfill Development for Laidlaw Waste Systems Inc. From June 1979 to August 1988, Mr. Schreiber held several managerial and technical positions in the solid waste and environmental industry. Mr. Schreiber holds a B.S. degree in Chemistry from the University of Wisconsin at Parkside.

Gregory Thibodeaux has been Vice President – Maintenance and Fleet Management of WCI since January 2011. From January 2000 to that date, Mr. Thibodeaux served as Director of Maintenance of WCI. Mr. Thibodeaux has more than 32 years of experience in the solid waste industry having held various management positions with Browning Ferris Industries, Sanifill, and USA Waste Services, Inc. Before coming to WCI, Mr. Thibodeaux served as corporate Director of Maintenance for Texas Disposal Systems.

Colin G. Wittke has been Vice President – Sales of WCI since the completion of the Progressive Waste acquisition on June 1, 2016. From June 2011 to that date, he served as Vice President, Sales and Marketing of Progressive Waste Solutions Ltd. Prior to that time, Mr. Wittke held various roles with Waste Management, Inc. for 19 years, including the position of Vice President, Sales and Customer Service. He has more than 30 years of experience in the solid waste industry. Mr. Wittke holds a BSc in Finance (cum laude) from Biola University in La Mirada, California.

Richard K. Wojahn has been Vice President – Business Development of WCI since February 2009. From September 2005 to that date, Mr. Wojahn served as Director of Business Development of WCI. Mr. Wojahn served as Vice President of Operations for Mountain Jack Environmental Services, Inc. (which was acquired by WCI in September 2005) from January 2004 to September 2005. Mr. Wojahn has more than 37 years of experience in the solid waste industry having held various management positions with Waste Management, Inc. and Allied Waste Industries, Inc. Mr. Wojahn attended Western Illinois University.

AVAILABLE INFORMATION

Our corporate website address is <http://www.wasteconnections.com>. We make our reports on Forms 10-K, 10-Q and 8-K and any amendments to such reports available on our website free of charge as soon as reasonably practicable after we file them with or furnish them to the Securities and Exchange Commission, or SEC, and with the securities commissions or similar regulatory authorities in Canada. The SEC maintains an internet website at <http://www.sec.gov> that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The references to our website address, the SEC's website address and the website maintained by the securities commissions or similar regulatory authorities in Canada do not constitute incorporation by reference of the information contained in those websites and should not be considered part of this document.