

Michael W. Harlan is a director of Waste Connections, Inc. (“Waste Connections”). On August 30, 2013, Mr. Harlan was appointed to the board of directors of Travis Acquisition, LLC, the parent of Travis Body & Trailer, Inc., a private company from which Waste Connections has purchased, and expects to continue to purchase in the future, an immaterial amount of equipment. In connection with his appointment, Mr. Harlan made an equity investment in Travis Acquisition, LLC. On August 29, 2013, after due consideration of the immaterial nature of the potential conflicts of interest that may be presented by Mr. Harlan’s relationships with Travis Body & Trailer, Inc., the Nominating and Corporate Governance Committee of the Board of Directors of Waste Connections waived the application of Section 1 of Waste Connections’ Code of Conduct and Ethics with respect to Mr. Harlan’s service on the board of directors of Travis Acquisition, LLC and his ownership of an equity interest in Travis Acquisition, LLC, not to exceed 5%.

Michael W. Harlan, a member of the Board of Directors of Waste Connections, Inc. (“Waste Connections”), serves as the Chairman of the Board of Directors and Chief Executive Officer of, and owns an equity interest in, Principal Environmental, LLC, doing business as Principle Energy Services (“PES”), a private equity-backed oilfield services company. PES provides engineered noise mitigation solutions for oil and natural gas drilling, completions and production and operates in five states and serves a wide range of customers from small, independent exploration companies to the major oil and gas companies. Waste Connections’ subsidiary, R360 Permian Basin, LLC (“R360”), operates a facility in Halfway, New Mexico, where a permit condition for a salt water disposal well R360 plans to drill requires R360 to use noise abatement technology, such as an acoustical curtain, while drilling the well. R360 is interested in negotiating with and potentially hiring PES to provide the noise abatement services at R360’s site, which services Waste Connections estimates will cost approximately \$100,000. On April 16, 2015, after due consideration of the immaterial nature of the potential conflicts of interest that may be presented by Mr. Harlan’s relationships with PES, the Nominating and Corporate Governance Committee of the Board of Directors of Waste Connections waived the application of Section 1 of Waste Connections’ Code of Conduct and Ethics with respect to the potential transaction between PES and R360.