

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2017

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-12154

**Waste Management, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**73-1309529**  
(I.R.S. Employer  
Identification No.)

**1001 Fannin Street**  
**Houston, Texas 77002**  
(Address of principal executive offices)

**(713) 512-6200**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The number of shares of Common Stock, \$0.01 par value, of the registrant outstanding at July 20, 2017 was 440,035,810 (excluding treasury shares of 190,246,651).

PART I.

Item 1. *Financial Statements.*

WASTE MANAGEMENT, INC.  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In Millions, Except Share and Par Value Amounts)

	June 30, 2017 (Unaudited)	December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 32	\$ 32
Accounts receivable, net of allowance for doubtful accounts of \$25 and \$24, respectively	1,772	1,700
Other receivables	305	432
Parts and supplies	96	90
Other assets	121	122
Total current assets	2,326	2,376
Property and equipment, net of accumulated depreciation and amortization of \$17,572 and \$17,152, respectively	11,002	10,950
Goodwill	6,248	6,215
Other intangible assets, net	573	591
Investments in unconsolidated entities	289	320
Other assets	401	407
Total assets	<u>\$ 20,839</u>	<u>\$ 20,859</u>
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 808	\$ 799
Accrued liabilities	1,075	1,085
Deferred revenues	497	493
Current portion of long-term debt	390	417
Total current liabilities	2,770	2,794
Long-term debt, less current portion	8,667	8,893
Deferred income taxes	1,487	1,482
Landfill and environmental remediation liabilities	1,712	1,675
Other liabilities	696	695
Total liabilities	15,332	15,539
Commitments and contingencies		
Equity:		
Waste Management, Inc. stockholders' equity:		
Common stock, \$0.01 par value; 1,500,000,000 shares authorized; 630,282,461 shares issued	6	6
Additional paid-in capital	4,828	4,850
Retained earnings	7,671	7,388
Accumulated other comprehensive loss	(33)	(80)
Treasury stock at cost, 190,571,147 and 190,966,584 shares, respectively	(6,986)	(6,867)
Total Waste Management, Inc. stockholders' equity	5,486	5,297
Noncontrolling interests	21	23
Total equity	5,507	5,320
Total liabilities and equity	<u>\$ 20,839</u>	<u>\$ 20,859</u>

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(In Millions, Except per Share Amounts)  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Operating revenues	\$3,677	\$3,425	\$7,117	\$6,601
Costs and expenses:				
Operating	2,290	2,130	4,456	4,123
Selling, general and administrative	353	340	743	702
Depreciation and amortization	356	340	684	652
Restructuring	1	2	2	4
Expense from divestitures, asset impairments and unusual items, net	4	2	1	1
	<u>3,004</u>	<u>2,814</u>	<u>5,886</u>	<u>5,482</u>
Income from operations	673	611	1,231	1,119
Other income (expense):				
Interest expense, net	(90)	(93)	(182)	(188)
Equity in net losses of unconsolidated entities	(13)	(16)	(45)	(23)
Other, net	—	(43)	—	(53)
	<u>(103)</u>	<u>(152)</u>	<u>(227)</u>	<u>(264)</u>
Income before income taxes	570	459	1,004	855
Income tax expense	209	173	346	313
Consolidated net income	361	286	658	542
Less: Net loss attributable to noncontrolling interests	(1)	(1)	(2)	(3)
Net income attributable to Waste Management, Inc.	<u>\$ 362</u>	<u>\$ 287</u>	<u>\$ 660</u>	<u>\$ 545</u>
Basic earnings per common share	<u>\$ 0.82</u>	<u>\$ 0.65</u>	<u>\$ 1.49</u>	<u>\$ 1.22</u>
Diluted earnings per common share	<u>\$ 0.81</u>	<u>\$ 0.64</u>	<u>\$ 1.49</u>	<u>\$ 1.22</u>
Cash dividends declared per common share	<u>\$0.425</u>	<u>\$ 0.41</u>	<u>\$ 0.85</u>	<u>\$ 0.82</u>

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(In Millions)  
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Consolidated net income	\$ 361	\$ 286	\$ 658	\$ 542
Other comprehensive income, net of tax expense:				
Derivative instruments, net	2	2	4	9
Available-for-sale securities, net	1	1	2	2
Foreign currency translation adjustments	30	6	40	67
Post-retirement benefit obligation, net	—	—	1	—
Other comprehensive income, net of tax expense	<u>33</u>	<u>9</u>	<u>47</u>	<u>78</u>
Comprehensive income	394	295	705	620
Less: Comprehensive loss attributable to noncontrolling interests	(1)	(1)	(2)	(3)
Comprehensive income attributable to Waste Management, Inc.	<u>\$ 395</u>	<u>\$ 296</u>	<u>\$ 707</u>	<u>\$ 623</u>

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(In Millions)  
(Unaudited)

	Six Months Ended June 30,	
	2017	2016
Cash flows from operating activities:		
Consolidated net income	\$ 658	\$ 542
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation and amortization	684	652
Deferred income tax benefit	(3)	(14)
Interest accretion on landfill liabilities	45	44
Interest accretion on and discount rate adjustments to environmental remediation liabilities and recovery assets	1	8
Provision for bad debts	21	18
Equity-based compensation expense	54	51
Net gain from disposal of assets	(5)	(10)
Expense from divestitures, asset impairments and other, net	29	42
Equity in net losses of unconsolidated entities, net of dividends	17	23
Change in operating assets and liabilities, net of effects of acquisitions and divestitures:		
Receivables	43	66
Other current assets	(3)	(8)
Other assets	(6)	75
Accounts payable and accrued liabilities	32	44
Deferred revenues and other liabilities	(33)	(39)
Net cash provided by operating activities	<u>1,534</u>	<u>1,494</u>
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(51)	(572)
Capital expenditures	(631)	(629)
Proceeds from divestitures of businesses and other assets (net of cash divested)	13	24
Other, net	(8)	(9)
Net cash used in investing activities	<u>(677)</u>	<u>(1,186)</u>
Cash flows from financing activities:		
New borrowings	86	2,094
Debt repayments	(627)	(1,517)
Net commercial paper borrowings	253	—
Common stock repurchase program	(250)	(500)
Cash dividends	(381)	(364)
Exercise of common stock options	86	44
Tax payments associated with equity-based compensation transactions	(47)	(23)
Other, net	23	(43)
Net cash used in financing activities	<u>(857)</u>	<u>(309)</u>
Effect of exchange rate changes on cash and cash equivalents	—	1
Increase (decrease) in cash and cash equivalents	—	—
Cash and cash equivalents at beginning of period	<u>32</u>	<u>39</u>
Cash and cash equivalents at end of period	<u>\$ 32</u>	<u>\$ 39</u>

See notes to Condensed Consolidated Financial Statements.

WASTE MANAGEMENT, INC.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY  
(In Millions, Except Shares in Thousands)  
(Unaudited)

	Waste Management, Inc. Stockholders' Equity								
	Total	Common Stock		Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock		Noncontrolling Interests
		Shares	Amounts				Shares	Amounts	
Balance, December 31, 2016	\$5,320	630,282	\$ 6	\$ 4,850	\$ 7,388	\$ (80)	(190,967)	\$ (6,867)	\$ 23
Consolidated net income	658	—	—	—	660	—	—	—	(2)
Other comprehensive income, net of tax expense	47	—	—	—	—	47	—	—	—
Cash dividends	(381)	—	—	—	(381)	—	—	—	—
Equity-based compensation transactions, net	114	—	—	(16)	4	—	3,519	126	—
Common stock repurchase program	(250)	—	—	(5)	—	—	(3,125)	(245)	—
Other, net	(1)	—	—	(1)	—	—	2	—	—
Balance, June 30, 2017	<u>\$5,507</u>	<u>630,282</u>	<u>\$ 6</u>	<u>\$ 4,828</u>	<u>\$ 7,671</u>	<u>\$ (33)</u>	<u>(190,571)</u>	<u>\$ (6,986)</u>	<u>\$ 21</u>

See notes to Condensed Consolidated Financial Statements.

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**WASTE MANAGEMENT, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**1. Basis of Presentation**

The financial statements presented in this report represent the consolidation of Waste Management, Inc., a Delaware corporation; its wholly-owned and majority-owned subsidiaries; and certain variable interest entities for which Waste Management, Inc. or its subsidiaries are the primary beneficiaries as described in Note 13. Waste Management, Inc. is a holding company and all operations are conducted by its subsidiaries. When the terms “the Company,” “we,” “us” or “our” are used in this document, those terms refer to Waste Management, Inc., its consolidated subsidiaries and consolidated variable interest entities. When we use the term “WM,” we are referring only to Waste Management, Inc., the parent holding company.

We are North America’s leading provider of comprehensive waste management environmental services. We partner with our residential, commercial, industrial and municipal customers and the communities we serve to manage and reduce waste at each stage from collection to disposal, while recovering valuable resources and creating clean, renewable energy. Our “Solid Waste” business is operated and managed locally by our subsidiaries that focus on distinct geographic areas and provides collection, transfer, disposal, and recycling and resource recovery services. Through our subsidiaries, we are also a leading developer, operator and owner of landfill gas-to-energy facilities in the United States.

We evaluate, oversee and manage the financial performance of our Solid Waste business subsidiaries through our 17 Areas. We also provide additional services that are not managed through our Solid Waste business, which are presented in this report as “Other.” Additional information related to our segments is included in Note 7.

The Condensed Consolidated Financial Statements as of June 30, 2017 and for the three and six months ended June 30, 2017 and 2016 are unaudited. In the opinion of management, these financial statements include all adjustments, which, unless otherwise disclosed, are of a normal recurring nature, necessary for a fair presentation of the financial position, results of operations, comprehensive income, cash flows and changes in equity for the periods presented. The results for interim periods are not necessarily indicative of results for the entire year. The financial statements presented herein should be read in conjunction with the financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2016.

In preparing our financial statements, we make numerous estimates and assumptions that affect the accounting for and recognition and disclosure of assets, liabilities, equity, revenues and expenses. We must make these estimates and assumptions because certain information that we use is dependent on future events, cannot be calculated with precision from available data or simply cannot be calculated. In some cases, these estimates are difficult to determine, and we must exercise significant judgment. In preparing our financial statements, the most difficult, subjective and complex estimates and the assumptions that present the greatest amount of uncertainty relate to our accounting for landfills, environmental remediation liabilities, long-lived asset impairments and reserves associated with our insured and self-insured claims. Actual results could differ materially from the estimates and assumptions that we use in the preparation of our financial statements.

***Adoption of New Accounting Standards***

*Equity-Based Compensation* — In March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2016-09 associated with equity-based compensation as part of its simplification initiative to reduce the cost and complexity of compliance with U.S. Generally Accepted Accounting Principles (“GAAP”), while maintaining or improving the usefulness of the information provided.

**WASTE MANAGEMENT, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

This amended guidance was effective for the Company on January 1, 2017 and required the following changes to the presentation of our financial statements:

- Excess tax benefits or deficiencies for share-based payments are now recorded as a discrete item in the period shares vest or stock options are exercised as an adjustment to income tax expense or benefit rather than additional paid-in capital. This change was applied prospectively as of January 1, 2017. The Company did not have any excess tax benefits that were not previously recognized as of January 1, 2017. See Note 4 for discussion of the current year impact;
- As of January 1, 2017, the calculation of diluted weighted average shares outstanding was changed prospectively to no longer include excess tax benefits as assumed proceeds. This change did not have a material impact on our current year diluted earnings per share;
- Cash flows related to excess tax benefits or deficiencies are included in net cash provided by operating activities rather than as a financing activity. The Company adopted this change retrospectively, which resulted in an increase to net cash provided by operating activities and a corresponding increase to net cash used in financing activities of \$17 million for the six months ended June 30, 2016;
- Cash paid to taxing authorities when withholding shares from an employee's vesting or exercise of equity-based compensation awards for tax-withholding purposes is now considered a repurchase of the Company's equity instruments and is classified as net cash used in financing activities rather than as an operating activity. The Company adopted this change retrospectively, which resulted in an increase to net cash provided by operating activities and a corresponding increase to net cash used in financing activities of \$23 million for the six months ended June 30, 2016; and
- The Company has elected to continue to estimate forfeitures rather than account for forfeitures as they occur.

*Goodwill Impairment Testing* — In January 2017, the FASB issued ASU 2017-04 which simplifies the goodwill impairment test by eliminating Step 2 of the quantitative assessment and should reduce the cost and complexity of evaluating goodwill for impairment. Under the amended guidance, when a quantitative assessment is required, an entity will perform a goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge will be measured as the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of recorded goodwill. This amended guidance, effective for the Company on January 1, 2020, permits early adoption. The Company's early adoption on January 1, 2017 did not have an impact on our consolidated financial statements.

***Reclassifications***

When necessary, reclassifications have been made to our prior period financial information to conform to the current year presentation.

**2. Landfill and Environmental Remediation Liabilities**

Liabilities for landfill and environmental remediation costs are presented in the table below (in millions):

	June 30, 2017			December 31, 2016		
	Landfill	Environmental Remediation	Total	Landfill	Environmental Remediation	Total
Current (in accrued liabilities)	\$ 138	\$ 26	\$ 164	\$ 119	\$ 28	\$ 147
Long-term	1,493	219	1,712	1,457	218	1,675
	<u>\$1,631</u>	<u>\$ 245</u>	<u>\$1,876</u>	<u>\$1,576</u>	<u>\$ 246</u>	<u>\$1,822</u>

**WASTE MANAGEMENT, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The changes to landfill and environmental remediation liabilities for the six months ended June 30, 2017 are reflected in the table below (in millions):

	<u>Landfill</u>	<u>Environmental Remediation</u>
December 31, 2016	\$1,576	\$ 246
Obligations incurred and capitalized	33	—
Obligations settled	(38)	(10)
Interest accretion	45	2
Revisions in estimates and interest rate assumptions	13	7
Acquisitions, divestitures and other adjustments	2	—
June 30, 2017	<u>\$1,631</u>	<u>\$ 245</u>

At several of our landfills, we provide financial assurance by depositing cash into restricted trust funds or escrow accounts for purposes of settling final capping, closure, post-closure and environmental remediation obligations. Generally, these trust funds are established to comply with statutory requirements and operating agreements. See Note 13 for additional information related to these trusts.

**3. Debt**

The following table summarizes the major components of debt at each balance sheet date (in millions) and provides the maturities and interest rate ranges of each major category as of June 30, 2017:

	<u>June 30, 2017</u>	<u>December 31, 2016</u>
\$2.25 billion revolving credit facility, maturing July 2020 (weighted average interest rate of 1.9% as of December 31, 2016)	\$ —	\$ 426
Commercial paper program (weighted average interest rate of 1.4% as of June 30, 2017)	253	—
Other letter of credit facilities, maturing through December 2018	—	—
Canadian term loan and revolving credit facility, maturing March 2019 (weighted average effective interest rate of 2.0% as of June 30, 2017 and 2.1% as of December 31, 2016)	171	239
Senior notes maturing through 2045, interest rates ranging from 2.4% to 7.75% (weighted average interest rate of 4.6% as of June 30, 2017 and December 31, 2016)	6,033	6,033
Tax-exempt bonds, maturing through 2045, fixed and variable interest rates ranging from 0.9% to 5.7% (weighted average interest rate of 1.9% as of June 30, 2017 and 1.8% as of December 31, 2016)	2,305	2,304
Capital leases and other, maturing through 2055, interest rates up to 12%	295	308
	<u>9,057</u>	<u>9,310</u>
Current portion of long-term debt	390	417
	<u>\$8,667</u>	<u>\$ 8,893</u>

**Debt Classification**

As of June 30, 2017, the current portion of our long-term debt balance of \$390 million includes (i) \$184 million of short-term borrowings under our commercial paper program and (ii) \$206 million of other debt with scheduled maturities within the next 12 months, including \$148 million of tax-exempt bonds.

As of June 30, 2017, we have classified (i) \$590 million of 6.1% senior notes that mature in March 2018 and (ii) \$69 million of short-term borrowings under our commercial paper program as long-term because we have the



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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

intent and ability to refinance these borrowings on a long-term basis as supported by the forecasted available capacity under our long-term U.S. revolving credit facility (“\$2.25 billion revolving credit facility”), as discussed below.

In addition, we have \$561 million of tax-exempt bonds with term interest rate periods that expire within the next 12 months and an additional \$471 million of variable-rate tax-exempt bonds that are supported by letters of credit. The interest rates on our variable-rate tax-exempt bonds are generally reset on either a daily or weekly basis through a remarketing process. All recent tax-exempt bond remarketings have successfully placed Company bonds with investors at market-driven rates and we currently expect future remarketings to be successful. However, if the remarketing agent is unable to remarket our bonds, the remarketing agent can put the bonds to us. In the event of a failed remarketing, we have the intent and ability to refinance these bonds on a long-term basis as supported by the forecasted available capacity under our \$2.25 billion revolving credit facility, as discussed below. Accordingly, we have also classified these borrowings as long-term in our Condensed Consolidated Balance Sheet as of June 30, 2017.

***Access to and Utilization of Credit Facilities and Commercial Paper Program***

***\$2.25 Billion Revolving Credit Facility*** — Our \$2.25 billion revolving credit facility maturing in July 2020 provides us with credit capacity to be used for either cash borrowings or to support letters of credit or commercial paper. The rates we pay for outstanding loans are generally based on LIBOR plus a spread depending on the Company’s debt rating assigned by Moody’s Investors Service and Standard and Poor’s. As of June 30, 2017, we had no outstanding borrowings under this facility. We had \$780 million of letters of credit issued and \$253 million of outstanding borrowings under our commercial paper program, both supported by this facility, leaving unused and available credit capacity of \$1,217 million as of June 30, 2017.

***Commercial Paper Program*** — In August 2016, we entered into a \$1.5 billion commercial paper program that enables us to borrow funds for up to 397 days at competitive interest rates. The commercial paper program is fully supported by our \$2.25 billion revolving credit facility.

***Canadian Term Loan and Revolving Credit Facility*** — We have a Canadian credit agreement (which includes a term loan and revolving credit facility) that matures in March 2019. This agreement provides the Company (i) C\$50 million of revolving credit capacity, which can be used for borrowings or letters of credit, and (ii) C\$460 million of non-revolving term credit that is prepayable without penalty and principal amounts repaid may not be reborrowed. As of June 30, 2017, we had no borrowings or letters of credit outstanding under the Canadian revolving credit facility.

***Other Letter of Credit Facilities*** — As of June 30, 2017, we had utilized \$461 million of other letter of credit facilities, which are both committed and uncommitted, with terms maturing through December 2018.

***Debt Borrowings and Repayments***

***\$2.25 Billion Revolving Credit Facility*** — During the six months ended June 30, 2017, we had net repayments of \$426 million under our \$2.25 billion revolving credit facility, with \$253 million replaced with net borrowings under our commercial paper program and the remainder paid with available cash.

***Canadian Term Loan*** — During the six months ended June 30, 2017, we repaid C\$99 million, or \$74 million, of net advances under our Canadian term loan with available cash.

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

*Cross-Currency Swaps*

In March 2016, our Canadian subsidiaries repaid C\$370 million of intercompany debt to WM Holdings with proceeds from our Canadian term loan. Concurrent with the repayment of the intercompany debt, we terminated the related cross-currency swaps and received \$67 million in cash. The cash received from our termination of these swaps was classified as a change in other current assets and other assets within net cash provided by operating activities in the Condensed Consolidated Statement of Cash Flows. In addition, we recognized \$8 million of expense associated with the termination of these swaps during the three months ended March 31, 2016, which was included in other, net in the Condensed Consolidated Statement of Operations.

**4. Income Taxes**

Our effective income tax rate for the three and six months ended June 30, 2017 was 36.6% and 34.4%, respectively, compared with 37.6% and 36.5%, respectively, for the comparable prior year periods. We evaluate our effective income tax rate at each interim period and adjust it as facts and circumstances warrant. The difference between federal income taxes computed at the federal statutory rate and reported income taxes for the three months ended June 30, 2017 was primarily due to the unfavorable impact of state and local income taxes offset, in part, by the favorable impact of federal tax credits. The difference between federal income taxes computed at the federal statutory rate and reported income taxes for the six months ended June 30, 2017 was primarily due to the favorable impact of excess tax benefits related to equity-based compensation and federal tax credits offset, in part, by the unfavorable impact of state and local income taxes and the tax implications of impairments. The difference between federal income taxes computed at the federal statutory rate and reported income taxes for the three and six months ended June 30, 2016 was primarily due to the unfavorable tax implications of impairments and the impact of state and local income taxes offset, in part, by the favorable impact of federal tax credits and tax audit settlements.

*Equity-Based Compensation* — During the three and six months ended June 30, 2017, we recognized a reduction in our income tax expense of \$2 million and \$34 million, respectively, for excess tax benefits related to the vesting or exercise of equity-based compensation awards. See Note 1 for discussion of our adoption of ASU 2016-09.

*Investments Qualifying for Federal Tax Credits* — We have significant financial interests in entities established to invest in and manage low-income housing properties and a refined coal facility. We support the operations of these entities in exchange for a pro-rata share of the tax credits they generate. The low-income housing investments and the coal facility's refinement processes qualify for federal tax credits that we expect to realize through 2020 under Section 42 and through 2019 under Section 45, respectively, of the Internal Revenue Code.

We account for our investments in these entities using the equity method of accounting, recognizing our share of each entity's results of operations and other reductions in the value of our investments in equity in net losses of unconsolidated entities, within our Condensed Consolidated Statements of Operations. During the three and six months ended June 30, 2017, we recognized \$9 million and \$15 million of net losses and a reduction in our income tax expense of \$14 million and \$25 million, respectively, primarily because of tax credits realized from these investments. During the three and six months ended June 30, 2016, we recognized \$9 million and \$15 million of net losses and a reduction in our income tax expense of \$14 million and \$25 million, respectively, primarily because of tax credits realized from these investments. Interest expense associated with our investment in low-income housing was not material for the periods presented. See Note 13 for additional information related to these unconsolidated variable interest entities.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

5. Earnings Per Share

Basic and diluted earnings per share were computed using the following common share data (shares in millions):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Number of common shares outstanding at end of period	439.7	441.7	439.7	441.7
Effect of using weighted average common shares outstanding	2.2	2.3	1.9	3.3
Weighted average basic common shares outstanding	441.9	444.0	441.6	445.0
Dilutive effect of equity-based compensation awards and other contingently issuable shares				
(a)	2.5	2.7	2.8	2.5
Weighted average diluted common shares outstanding	444.4	446.7	444.4	447.5
Potentially issuable shares	8.4	10.1	8.4	10.1
Number of anti-dilutive potentially issuable shares excluded from diluted common shares outstanding	2.3	0.5	2.3	0.8

(a) As of January 1, 2017, we adopted ASU 2016-09 prospectively and no longer include excess tax benefits as assumed proceeds. See Note 1 for further discussion.

6. Commitments and Contingencies

*Financial Instruments* — We have obtained letters of credit, surety bonds and insurance policies and have established trust funds and issued financial guarantees to support tax-exempt bonds, contracts, performance of landfill final capping, closure and post-closure requirements, environmental remediation, and other obligations. Letters of credit generally are supported by our \$2.25 billion revolving credit facility and other credit facilities established for that purpose. These facilities are discussed further in Note 3. Surety bonds and insurance policies are supported by (i) a diverse group of third-party surety and insurance companies; (ii) an entity in which we have a noncontrolling financial interest or (iii) wholly-owned insurance companies, the sole business of which is to issue surety bonds and/or insurance policies on our behalf.

Management does not expect that any claims against or draws on these instruments would have a material adverse effect on our financial condition, results of operations or cash flows. We have not experienced any unmanageable difficulty in obtaining the required financial assurance instruments for our current operations. In an ongoing effort to mitigate risks of future cost increases and reductions in available capacity, we continue to evaluate various options to access cost-effective sources of financial assurance.

*Insurance* — We carry insurance coverage for protection of our assets and operations from certain risks including general liability, automobile liability, real and personal property, workers' compensation, directors' and officers' liability, pollution legal liability and other coverages we believe are customary to the industry. Our exposure to loss for insurance claims is generally limited to the per incident deductible under the related insurance policy. Our exposure could increase if our insurers are unable to meet their commitments on a timely basis.

We have retained a significant portion of the risks related to our general liability, automobile liability and workers' compensation claims programs. "General liability" refers to the self-insured portion of specific third-party claims made against us that may be covered under our commercial General Liability Insurance Policy. For

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

our self-insured retentions, the exposure for unpaid claims and associated expenses, including incurred but not reported losses, is based on an actuarial valuation or internal estimates. The accruals for these liabilities could be revised if future occurrences or loss development significantly differ from such valuations and estimates. We do not expect the impact of any known casualty, property, environmental or other contingency to have a material impact on our financial condition, results of operations or cash flows.

*Guarantees* — In the ordinary course of our business, WM and WM Holdings enter into guarantee agreements associated with their subsidiaries' operations. Additionally, WM and WM Holdings have each guaranteed all of the senior debt of the other entity. No additional liabilities have been recorded for these intercompany guarantees because all of the underlying obligations are reflected in our Condensed Consolidated Balance Sheets. See Note 14 for further information.

We have also guaranteed the obligations and certain performance requirements of, and provided indemnification to, third parties as of June 30, 2017 in connection with both consolidated and unconsolidated entities, including agreements guaranteeing certain market value losses for approximately 850 homeowners' properties adjacent to or near 22 of our landfills. Our indemnification obligations generally arise from divestitures and provide that we will be responsible for liabilities associated with our operations for events that occurred prior to the sale of the operations. Additionally, under certain of our acquisition agreements, we have provided for additional consideration to be paid to the sellers if established financial targets or other market conditions are achieved post-closing and we have recognized liabilities for these contingent obligations based on an estimate of the fair value of these contingencies at the time of acquisition. We do not currently believe that contingent obligations to provide indemnification or pay additional post-closing consideration in connection with our divestitures or acquisitions will have a material adverse effect on the Company's financial condition, results of operations or cash flows.

In December 2014, we sold our Wheelabrator business, which provides waste-to-energy services and manages waste-to-energy facilities and independent power production plants. Before the divestiture of our Wheelabrator business, WM had guaranteed certain operational and financial performance obligations of Wheelabrator and its subsidiaries in the ordinary course of business. In conjunction with the divestiture, certain WM guarantees of Wheelabrator obligations were terminated, but others continued and are now guarantees of third-party obligations. When possible, Wheelabrator seeks to have the applicable third-party beneficiaries release WM from these guarantees, but until such efforts are successful or the underlying financial commitments are restructured, WM has agreed to retain the guarantees and, in exchange, receive a credit support fee or other financial assurances guaranteed by a third-party financial institution to protect WM in the event of non-compliance by Wheelabrator. The most significant of these guarantees specifically define WM's maximum financial obligation over the course of the relevant agreements. As of June 30, 2017 and December 31, 2016, WM's maximum future payments under these guarantees was \$96 million. WM's exposure under certain of the performance guarantees is variable and a maximum exposure is not defined. We have recorded the fair value of the operational and financial performance guarantees, some of which could extend through 2038, if not terminated, in our Condensed Consolidated Balance Sheets. The estimated fair value of WM's potential obligation associated with guarantees of Wheelabrator's obligations (net of credit support fee or indemnification asset) as of June 30, 2017 and December 31, 2016 was \$9 million and \$11 million, respectively. We currently do not expect the financial impact of such operational and financial performance guarantees to materially exceed the recorded fair value.

*Environmental Matters* — A significant portion of our operating costs and capital expenditures could be characterized as costs of environmental protection. The nature of our operations, particularly with respect to the construction, operation and maintenance of our landfills, subjects us to an array of laws and regulations relating to the protection of the environment. Under current laws and regulations, we may have liabilities for

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

environmental damage caused by our operations, or for damage caused by conditions that existed before we acquired a site. In addition to remediation activity required by state or local authorities, such liabilities include potentially responsible party (“PRP”) investigations. The costs associated with these liabilities can include settlements, certain legal and consultant fees, as well as incremental internal and external costs directly associated with site investigation and clean-up.

Estimating our degree of responsibility for remediation is inherently difficult. We recognize and accrue for an estimated remediation liability when we determine that such liability is both probable and reasonably estimable. Determining the method and ultimate cost of remediation requires that a number of assumptions be made. There can sometimes be a range of reasonable estimates of the costs associated with the likely site remediation alternatives identified in the environmental impact investigation. In these cases, we use the amount within the range that is our best estimate. If no amount within a range appears to be a better estimate than any other, we use the amount that is the low end of such range. If we used the high ends of such ranges, our aggregate potential liability would be approximately \$115 million higher than the \$245 million recorded in the Condensed Consolidated Balance Sheet as of June 30, 2017. Our ultimate responsibility may differ materially from current estimates. It is possible that technological, regulatory or enforcement developments, the results of environmental studies, the inability to identify other PRPs, the inability of other PRPs to contribute to the settlements of such liabilities, or other factors could require us to record additional liabilities. Our ongoing review of our remediation liabilities, in light of relevant internal and external facts and circumstances, could result in revisions to our accruals that could cause upward or downward adjustments to our balance sheet and income from operations. These adjustments could be material in any given period.

As of June 30, 2017, we have been notified by the government that we are a PRP in connection with 76 locations listed on the Environmental Protection Agency’s (“EPA’s”) Superfund National Priorities List (“NPL”). Of the 76 sites at which claims have been made against us, 15 are sites we own. Each of the NPL sites we own was initially developed by others as a landfill disposal facility. At each of these facilities, we are working in conjunction with the government to evaluate or remediate identified site problems, and we have either agreed with other legally liable parties on an arrangement for sharing the costs of remediation or are working toward a cost-sharing agreement. We generally expect to receive any amounts due from other participating parties at or near the time that we make the remedial expenditures. The other 61 NPL sites, which we do not own, are at various procedural stages under the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended, known as CERCLA or Superfund.

The majority of proceedings involving NPL sites that we do not own are based on allegations that certain of our subsidiaries (or their predecessors) transported hazardous substances to the sites, often prior to our acquisition of these subsidiaries. CERCLA generally provides for liability for those parties owning, operating, transporting to or disposing at the sites. Proceedings arising under Superfund typically involve numerous waste generators and other waste transportation and disposal companies and seek to allocate or recover costs associated with site investigation and remediation, which costs could be substantial and could have a material adverse effect on our consolidated financial statements. At some of the sites at which we have been identified as a PRP, our liability is well defined as a consequence of a governmental decision and an agreement among liable parties as to the share each will pay for implementing that remedy. At other sites, where no remedy has been selected or the liable parties have been unable to agree on an appropriate allocation, our future costs are uncertain.

In September 2016, the EPA announced a proposed remediation plan for the San Jacinto waste pits in Harris County, Texas, naming McGinnes Industrial Maintenance Corporation (“MIMC”), a subsidiary of WM, as a PRP. MIMC operated the waste pits from 1965 to 1966. In 1998, WM acquired the stock of the parent entity of MIMC. The remedy and remedial design plan for the site are not yet final. A notice and comment period with respect to the remedy closed on January 12, 2017. MIMC filed comments, detailing its disagreement with the

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

proposed remedy put forth by the EPA and is continuing to focus on a solution that it believes best protects the environment and public health. MIMC's ultimate liability could be materially different from current estimates. We remain an active participant in the EPA's process established to evaluate and determine the appropriate remedy and remedial design plan for this site. As of June 30, 2017 and December 31, 2016, our recorded liability for MIMC's estimated share of the EPA's proposed remedy was \$45 million and \$46 million, respectively.

Item 103 of the SEC's Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings, or such proceedings are known to be contemplated, unless we reasonably believe that the matter will result in no monetary sanctions, or in monetary sanctions, exclusive of interest and costs, of less than \$100,000. The following matters are disclosed in accordance with that requirement. We do not currently believe that the eventual outcome of any such matters, individually or in the aggregate, could have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

On January 10, 2017, the Pennsylvania Department of Environmental Protection ("DEP") solid waste program advised us that it intends to seek civil penalties against the Grows North and Tullytown Landfills ("Grows/Tullytown"), located in southeast Pennsylvania and owned by indirect wholly-owned subsidiaries of WM, related to operational issues, including litter and leachate discharges. Additionally, we received notice on March 15, 2017 that the DEP clean water program also intends to seek civil penalties related to similar underlying events and operational issues at Grows/Tullytown. Our internal review of these matters is in process.

Waste Management of Hawaii, Inc. ("WMHI"), an indirect wholly-owned subsidiary of WM, may face civil claims from the Hawaii Department of Health and/or the EPA based upon water discharges at the Waimanalo Gulch Sanitary Landfill, which WMHI operates for the city and county of Honolulu, following three major rainstorms in December 2010 and January 2011.

On July 10, 2013, the EPA issued a Notice of Violation ("NOV") to Waste Management of Wisconsin, Inc., an indirect wholly-owned subsidiary of WM, alleging violations of the Resource Conservation Recovery Act concerning acceptance of certain waste that was not permitted to be disposed of at the Metro Recycling & Disposal Facility in Franklin, Wisconsin. The parties are exchanging information and working to resolve the NOV.

From time to time, we are also named as defendants in personal injury and property damage lawsuits, including purported class actions, on the basis of having owned, operated or transported waste to a disposal facility that is alleged to have contaminated the environment or, in certain cases, on the basis of having conducted environmental remediation activities at sites. Some of the lawsuits may seek to have us pay the costs of monitoring of allegedly affected sites and health care examinations of allegedly affected persons for a substantial period of time even where no actual damage is proven. While we believe we have meritorious defenses to these lawsuits, the ultimate resolution is often substantially uncertain due to the difficulty of determining the cause, extent and impact of alleged contamination (which may have occurred over a long period of time), the potential for successive groups of complainants to emerge, the diversity of the individual plaintiffs' circumstances, and the potential contribution or indemnification obligations of co-defendants or other third parties, among other factors. Additionally, we often enter into agreements with landowners imposing obligations on us to meet certain regulatory or contractual conditions upon site closure or upon termination of the agreements. Compliance with these agreements inherently involves subjective determinations and may result in disputes, including litigation.

*Litigation* — As a large company with operations across the United States and Canada, we are subject to various proceedings, lawsuits, disputes and claims arising in the ordinary course of our business. Many of these

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

actions raise complex factual and legal issues and are subject to uncertainties. Actions that have been filed against us, and that may be filed against us in the future, include personal injury, property damage, commercial, customer, and employment-related claims, including purported state and national class action lawsuits related to: alleged environmental contamination, including releases of hazardous material and odors; sales and marketing practices, customer service agreements and prices and fees; and federal and state wage and hour and other laws. The plaintiffs in some actions seek unspecified damages or injunctive relief, or both. These actions are in various procedural stages, and some are covered, in part, by insurance. We currently do not believe that the eventual outcome of any such actions will have a material adverse effect on the Company's business, financial condition, results of operations or cash flows.

WM's charter and bylaws provide that WM shall indemnify against all liabilities and expenses, and upon request shall advance expenses to any person, who is subject to a pending or threatened proceeding because such person is or was a director or officer of the Company. Such indemnification is required to the maximum extent permitted under Delaware law. Accordingly, the director or officer must execute an undertaking to reimburse the Company for any fees advanced if it is later determined that the director or officer was not permitted to have such fees advanced under Delaware law. Additionally, the Company has direct contractual obligations to provide indemnification to each of the members of WM's Board of Directors and each of WM's executive officers. The Company may incur substantial expenses in connection with the fulfillment of its advancement of costs and indemnification obligations in connection with actions or proceedings that may be brought against its former or current officers, directors and employees.

*Multiemployer Defined Benefit Pension Plans* — About 20% of our workforce is covered by collective bargaining agreements with various local unions across the United States and Canada. As a result of some of these agreements, certain of our subsidiaries are participating employers in a number of trustee-managed multiemployer defined benefit pension plans ("Multiemployer Pension Plans") for the covered employees. In connection with our ongoing renegotiation of various collective bargaining agreements, we may discuss and negotiate for the complete or partial withdrawal from one or more of these Multiemployer Pension Plans. A complete or partial withdrawal from a Multiemployer Pension Plan may also occur if employees covered by a collective bargaining agreement vote to decertify a union from continuing to represent them. Any other circumstance resulting in a decline in Company contributions to a Multiemployer Pension Plan through a reduction in the labor force, whether through attrition over time or through a business event (such as the discontinuation or nonrenewal of a customer contract, the decertification of a union, or relocation, reduction or discontinuance of certain operations) may also trigger a complete or partial withdrawal from one or more of these pension plans.

We do not believe that any future liability relating to our past or current participation in, or withdrawals from, the Multiemployer Pension Plans to which we contribute will have a material adverse effect on our business, financial condition or liquidity. However, liabilities for future withdrawals could have a material adverse effect on our results of operations or cash flows for a particular reporting period, depending on the number of employees withdrawn and the financial condition of the Multiemployer Pension Plan(s) at the time of such withdrawal(s).

*Tax Matters* — We participate in the IRS's Compliance Assurance Process, which means we work with the IRS throughout the year towards resolving any material issues prior to the filing of our annual tax return. Any unresolved issues as of the tax return filing date are subject to routine examination procedures. We are currently in the examination phase of IRS audits for the tax years 2014, 2015, 2016 and 2017 and expect these audits to be completed within the next nine, 12, 18 and 30 months, respectively. We are also currently undergoing audits by various state and local jurisdictions for tax years that date back to 2009, with the exception of affirmative claims in a limited number of jurisdictions that date back to 2000. We maintain a liability for uncertain tax positions, the

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

balance of which management believes is adequate. Results of audit assessments by taxing authorities are not currently expected to have a material adverse effect on our financial condition, results of operations or cash flows.

**7. Segment and Related Information**

We evaluate, oversee and manage the financial performance of our Solid Waste business subsidiaries through our 17 Areas. The 17 Areas constitute our operating segments and none of the Areas individually meet the quantitative criteria to be a separate reportable segment. We have evaluated the aggregation criteria and concluded that, based on the similarities between our Areas, including the fact that our Solid Waste business is homogenous across geographies with the same services offered across the Areas, aggregation of our Areas is appropriate for purposes of presenting our reportable segments. Accordingly, we have aggregated our 17 Areas into three tiers that we believe have similar economic characteristics and future prospects based in large part on a review of the Areas' income from operations margins. The economic variations experienced by our Areas are attributable to a variety of factors, including regulatory environment of the Area; economic environment of the Area, including level of commercial and industrial activity; population density; service offering mix and disposal logistics, with no one factor being singularly determinative of an Area's current or future economic performance.

Tier 1 is comprised of our operations across the Southern United States, with the exception of Southern California and the Florida peninsula, and also includes the New England states, the tri-state area of Michigan, Indiana and Ohio, and Western Canada. Tier 2 includes Southern California, Eastern Canada, Wisconsin, Minnesota and a portion of the lower Mid-Atlantic region of the United States. Tier 3 encompasses all the remaining operations including the Pacific Northwest and Northern California, the majority of the Mid-Atlantic region of the United States, the Florida peninsula, Illinois and Missouri.

The operating segments not evaluated and overseen through the 17 Areas are presented herein as "Other" as these operating segments do not meet the criteria to be aggregated with other operating segments and do not meet the quantitative criteria to be separately reported.



WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Summarized financial information concerning our reportable segments is shown in the following table (in millions):

	Gross Operating Revenues	Intercompany Operating Revenues	Net Operating Revenues	Income from Operations
<b>Three Months Ended June 30:</b>				
<b>2017</b>				
Solid Waste:				
Tier 1	\$ 1,417	\$ (258)	\$ 1,159	\$ 395
Tier 2	916	(169)	747	190
Tier 3	<u>1,426</u>	<u>(256)</u>	<u>1,170</u>	<u>248</u>
Solid Waste	3,759	(683)	3,076	833
Other	<u>657</u>	<u>(56)</u>	<u>601</u>	<u>(18)</u>
	4,416	(739)	3,677	815
Corporate and Other	—	—	—	(142)
Total	<u>\$ 4,416</u>	<u>\$ (739)</u>	<u>\$ 3,677</u>	<u>\$ 673</u>
<b>2016</b>				
Solid Waste:				
Tier 1	\$ 1,316	\$ (229)	\$ 1,087	\$ 362
Tier 2	856	(158)	698	157
Tier 3	<u>1,347</u>	<u>(233)</u>	<u>1,114</u>	<u>235</u>
Solid Waste	3,519	(620)	2,899	754
Other	<u>572</u>	<u>(46)</u>	<u>526</u>	<u>(20)</u>
	4,091	(666)	3,425	734
Corporate and Other	—	—	—	(123)
Total	<u>\$ 4,091</u>	<u>\$ (666)</u>	<u>\$ 3,425</u>	<u>\$ 611</u>

**WASTE MANAGEMENT, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

	<u>Gross Operating Revenues</u>	<u>Intercompany Operating Revenues</u>	<u>Net Operating Revenues</u>	<u>Income from Operations</u>
<b>Six Months Ended June 30:</b>				
<b>2017</b>				
Solid Waste:				
Tier 1	\$ 2,757	\$ (496)	\$ 2,261	\$ 761
Tier 2	1,758	(322)	1,436	347
Tier 3	<u>2,753</u>	<u>(489)</u>	<u>2,264</u>	<u>475</u>
Solid Waste	7,268	(1,307)	5,961	1,583
Other	<u>1,260</u>	<u>(104)</u>	<u>1,156</u>	<u>(50)</u>
	8,528	(1,411)	7,117	1,533
Corporate and Other	—	—	—	(302)
Total	<u>\$ 8,528</u>	<u>\$ (1,411)</u>	<u>\$ 7,117</u>	<u>\$ 1,231</u>
<b>2016</b>				
Solid Waste:				
Tier 1	\$ 2,557	\$ (441)	\$ 2,116	\$ 696
Tier 2	1,637	(300)	1,337	302
Tier 3	<u>2,607</u>	<u>(445)</u>	<u>2,162</u>	<u>443</u>
Solid Waste	6,801	(1,186)	5,615	1,441
Other	<u>1,072</u>	<u>(86)</u>	<u>986</u>	<u>(56)</u>
	7,873	(1,272)	6,601	1,385
Corporate and Other	—	—	—	(266)
Total	<u>\$ 7,873</u>	<u>\$ (1,272)</u>	<u>\$ 6,601</u>	<u>\$ 1,119</u>

Fluctuations in our operating results may be caused by many factors, including period-to-period changes in the relative contribution of revenue by each line of business, changes in commodity prices and general economic conditions. In addition, our revenues and income from operations typically reflect seasonal patterns. Our operating revenues tend to be somewhat higher in summer months, primarily due to the higher construction and demolition waste volumes. The volumes of industrial and residential waste in certain regions where we operate also tend to increase during the summer months. Our second and third quarter revenues and results of operations typically reflect these seasonal trends.

Service disruptions caused by severe storms, extended periods of inclement weather or climate extremes resulting from climate change can significantly affect the operating results of the Areas affected. On the other hand, certain destructive weather conditions that tend to occur during the second half of the year, such as the hurricanes that most often impact our operations in the Southern and Eastern United States, can increase our revenues in the Areas affected. While weather conditions and other event driven special projects can boost revenues through additional work for a limited time, as a result of significant start-up costs and other factors, such revenue can generate earnings at comparatively lower margins.

**8. Acquisitions**

*Southern Waste Systems/Sun Recycling ("SWS")* — On January 8, 2016, Waste Management Inc. of Florida, an indirect wholly-owned subsidiary of WM, acquired certain operations and business assets of SWS in

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Southern Florida for total consideration of \$525 million. The acquired business assets include residential, commercial and industrial solid waste collection, processing/recycling and transfer operations, equipment, vehicles, real estate and customer agreements.

**9. Asset Impairments and Unusual Items**

*Equity in net losses of unconsolidated entities*

During the six months ended June 30, 2017, we recognized \$28 million of charges to write down equity method investments in waste diversion technology companies to their estimated fair values.

*Other, net*

During the three months ended June 30, 2016, we recognized \$41 million of impairments to write down minority-owned investments in waste diversion technology companies to their estimated fair values.

**10. Accumulated Other Comprehensive Loss**

The changes in the balances of each component of accumulated other comprehensive loss, net of tax benefit, which is included as a component of Waste Management, Inc. stockholders' equity, are as follows (in millions, with amounts in parentheses representing increases to accumulated other comprehensive loss):

	Derivative Instruments	Available- for-Sale Securities	Foreign Currency Translation Adjustments	Post- Retirement Benefit Obligation	Total
Balance, December 31, 2016	\$ (40)	\$ 13	\$ (47)	\$ (6)	\$(80)
Other comprehensive income before reclassifications, net of tax expense of \$0, \$1, \$0 and \$0, respectively	—	2	40	1	43
Amounts reclassified from accumulated other comprehensive loss, net of tax benefit of \$2, \$0, \$0 and \$0, respectively	4	—	—	—	4
Net current period other comprehensive income	4	2	40	1	47
Balance, June 30, 2017	\$ (36)	\$ 15	\$ (7)	\$ (5)	\$(33)

There have been no derivatives outstanding subsequent to March 31, 2016. For the three months ended March 31, 2016, other comprehensive loss before reclassifications associated with the effective portion of derivatives designated as cash flow hedges for foreign currency derivatives was \$7 million, net of tax benefit of \$4 million.

**WASTE MANAGEMENT, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The significant amounts reclassified out of each component of accumulated other comprehensive loss associated with our cash flow hedges are as follows (in millions, with amounts in parentheses representing debits to the statement of operations classification):

	Three Months Ended June 30,		Six Months Ended June 30,		Statement of Operations Classification
	2017	2016	2017	2016	
Forward-starting interest rate swaps	\$ (3)	\$ (3)	\$ (6)	\$ (6)	Interest expense, net
Foreign currency derivatives	—	—	—	(20)	Other, net
	(3)	(3)	(6)	(26)	Total before tax
	1	1	2	10	Tax benefit
<b>Total reclassifications for the period</b>	<b>\$ (2)</b>	<b>\$ (2)</b>	<b>\$ (4)</b>	<b>\$ (16)</b>	Net of tax

**11. Common Stock Repurchase Program**

Our share repurchases have been authorized by our Board of Directors. In November 2016, we entered into an accelerated share repurchase (“ASR”) agreement to repurchase \$225 million of our common stock. At the beginning of the repurchase period, we delivered \$225 million in cash and received 2.8 million shares based on a stock price of \$63.41. The ASR agreement completed in February 2017, at which time we received 0.4 million additional shares based on a final weighted average per share purchase price during the repurchase period of \$69.43.

In June 2017, we entered into an ASR agreement to repurchase \$250 million of our common stock. At the beginning of the repurchase period, we delivered \$250 million in cash and received 2.7 million shares based on a stock price of \$73.46. The final number of shares to be repurchased and the final average price per share under the ASR agreement will depend on the volume-weighted average price of our stock, less a discount, during the term of the agreement. Purchases under the ASR agreement are expected to be completed in August 2017.

We account for ASR agreements as two separate transactions: (i) as shares of reacquired common stock for the shares delivered to us upon effectiveness of the ASR agreement and (ii) as a forward contract indexed to our own common stock for the undelivered shares. The initial delivery of shares is included in treasury stock at cost and results in an immediate reduction of the outstanding shares used to calculate the weighted average common shares outstanding for basic and diluted earnings per share. The forward contracts indexed to our own common stock meet the criteria for equity classification, and these amounts are initially recorded in additional paid-in capital and reclassified to treasury stock upon completion of the ASR agreement.

As of June 30, 2017, the Company has authorization for \$500 million of future share repurchases. Any future share repurchases pursuant to the authorization of our Board of Directors will be made at the discretion of management and will depend on factors similar to those considered by the Board of Directors in making dividend declarations, including our net earnings, financial condition and cash required for future business plans.

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

12. Fair Value Measurements

*Assets and Liabilities Accounted for at Fair Value*

Our assets and liabilities that are measured at fair value on a recurring basis include the following (in millions):

	Total	Fair Value Measurements as of June 30, 2017 Using		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)(a)
Assets:				
Money market funds	\$ 37	\$ 37	\$ —	\$ —
Available-for-sale securities	52	—	52	—
Fixed-income securities	41	—	41	—
Redeemable preferred stock	54	—	—	54
Total assets	<u>\$184</u>	<u>\$ 37</u>	<u>\$ 93</u>	<u>\$ 54</u>

	Total	Fair Value Measurements as of December 31, 2016 Using		
		Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)(a)
Assets:				
Money market funds	\$ 35	\$ 35	\$ —	\$ —
Available-for-sale securities	46	—	46	—
Fixed-income securities	39	—	39	—
Redeemable preferred stock	54	—	—	54
Total assets	<u>\$174</u>	<u>\$ 35</u>	<u>\$ 85</u>	<u>\$ 54</u>

- (a) When available, Level 3 investments have been measured based on third-party investors' recent or pending transactions in these securities, which are considered the best evidence of fair value. When this evidence is not available, we use other valuation techniques as appropriate and available. These valuation methodologies may include transactions in similar instruments, discounted cash flow analysis, third-party appraisals or industry multiples and public comparables. There has not been any significant change in the fair value of the redeemable preferred stock since our assessment as of December 31, 2016.

*Fair Value of Debt*

As of June 30, 2017 and December 31, 2016, the carrying value of our debt was approximately \$9.1 billion and \$9.3 billion, respectively. The estimated fair value of our debt was approximately \$9.7 billion as of June 30, 2017 and December 31, 2016. The fair value of our fixed-rate debt is estimated by using a discounted cash flow approach and current market rates for similar types of instruments. The carrying value of our variable-rate debt approximates fair value due to the short-term nature of the interest rates.

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Although we have determined the estimated fair value amounts using available market information and commonly accepted valuation methodologies, considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, our estimates are not necessarily indicative of the amounts that we, or holders of the instruments, could realize in a current market exchange. The use of different assumptions or estimation methodologies could have a material effect on the estimated fair values. The fair value estimates are based on Level 2 inputs of the fair value hierarchy available as of June 30, 2017 and December 31, 2016. These amounts have not been revalued since those dates, and current estimates of fair value could differ significantly from the amounts presented.

**13. Variable Interest Entities**

Following is a description of our financial interests in both unconsolidated and consolidated variable interest entities that we consider significant:

***Low-Income Housing Properties and Refined Coal Facility Investments***

We have investments in entities established to manage low-income housing properties and a refined coal facility. We support the operations of these entities in exchange for a pro-rata share of the tax credits they generate. We do not consolidate these entities as we have determined we are not the primary beneficiary of these entities as we do not have the power to individually direct the activities of these entities. Accordingly, we account for these investments under the equity method of accounting. Our aggregate investment balance in these two entities was \$72 million and \$84 million, as of June 30, 2017 and December 31, 2016, respectively. The debt balance related to our investment in low-income housing properties was \$45 million and \$57 million as of June 30, 2017 and December 31, 2016, respectively. Additional information related to these investments is discussed in Note 4.

***Trust Funds for Final Capping, Closure, Post-Closure or Environmental Remediation Obligations***

We have significant financial interests in trust funds that were created to settle certain of our final capping, closure, post-closure or environmental remediation obligations. These trust funds are established such that we are either the sole beneficiary of these restricted balances or we share benefit with the host community in which we operate. We have determined that these trust funds are variable interest entities; however, we are not the primary beneficiary of certain of these entities, as described further below. As the party with primary responsibility to fund the related final capping, closure, post-closure or environmental remediation activities for these trust funds, we are exposed to risk of loss if there are declines in the fair value of the assets of the trust. We currently expect the trust funds to continue to meet the statutory requirements for which they were established.

*Unconsolidated Variable Interest Entities* — Trust funds that are established for both the benefit of the Company and the host community in which we operate are not consolidated because we are not the primary beneficiary of these entities as we either do not have the (i) power to direct the significant activities of the trusts or (ii) power over the trusts' significant activities is shared. Our interests in these trusts are accounted for as investments in unconsolidated entities and receivables. These amounts are recorded in other receivables, investments in unconsolidated entities and long-term other assets in our Condensed Consolidated Balance Sheets, as appropriate. We also reflect our share of the unrealized gains and losses on available-for-sale securities held by these trusts as a component of our accumulated other comprehensive income or loss. Our investments and receivables related to these trusts had an aggregate carrying value of \$98 million and \$93 million as of June 30, 2017 and December 31, 2016, respectively.

*Consolidated Variable Interest Entities* — Trust funds of which we are the sole beneficiary are consolidated because we are the primary beneficiary. We account for these trust funds as long-term other assets in our

WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Condensed Consolidated Balance Sheets. Unrealized gains and losses on available-for-sale securities held by these trusts are recorded as a component of accumulated other comprehensive income or loss. These trusts had a fair value of \$99 million and \$95 million as of June 30, 2017 and December 31, 2016, respectively.

14. Condensed Consolidating Financial Statements

WM Holdings has fully and unconditionally guaranteed all of WM's senior indebtedness. WM has fully and unconditionally guaranteed all of WM Holdings' senior indebtedness. None of WM's other subsidiaries have guaranteed any of WM's or WM Holdings' debt. As a result of these guarantee arrangements, we are required to present the following condensed consolidating financial information (in millions):

CONDENSED CONSOLIDATING BALANCE SHEETS

June 30, 2017  
(Unaudited)

	WM	WM Holdings	Non-Guarantor Subsidiaries	Eliminations	Consolidated
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ —	\$ —	\$ 32	\$ —	\$ 32
Other current assets	3	5	2,286	—	2,294
	<u>3</u>	<u>5</u>	<u>2,318</u>	<u>—</u>	<u>2,326</u>
Property and equipment, net	—	—	11,002	—	11,002
Investments in affiliates	20,673	21,127	—	(41,800)	—
Advances to affiliates	—	—	13,791	(13,791)	—
Other assets	13	37	7,461	—	7,511
Total assets	<u>\$20,689</u>	<u>\$21,169</u>	<u>\$ 34,572</u>	<u>\$ (55,591)</u>	<u>\$ 20,839</u>
<b>LIABILITIES AND EQUITY</b>					
Current liabilities:					
Current portion of long-term debt	\$ 250	\$ —	\$ 140	\$ —	\$ 390
Accounts payable and other current liabilities	77	9	2,294	—	2,380
	<u>327</u>	<u>9</u>	<u>2,434</u>	<u>—</u>	<u>2,770</u>
Long-term debt, less current portion	6,075	304	2,288	—	8,667
Due to affiliates	14,088	184	5,299	(19,571)	—
Other liabilities	12	—	3,883	—	3,895
Total liabilities	<u>20,502</u>	<u>497</u>	<u>13,904</u>	<u>(19,571)</u>	<u>15,332</u>
Equity:					
Stockholders' equity	5,486	20,672	21,128	(41,800)	5,486
Advances to affiliates	(5,299)	—	(481)	5,780	—
Noncontrolling interests	—	—	21	—	21
	<u>187</u>	<u>20,672</u>	<u>20,668</u>	<u>(36,020)</u>	<u>5,507</u>
Total liabilities and equity	<u>\$20,689</u>	<u>\$21,169</u>	<u>\$ 34,572</u>	<u>\$ (55,591)</u>	<u>\$ 20,839</u>

**WASTE MANAGEMENT, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**  
**CONDENSED CONSOLIDATING BALANCE SHEETS (Continued)**

**December 31, 2016**

	<u>WM</u>	<u>WM Holdings</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>ASSETS</b>					
Current assets:					
Cash and cash equivalents	\$ —	\$ —	\$ 32	\$ —	\$ 32
Other current assets	5	5	2,334	—	2,344
	<u>5</u>	<u>5</u>	<u>2,366</u>	<u>—</u>	<u>2,376</u>
Property and equipment, net	—	—	10,950	—	10,950
Investments in affiliates	19,924	20,331	—	(40,255)	—
Advances to affiliates	—	—	13,000	(13,000)	—
Other assets	14	30	7,489	—	7,533
Total assets	<u>\$19,943</u>	<u>\$20,366</u>	<u>\$ 33,805</u>	<u>\$ (53,255)</u>	<u>\$ 20,859</u>
<b>LIABILITIES AND EQUITY</b>					
Current liabilities:					
Current portion of long-term debt	\$ 269	\$ —	\$ 148	\$ —	\$ 417
Accounts payable and other current liabilities	81	9	2,287	—	2,377
	<u>350</u>	<u>9</u>	<u>2,435</u>	<u>—</u>	<u>2,794</u>
Long-term debt, less current portion	6,229	304	2,360	—	8,893
Due to affiliates	13,350	128	5,299	(18,777)	—
Other liabilities	16	—	3,836	—	3,852
Total liabilities	<u>19,945</u>	<u>441</u>	<u>13,930</u>	<u>(18,777)</u>	<u>15,539</u>
Equity:					
Stockholders' equity	5,297	19,925	20,330	(40,255)	5,297
Advances to affiliates	(5,299)	—	(478)	5,777	—
Noncontrolling interests	—	—	23	—	23
	<u>(2)</u>	<u>19,925</u>	<u>19,875</u>	<u>(34,478)</u>	<u>5,320</u>
Total liabilities and equity	<u>\$19,943</u>	<u>\$20,366</u>	<u>\$ 33,805</u>	<u>\$ (53,255)</u>	<u>\$ 20,859</u>



**WASTE MANAGEMENT, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS**

**Three Months Ended June 30, 2017**  
**(Unaudited)**

	<u>WM</u>	<u>WM Holdings</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating revenues	\$ —	\$ —	\$ 3,677	\$ —	\$ 3,677
Costs and expenses	—	—	3,004	—	3,004
Income from operations	—	—	673	—	673
Other income (expense):					
Interest expense, net	(74)	(5)	(11)	—	(90)
Equity in earnings of subsidiaries, net of tax expense	406	409	—	(815)	—
Other, net	—	—	(13)	—	(13)
	<u>332</u>	<u>404</u>	<u>(24)</u>	<u>(815)</u>	<u>(103)</u>
Income before income taxes	332	404	649	(815)	570
Income tax expense (benefit)	(30)	(2)	241	—	209
Consolidated net income	362	406	408	(815)	361
Less: Net loss attributable to noncontrolling interests	—	—	(1)	—	(1)
Net income attributable to Waste Management, Inc.	<u>\$362</u>	<u>\$ 406</u>	<u>\$ 409</u>	<u>\$ (815)</u>	<u>\$ 362</u>

**Three Months Ended June 30, 2016**  
**(Unaudited)**

	<u>WM</u>	<u>WM Holdings</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating revenues	\$ —	\$ —	\$ 3,425	\$ —	\$ 3,425
Costs and expenses	—	—	2,814	—	2,814
Income from operations	—	—	611	—	611
Other income (expense):					
Interest expense, net	(76)	(5)	(12)	—	(93)
Equity in earnings of subsidiaries, net of tax expense	333	336	—	(669)	—
Other, net	—	—	(59)	—	(59)
	<u>257</u>	<u>331</u>	<u>(71)</u>	<u>(669)</u>	<u>(152)</u>
Income before income taxes	257	331	540	(669)	459
Income tax expense (benefit)	(30)	(2)	205	—	173
Consolidated net income	287	333	335	(669)	286
Less: Net loss attributable to noncontrolling interests	—	—	(1)	—	(1)
Net income attributable to Waste Management, Inc.	<u>\$287</u>	<u>\$ 333</u>	<u>\$ 336</u>	<u>\$ (669)</u>	<u>\$ 287</u>

**WASTE MANAGEMENT, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS (Continued)**

**Six Months Ended June 30, 2017**  
**(Unaudited)**

	<u>WM</u>	<u>WM Holdings</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating revenues	\$ —	\$ —	\$ 7,117	\$ —	\$ 7,117
Costs and expenses	—	—	5,886	—	5,886
Income from operations	—	—	1,231	—	1,231
Other income (expense):					
Interest expense, net	(148)	(10)	(24)	—	(182)
Equity in earnings of subsidiaries, net of tax expense	749	755	—	(1,504)	—
Other, net	—	—	(45)	—	(45)
	<u>601</u>	<u>745</u>	<u>(69)</u>	<u>(1,504)</u>	<u>(227)</u>
Income before income taxes	601	745	1,162	(1,504)	1,004
Income tax expense (benefit)	(59)	(4)	409	—	346
Consolidated net income	660	749	753	(1,504)	658
Less: Net loss attributable to noncontrolling interests	—	—	(2)	—	(2)
Net income attributable to Waste Management, Inc.	<u>\$ 660</u>	<u>\$ 749</u>	<u>\$ 755</u>	<u>\$ (1,504)</u>	<u>\$ 660</u>

**Six Months Ended June 30, 2016**  
**(Unaudited)**

	<u>WM</u>	<u>WM Holdings</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
Operating revenues	\$ —	\$ —	\$ 6,601	\$ —	\$ 6,601
Costs and expenses	—	—	5,482	—	5,482
Income from operations	—	—	1,119	—	1,119
Other income (expense):					
Interest expense, net	(150)	(10)	(28)	—	(188)
Equity in earnings of subsidiaries, net of tax expense	637	643	—	(1,280)	—
Other, net	(1)	—	(75)	—	(76)
	<u>486</u>	<u>633</u>	<u>(103)</u>	<u>(1,280)</u>	<u>(264)</u>
Income before income taxes	486	633	1,016	(1,280)	855
Income tax expense (benefit)	(59)	(4)	376	—	313
Consolidated net income	545	637	640	(1,280)	542
Less: Net loss attributable to noncontrolling interests	—	—	(3)	—	(3)
Net income attributable to Waste Management, Inc.	<u>\$ 545</u>	<u>\$ 637</u>	<u>\$ 643</u>	<u>\$ (1,280)</u>	<u>\$ 545</u>

WASTE MANAGEMENT, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)  
CONDENSED CONSOLIDATING STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)

	<u>WM</u>	<u>WM Holdings</u>	<u>Non-Guarantor Subsidiaries</u>	<u>Eliminations</u>	<u>Consolidated</u>
<b>Three Months Ended June 30:</b>					
<b>2017</b>					
Comprehensive income	\$364	\$ 406	\$ 439	\$ (815)	\$ 394
Less: Comprehensive loss attributable to noncontrolling interests	—	—	(1)	—	(1)
Comprehensive income attributable to Waste Management, Inc.	<u>\$364</u>	<u>\$ 406</u>	<u>\$ 440</u>	<u>\$ (815)</u>	<u>\$ 395</u>
<b>2016</b>					
Comprehensive income	\$289	\$ 333	\$ 342	\$ (669)	\$ 295
Less: Comprehensive loss attributable to noncontrolling interests	—	—	(1)	—	(1)
Comprehensive income attributable to Waste Management, Inc.	<u>\$289</u>	<u>\$ 333</u>	<u>\$ 343</u>	<u>\$ (669)</u>	<u>\$ 296</u>
<b>Six Months Ended June 30:</b>					
<b>2017</b>					
Comprehensive income	\$664	\$ 749	\$ 796	\$ (1,504)	\$ 705
Less: Comprehensive loss attributable to noncontrolling interests	—	—	(2)	—	(2)
Comprehensive income attributable to Waste Management, Inc.	<u>\$664</u>	<u>\$ 749</u>	<u>\$ 798</u>	<u>\$ (1,504)</u>	<u>\$ 707</u>
<b>2016</b>					
Comprehensive income	\$549	\$ 637	\$ 714	\$ (1,280)	\$ 620
Less: Comprehensive loss attributable to noncontrolling interests	—	—	(3)	—	(3)
Comprehensive income attributable to Waste Management, Inc.	<u>\$549</u>	<u>\$ 637</u>	<u>\$ 717</u>	<u>\$ (1,280)</u>	<u>\$ 623</u>

**WASTE MANAGEMENT, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**  
**CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS**

**Six Months Ended June 30, 2017**  
**(Unaudited)**

	<u>WM(a)</u>	<u>WM Holdings(a)</u>	<u>Non-Guarantor Subsidiaries(a)</u>	<u>Eliminations</u>	<u>Consolidated</u>
Cash flows provided by (used in):					
Operating activities	\$ —	\$ —	\$ 1,534	\$ —	\$ 1,534
Investing activities	—	—	(677)	—	(677)
Financing activities	—	—	(857)	—	(857)
Effect of exchange rate changes on cash and cash equivalents	—	—	—	—	—
Intercompany activity	—	—	—	—	—
Increase (decrease) in cash and cash equivalents	—	—	—	—	—
Cash and cash equivalents at beginning of period	—	—	32	—	32
Cash and cash equivalents at end of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 32</u>	<u>\$ —</u>	<u>\$ 32</u>

**Six Months Ended June 30, 2016**  
**(Unaudited)**

	<u>WM(a)</u>	<u>WM Holdings(a)</u>	<u>Non-Guarantor Subsidiaries(a)</u>	<u>Eliminations</u>	<u>Consolidated</u>
Cash flows provided by (used in):					
Operating activities	\$ —	\$ —	\$ 1,494	\$ —	\$ 1,494
Investing activities	—	—	(1,186)	—	(1,186)
Financing activities	—	—	(309)	—	(309)
Effect of exchange rate changes on cash and cash equivalents	—	—	1	—	1
Intercompany activity	—	—	—	—	—
Increase (decrease) in cash and cash equivalents	—	—	—	—	—
Cash and cash equivalents at beginning of period	—	—	39	—	39
Cash and cash equivalents at end of period	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 39</u>	<u>\$ —</u>	<u>\$ 39</u>

- (a) Cash receipts and payments of WM and WM Holdings are transacted by Non-Guarantor Subsidiaries. We have revised the prior year presentation to reflect all relevant cash flow activities in the Non-Guarantor Subsidiaries column.

**15. New Accounting Standards Pending Adoption**

*Income Taxes* — In October 2016, the FASB issued ASU 2016-16 associated with the timing of recognition of income taxes for intra-entity transfers of assets other than inventory. The amended guidance requires the

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

recognition of income taxes when the transfer of the asset occurs, which replaces current GAAP that defers the recognition of income taxes until the transferred asset is sold to a third party or otherwise recovered through use. The amended guidance is effective for the Company on January 1, 2018. We are assessing the provisions of this amended guidance; however, we currently do not expect that the adoption of this amended guidance will have a material impact on our consolidated financial statements.

*Statement of Cash Flows* — In August 2016, the FASB issued ASU 2016-15 associated with the classification of certain cash receipts and cash payments in the statement of cash flows. In November 2016, the FASB issued ASU 2016-18 associated with the presentation of restricted cash and cash equivalents in the statement of cash flows. The objective of both amendments was to reduce existing diversity in practice. The amended guidance is effective for the Company on January 1, 2018. We are assessing the provisions of this amended guidance; however, we currently do not expect that the adoption of this amended guidance will have a material impact on our consolidated financial statements.

*Financial Instrument Credit Losses* — In June 2016, the FASB issued ASU 2016-13 associated with the measurement of credit losses on financial instruments. The amended guidance replaces the current incurred loss impairment methodology of recognizing credit losses when a loss is probable, with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to assess credit loss estimates. The amended guidance is effective for the Company on January 1, 2020, with early adoption permitted beginning January 1, 2019. We are assessing the provisions of this amended guidance and evaluating the impact on our consolidated financial statements.

*Leases* — In February 2016, the FASB issued ASU 2016-02 associated with lease accounting. The amended guidance requires the recognition of lease assets and lease liabilities on the balance sheet for those leases with terms in excess of 12 months and currently classified as operating leases. The disclosure of key information about leasing arrangements will also be required. The amended guidance is effective for the Company on January 1, 2019, with early adoption permitted. We are assessing the provisions of this amended guidance and we have (i) formed an implementation work team; (ii) performed training for the various organizations that will be most affected by the new standard and (iii) evaluated certain software solutions available to manage and account for leases under the new standard. We are still evaluating the impact of this amended guidance on our consolidated financial statements.

*Financial Instruments* — In January 2016, the FASB issued ASU 2016-01 associated with the recognition and measurement of financial assets and liabilities. The amended guidance will require certain equity investments that are not consolidated to be measured at fair value with changes in fair value recognized in net income rather than as a component of accumulated other comprehensive income. The amended guidance is effective for the Company on January 1, 2018. We are assessing the provisions of this amended guidance; however, we currently do not expect that the adoption of this amended guidance will have a material impact on our consolidated financial statements.

*Revenue Recognition* — In May 2014, the FASB issued ASU 2014-09 associated with revenue recognition. The amended guidance requires companies to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, the amendments will require enhanced qualitative and quantitative disclosures regarding customer contracts. The amended guidance associated with revenue recognition is effective for the Company on January 1, 2018. The amended guidance may be applied retrospectively for all periods presented (“full retrospective method”) or retrospectively with the cumulative effect of initially applying the amended guidance recognized at the date of initial adoption (“modified retrospective method”). The Company is currently planning to adopt the amended guidance using the modified retrospective method as of January 1, 2018.

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WASTE MANAGEMENT, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

To assess the impact of the standard, we utilized internal resources to lead the implementation effort and supplemented them with external resources. Our internal resources read the amended guidance, attended trainings and consulted with other accounting professionals to assist with interpretation of the amended guidance. Surveys were sent to and returned by all operating segments to assess the potential impact of the amended guidance and to tailor specific procedures to evaluate the potential impact. Based on the results of these surveys, we judgmentally selected a sample of contracts based on size and specifically identified contract traits that could be accounted for differently under the amended guidance. We also selected a representative sample of contracts to corroborate the survey results. We have completed our preliminary review and analysis of all contracts selected for testing and we are in the process of performing additional analysis on certain contractual provisions, including provisions that could impact the classification of certain revenue streams and costs that are currently reported on a gross basis.

Based on our work to date, we believe we have identified all material contract types and costs that may be impacted by this amended guidance. We expect to quantify and disclose the expected impact, if any, of adopting this amended guidance in the Quarterly Report on Form 10-Q for the third quarter of 2017. While we are still evaluating the impact of the amended guidance, we currently do not expect it to have a material impact on operating revenues. However, upon adoption of the amended guidance, we anticipate recognizing an asset from the capitalization of sales incentives as contract acquisitions costs. Under the amended guidance, sales incentives will be capitalized and amortized to selling, general and administrative expense over the expected life of the customer relationship.

As noted above, we are still evaluating the possible impacts on our consolidated financial statements, including (i) potential changes in the classification of certain revenue streams and costs currently reported on a gross basis (e.g., franchise fees paid to municipalities); (ii) the amount of sales incentives that will be capitalized and (iii) additional disclosure requirements.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements and notes thereto included under Item 1 and our Consolidated Financial Statements and notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2016.

In an effort to keep our stockholders and the public informed about our business, we may make "forward-looking statements." Forward-looking statements usually relate to future events and anticipated revenues, earnings, cash flows or other aspects of our operations or operating results. Forward-looking statements are often identified by the words, "will," "may," "should," "continue," "anticipate," "believe," "expect," "plan," "forecast," "project," "estimate," "intend," and words of a similar nature and generally include statements containing:

- projections about accounting and finances;
- plans and objectives for the future;
- projections or estimates about assumptions relating to our performance; or
- our opinions, views or beliefs about the effects of current or future events, circumstances or performance.

You should view these statements with caution. These statements are not guarantees of future performance, circumstances or events. They are based on facts and circumstances known to us as of the date the statements are made. All aspects of our business are subject to uncertainties, risks and other influences, many of which we do not control. Any of these factors, either alone or taken together, could have a material adverse effect on us and could change whether any forward-looking statement ultimately turns out to be true. Additionally, we assume no obligation to update any forward-looking statement as a result of future events, circumstances or developments.

Some of the risks that we believe could affect our business and financial statements for 2017 and beyond and that could cause actual results to be materially different from those that may be set forth in forward-looking statements made by the Company include the following:

- competition may negatively affect our profitability or cash flows, our pricing strategy may have negative effects on volumes, and inability to execute our pricing strategy while retaining and attracting customers may negatively affect our average yield on collection and disposal lines of business;
- we may fail in implementing or maintaining our cost saving, optimization and growth initiatives and overall business strategy, which could adversely impact our financial performance and growth, and implementation of our initiatives and strategy may have associated negative consequences, such as increased indebtedness, asset impairments, business disruption, exposure to purported class action lawsuits related to our customer service agreements and regulatory issues;
- a key element of our strategy is yield management through focus on price leadership, which has presented challenges to keep existing business and win new business at reasonable returns; the loss of volumes as a result of price increases and our unwillingness to pursue lower margin volumes may negatively affect our cash flows or results of operations;
- we may be unable to identify desirable acquisition targets, negotiate advantageous transactions or realize the benefits expected from such transactions, which could adversely impact our growth strategy, earnings and cash flow;
- integration of acquisitions and/or new service offerings could increase our exposure to environmental liabilities for past operations and the risk of inadvertent noncompliance with laws and regulations;
- compliance with existing or increased future regulations may impact our business by, among other things, restricting our operations, increasing operating costs or requiring additional capital expenditures, and a decrease in regulation may lower barriers to entry for our competitors;

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- possible changes in our estimates of costs for site remediation requirements, final capping, closure and post-closure obligations, compliance and regulatory developments may increase our expenses and future cash outflows;
  - certain materials processed by our recycling operations are subject to significant commodity price fluctuations, as are methane gas, electricity and other energy-related products marketed and sold by our landfill gas recovery operations; fluctuations in commodity prices may have negative effects on our operating results;
  - a significant portion of the recycled fiber we market is shipped to export markets across the globe, particularly China; changes in international or domestic regulations, restrictions or tariffs on exports could increase operating expense;
  - changes in oil and gas prices and drilling activity, and changes in applicable regulations, could adversely affect our Energy and Environmental Services organization;
  - increasing customer preference for alternatives to traditional disposal, government mandates supporting diversion of waste and recycling and prohibiting disposal of certain types of waste, and overall reduction of waste generated could continue to have a negative effect on volumes of waste going to our landfills;
  - developments in technology could trigger a fundamental change in the waste management industry, as waste streams are increasingly viewed as a resource, which may adversely impact volumes at our landfills and our profitability;
  - our existing and proposed service offerings to customers may require that we develop or license, and protect, new technologies; and our inability to obtain or protect new technologies could impact our services to customers and development of new revenue sources;
  - we are investing in technologies to provide enhanced customer service and/or disposal alternatives; such technologies may not perform as intended or may experience other difficulties or delays that prevent us from realizing a return on our investment;
  - adverse publicity (whether or not justified) relating to activities by our operations, employees or agents could tarnish our reputation and reduce the value of our brand. Additionally, a major operational failure, even if suffered by a competitor, may bring enhanced scrutiny and regulation of our industry, with a corresponding increase in operating expense;
  - there is a risk of incurring significant environmental liabilities in the use, treatment, storage, transfer and disposal of waste materials; any substantial liability for environmental damage could have a material adverse effect on our financial condition and cash flows;
  - weak economic conditions may negatively affect the volumes of waste generated and demand for post-consumer fiber and metals processed by our recycling operations;
  - some of our customers, including governmental entities, have suffered financial difficulties that could affect our business and operating results, due to their credit risk and the impact of the municipal debt market on remarketing of our tax-exempt bonds;
  - if we are unable to obtain and maintain permits needed to open, operate, and/or expand our facilities, our results of operations will be negatively impacted;
  - diesel fuel price increases or diesel fuel supply shortages may increase our expenses and restrict our ability to operate;
  - we are increasingly dependent on the availability of natural gas and fueling infrastructure and vulnerable to natural gas prices; difficulty obtaining natural gas and increases in natural gas prices could increase our operating costs;



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- problems with the operation of current information technology or the development and deployment of new information systems could decrease our efficiencies and increase our costs;
  - a cybersecurity incident could negatively impact our business and our relationships with customers and expose us to litigation risk;
  - efforts by labor unions to organize our employees may increase operating expenses and we may be unable to negotiate acceptable collective bargaining agreements with those who have chosen to be represented by unions, which could lead to labor disruptions, including strikes and lock-outs, which could adversely affect our results of operations and cash flows;
  - we could face significant liability for our past and current participation in multiemployer pension plans;
  - we are subject to operational and safety risks; we closely monitor and manage landfills to minimize the risk of waste mass instability and releases of hazardous materials and odors, as well as risks presented by the potential for subsurface heat reactions causing elevated temperatures and increased production of leachate. These and other such risks could potentially result in injury or death of employees and others, a need to shut down or reduce operation of facilities, increased operating expense and exposure to liability for pollution and other environmental damage, and property damage or destruction;
  - increased costs for financial assurance or the inadequacy of our insurance coverage could negatively impact our liquidity and increase our liabilities;
  - possible charges as a result of shut-down operations, uncompleted development or expansion projects or other events may negatively affect earnings;
  - we may reduce or suspend capital expenditures, acquisition activity, dividend declarations or share repurchases if we suffer a significant reduction in cash flows;
  - we may be unable to incur future indebtedness to support our growth and development plans or to refinance our debt obligations, including near-term maturities, on terms consistent with current borrowings, and higher interest rates and market conditions may increase our expense;
  - climate change legislation, including possible limits on carbon emissions, may negatively impact our results of operations by increasing expenses;
  - weather conditions and other event driven special projects cause our results to fluctuate, and harsh weather or natural disasters may cause us to temporarily suspend operations; these seasonal or event driven items can result in interim variations in our results;
  - we could be subject to significant fines and penalties, and our reputation could be adversely affected, if our business, or third parties with whom we have relationships, were to fail to comply with United States or foreign laws or regulations;
  - we are subject to various lawsuits, proceedings and disputes; claims asserted against us include property damage, commercial, customer and employment-related matters, including purported class action lawsuits related to alleged environmental contamination, sales and marketing practices, customer service agreements, prices and fees and federal and state wage and hour laws. Such lawsuits and proceedings may increase our costs, limit our ability to conduct or expand our operations, limit our ability to execute our business plans and strategies and adversely affect our liquidity; and
  - the adoption of new accounting standards or interpretations may cause fluctuations in reported quarterly results of operations or adversely impact our reported results of operations.

#### **General**

Our principal executive offices are located at 1001 Fannin Street, Houston, Texas 77002. Our telephone number is (713) 512-6200. Our website address is [www.wm.com](http://www.wm.com). Our annual reports on Form 10-K, quarterly

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reports on Form 10-Q and current reports on Form 8-K are all available, free of charge, on our website as soon as practicable after we file the reports with the SEC. Our stock is traded on the New York Stock Exchange under the symbol “WM.”

We are North America’s leading provider of comprehensive waste management environmental services. We partner with our residential, commercial, industrial and municipal customers and the communities we serve to manage and reduce waste at each stage from collection to disposal, while recovering valuable resources and creating clean, renewable energy. Our “Solid Waste” business is operated and managed locally by our subsidiaries that focus on distinct geographic areas and provides collection, transfer, disposal, and recycling and resource recovery services. Our “Traditional Solid Waste” business excludes our recycling and resource recovery services. Through our subsidiaries, we are also a leading developer, operator and owner of landfill gas-to-energy facilities in the United States.

### **Overview**

Our Company’s goals are targeted at serving our customers, our employees, the environment, the communities in which we work and our stockholders. Increasingly, customers want more of their waste materials recovered, while waste streams are becoming more complex, and our aim is to address the current needs, while anticipating the expanding and evolving needs, of our customers.

We believe we are uniquely equipped to meet the challenges of the changing waste industry and our customers’ waste management needs, both today and as we work together to envision and create a more sustainable future. As the waste industry leader, we have the expertise necessary to collect and handle our customers’ waste efficiently and responsibly by delivering environmental performance — maximizing resource value, while minimizing environmental impact — so that both our economy and our environment can thrive.

Our fundamental strategy has not changed; we remain dedicated to providing long-term value to our stockholders by successfully executing our core strategy of focused differentiation and continuous improvement, with the current state of our strategy taking into account economic conditions, the regulatory environment, asset and resource availability and current technology. We believe that focused differentiation in our industry, driven by capitalizing on our extensive, well-placed network of assets, will deliver profitable growth and competitive advantages. Simultaneously, we believe the combination of cost control, process improvement and operational efficiency will deliver on the Company’s strategy of continuous improvement and yield an attractive total cost structure and enhanced service quality. While we will continue to monitor emerging diversion technologies that may generate additional value and related market dynamics, our current attention will be on improving existing diversion technologies, such as our recycling operations. We believe that execution of our strategy will deliver shareholder value and leadership in a dynamic industry.

Key items of our financial results for the current quarter include:

- Revenues of \$3,677 million compared with \$3,425 million in the prior year period, an increase of \$252 million, or 7.4%. This increase is primarily attributable to (i) yield and volume growth in our collection and disposal lines of business, which increased our revenues by \$158 million and (ii) higher market prices for recycling commodities and volume growth, which contributed \$90 million of revenue growth in our recycling line of business;
- Operating expenses of \$2,290 million, or 62.3% of revenues, compared with \$2,130 million, or 62.2% of revenues, in the prior year period. This increase of \$160 million is primarily attributable to (i) increased cost of goods sold primarily related to higher market prices for recycling commodities; (ii) higher volumes; (iii) increased maintenance and repair costs; (iv) increased fuel costs due to higher fuel prices and the expiration of certain natural gas fuel excise tax credits and (v) merit increases;
- Selling, general and administrative expenses of \$353 million, or 9.6% of revenues, compared with \$340 million, or 9.9% of revenues, in the prior year period. This increase of \$13 million is primarily due to higher incentive compensation costs and certain other variable costs due to revenue growth;

- Income from operations of \$673 million, or 18.3% of revenues, compared with \$611 million, or 17.8% of revenues, in the prior year period; and
- Net income attributable to Waste Management, Inc. of \$362 million, or \$0.81 per diluted share, compared with \$287 million, or \$0.64 per diluted share, in the prior year period.

Our second quarter 2016 results were affected by the recognition of pre-tax charges of \$45 million primarily related to impairments of minority-owned investments in waste diversion technology companies. These impairments were substantially nondeductible for income taxes and had a negative impact of \$0.10 on our diluted earnings per share.

### **Free Cash Flow**

As is our practice, we are presenting free cash flow, which is a non-GAAP measure of liquidity, in our disclosures because we use this measure in the evaluation and management of our business. We define free cash flow as net cash provided by operating activities, less capital expenditures, plus proceeds from divestitures of businesses and other assets (net of cash divested). We believe it is indicative of our ability to pay our quarterly dividends, repurchase common stock, fund acquisitions and other investments and, in the absence of refinancings, to repay our debt obligations. Free cash flow is not intended to replace net cash provided by operating activities, which is the most comparable GAAP measure. However, we believe free cash flow gives investors useful insight into how we view our liquidity. Nonetheless, the use of free cash flow as a liquidity measure has material limitations because it excludes certain expenditures that are required or that we have committed to, such as declared dividend payments and debt service requirements.

Our calculation of free cash flow and reconciliation to net cash provided by operating activities is shown in the table below (in millions), and may not be calculated the same as similarly-titled measures presented by other companies:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net cash provided by operating activities (a)	\$ 813	\$ 762	\$1,534	\$1,494
Capital expenditures	(299)	(312)	(631)	(629)
Proceeds from divestitures of businesses and other assets (net of cash divested)	6	11	13	24
Free cash flow (a)	<u>\$ 520</u>	<u>\$ 461</u>	<u>\$ 916</u>	<u>\$ 889</u>

- (a) Prior year information has been revised to reflect the adoption of Accounting Standards Update (“ASU”) 2016-09, which is discussed below in *Adoption of New Accounting Standards*, and conform to our current year presentation. See Note 1 to the Condensed Consolidated Financial Statements.

Our net cash provided by operating activities increased by \$51 million and \$40 million for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods. The three and six months ended June 30, 2017 were impacted by (i) higher earnings from our Traditional Solid Waste and recycling businesses; (ii) net favorable changes in our assets and liabilities, net of effects from business acquisitions and divestitures, exclusive of items noted separately and (iii) higher income tax payments. The six months ended June 30, 2017 was further impacted by (i) cash proceeds of \$67 million from the termination of our cross-currency swaps during the three months ended March 31, 2016 and (ii) higher annual incentive plan cash payments of \$41 million in the current year period.

Capital expenditures for the three and six months ended June 30, 2017 were comparable to the prior year periods. The Company continues to maintain a disciplined focus on capital management, and fluctuations in our

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capital expenditures are a result of new business opportunities, growth in our existing business and timing of replacement of aging assets.

### ***Acquisitions***

*Southern Waste Systems/Sun Recycling (“SWS”)* — On January 8, 2016, Waste Management Inc. of Florida, an indirect wholly-owned subsidiary of WM, acquired certain operations and business assets of SWS in Southern Florida for total consideration of \$525 million. The acquired business assets include residential, commercial and industrial solid waste collection, processing/recycling and transfer operations, equipment, vehicles, real estate and customer agreements.

### ***Adoption of New Accounting Standards***

*Equity-Based Compensation* — In March 2016, the Financial Accounting Standards Board (“FASB”) issued ASU 2016-09 associated with equity-based compensation as part of its simplification initiative to reduce the cost and complexity of compliance with U.S. Generally Accepted Accounting Principles (“GAAP”), while maintaining or improving the usefulness of the information provided. This amended guidance was effective for the Company on January 1, 2017 and required the following changes to the presentation of our financial statements:

- Excess tax benefits or deficiencies for share-based payments are now recorded as a discrete item in the period shares vest or stock options are exercised as an adjustment to income tax expense or benefit rather than additional paid-in capital. This change was applied prospectively as of January 1, 2017. The Company did not have any excess tax benefits that were not previously recognized as of January 1, 2017. See Note 4 to the Condensed Consolidated Financial Statements for discussion of the current year impact;
- As of January 1, 2017, the calculation of diluted weighted average shares outstanding was changed prospectively to no longer include excess tax benefits as assumed proceeds. This change did not have a material impact on our current year diluted earnings per share;
- Cash flows related to excess tax benefits or deficiencies are included in net cash provided by operating activities rather than as a financing activity. The Company adopted this change retrospectively, which resulted in an increase to net cash provided by operating activities and a corresponding increase to net cash used in financing activities of \$17 million for the six months ended June 30, 2016;
- Cash paid to taxing authorities when withholding shares from an employee’s vesting or exercise of equity-based compensation awards for tax-withholding purposes is now considered a repurchase of the Company’s equity instruments and is classified as net cash used in financing activities rather than as an operating activity. The Company adopted this change retrospectively, which resulted in an increase to net cash provided by operating activities and a corresponding increase to net cash used in financing activities of \$23 million for the six months ended June 30, 2016; and
- The Company has elected to continue to estimate forfeitures rather than account for forfeitures as they occur.

*Goodwill Impairment Testing* — In January 2017, the FASB issued ASU 2017-04 which simplifies the goodwill impairment test by eliminating Step 2 of the quantitative assessment and should reduce the cost and complexity of evaluating goodwill for impairment. Under the amended guidance, when a quantitative assessment is required, an entity will perform a goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An impairment charge will be measured as the amount by which the carrying amount exceeds the reporting unit’s fair value, not to exceed the total amount of recorded goodwill. This amended guidance, effective for the Company on January 1, 2020, permits early adoption. The Company’s early adoption on January 1, 2017 did not have an impact on our consolidated financial statements.

### Critical Accounting Estimates and Assumptions

In preparing our financial statements, we make numerous estimates and assumptions that affect the accounting for and recognition and disclosure of assets, liabilities, equity, revenues and expenses. We must make these estimates and assumptions because certain information that we use is dependent on future events, cannot be calculated with precision from available data or simply cannot be calculated. In some cases, these estimates are difficult to determine and we must exercise significant judgment. In preparing our financial statements, the most difficult, subjective and complex estimates and the assumptions that present the greatest amount of uncertainty relate to our accounting for landfills, environmental remediation liabilities, long-lived asset impairments and reserves associated with our insured and self-insured claims, as described in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2016. Actual results could differ materially from the estimates and assumptions that we use in the preparation of our financial statements.

### Results of Operations

#### Operating Revenues

We evaluate, oversee and manage the financial performance of our Solid Waste business subsidiaries through our 17 Areas. We also provide additional services that are not managed through our Solid Waste business, including services provided by our Strategic Business Solutions (“WMSBS”) and Energy and Environmental Services organizations, recycling brokerage services, landfill gas-to-energy services and expanded service offerings and solutions. Our expanded service offerings and solutions include (i) portable self-storage and long distance moving services; (ii) fluorescent bulb and universal waste mail-back through our LampTracker® program; (iii) portable restroom servicing under the name Port-o-Let® and (iv) street and parking lot sweeping services. In addition, we hold interests in oil and gas producing properties. These operations are presented as “Other” in the table below. The following table summarizes revenues during each period (in millions):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Solid Waste	\$ 3,759	\$ 3,519	\$ 7,268	\$ 6,801
Other	657	572	1,260	1,072
Intercompany	(739)	(666)	(1,411)	(1,272)
Total	<u>\$ 3,677</u>	<u>\$ 3,425</u>	<u>\$ 7,117</u>	<u>\$ 6,601</u>

The mix of operating revenues from our major lines of business is reflected in the table below (in millions):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
Commercial	\$ 917	\$ 865	\$ 1,828	\$ 1,711
Residential	632	622	1,253	1,232
Industrial	654	613	1,257	1,174
Other	123	111	223	207
Total collection	2,326	2,211	4,561	4,324
Landfill	864	792	1,603	1,499
Transfer	414	391	780	737
Recycling	375	290	747	558
Other	437	407	837	755
Intercompany	(739)	(666)	(1,411)	(1,272)
Total	<u>\$ 3,677</u>	<u>\$ 3,425</u>	<u>\$ 7,117</u>	<u>\$ 6,601</u>

The following table provides details associated with the period-to-period change in revenues (dollars in millions):

	Period-to-Period Change for the Three Months Ended June 30, 2017 vs. 2016		Period-to-Period Change for the Six Months Ended June 30, 2017 vs. 2016	
	Amount	As a % of	Amount	As a % of
		Total Company(a)		Total Company(a)
Average yield (b)	\$ 153	4.5%	\$ 340	5.2%
Volume	115	3.4	174	2.6
Internal revenue growth	268	7.9	514	7.8
Acquisitions	9	0.2	21	0.3
Divestitures	(17)	(0.5)	(17)	(0.3)
Foreign currency translation	(8)	(0.2)	(2)	—
Total	<u>\$ 252</u>	<u>7.4%</u>	<u>\$ 516</u>	<u>7.8%</u>

- (a) Calculated by dividing the amount of current year period increase or decrease by the prior year period's total Company revenue adjusted to exclude the impacts of divestitures for the current year period (\$3,408 million and \$6,584 million for the three and six months, respectively).

- (b) The amounts reported herein represent the changes in our revenue attributable to average yield for the total Company. We also analyze the changes in average yield in terms of related business revenues to differentiate the changes in yield attributable to our pricing strategies from the changes that are caused by market-driven price changes in commodities. The following table summarizes changes in revenues from average yield on a related business basis (dollars in millions):

	Period-to-Period Change for the Three Months Ended June 30, 2017 vs. 2016		Period-to-Period Change for the Six Months Ended June 30, 2017 vs. 2016	
	Amount	As a % of Related Business(i)	Amount	As a % of Related Business(i)
Collection and disposal	\$ 57	1.9%	\$ 114	1.9%
Recycling commodities	76	27.4	187	35.0
Fuel surcharge and mandated fees	20	18.2	39	18.6
Total	<u>\$ 153</u>	4.5%	<u>\$ 340</u>	5.2%

- (i) Calculated by dividing the increase or decrease for the current year period by the prior year period's related business revenue, adjusted to exclude the impacts of divestitures for the current year period.

Our revenues increased \$252 million, or 7.4%, and \$516 million, or 7.8%, for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods, driven by (i) higher volumes; (ii) higher market prices of the recycling commodities we sell; (iii) revenue growth from yield on our collection and disposal lines of business; (iv) higher revenues from our fuel surcharge program due to higher diesel fuel prices and (v) acquisitions. Partially offsetting these revenue increases were (i) divestitures and (ii) foreign currency translation, which affects revenues from our Canadian operations.

The following provides further details associated with our period-to-period change in revenues:

#### *Average Yield*

*Collection and Disposal Average Yield* — This measure reflects the effect on our revenue from the pricing activities of our collection, transfer and landfill lines of business, exclusive of volume changes. Revenue growth from collection and disposal average yield includes not only base rate changes and environmental and service fee increases, but also (i) certain average price changes related to the overall mix of services, which are due to the types of services provided; (ii) changes in average price from new and lost business and (iii) price decreases to retain customers.

Revenue growth from collection and disposal average yield was \$57 million, or 1.9%, and \$114 million, or 1.9%, for the three and six months ended June 30, 2017, respectively. We experienced growth in all of our collection and disposal lines of business in the current year periods. The details are as follows (dollars in millions):

	Period-to-Period Change for the Three Months Ended June 30, 2017		Period-to-Period Change for the Six Months Ended June 30, 2017	
	Amount	As a % of Related Business	Amount	As a % of Related Business
Commercial	\$ 22	2.7%	\$ 50	3.1%
Industrial	17	3.0	30	2.7
Residential	10	1.5	20	1.6
Total collection	49	2.4	100	2.4
Landfill	5	0.8	7	0.7
Transfer	3	1.5	7	1.9
Total collection and disposal	<u>\$ 57</u>	1.9%	<u>\$ 114</u>	1.9%

Revenues from our environmental fee contributed \$17 million and \$34 million for the three and six months ended June 30, 2017, respectively, to our collection and disposal average yield.

*Recycling Commodities* — Our revenues increased \$76 million and \$187 million for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods, due to the continued strong year-over-year increase in the market prices of the recycling commodities we sell at our recycling facilities and through our recycling brokerage business.

*Fuel Surcharge and Mandated Fees* — These revenues, which are predominantly generated by our fuel surcharge program, increased \$20 million and \$39 million for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods. These revenues fluctuate in response to changes in the national average prices for diesel fuel on which our surcharge is based. Market prices for diesel fuel increased approximately 11% and 17% for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods, which contributed to the revenue growth in our fuel surcharge program. The mandated fees included in this line item are primarily related to pass-through fees and taxes assessed by various state, county and municipal government agencies at our landfills and transfer stations. These fees did not have a significant impact on the comparability of the periods.

#### *Volume*

Our revenues increased \$115 million, or 3.4%, and \$174 million, or 2.6%, for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods, due to higher volumes. The year-over-year comparison does not include volumes from acquisitions.

We experienced higher volumes in all of our lines of business, except for our residential line of business, due to (i) reduced customer churn and improved sales performance supported by our focus on disciplined growth; (ii) improving market conditions and (iii) an additional workday for the six months ended June 30, 2017. The most significant contributors to our volume growth in the current year periods were commercial and industrial collection; municipal solid waste and construction and demolition landfills; transfer stations; our recycling brokerage business and our WMSBS organization. Our residential line of business experienced volume declines in the current year periods because of our continued focus on renegotiating existing contracts and winning new contracts with reasonable rates of returns.



### Acquisitions and Divestitures

Revenues increased \$9 million and \$21 million for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods, due to acquisitions. These revenues were offset by revenue decreases due to divestitures of \$17 million for both the three and six months ended June 30, 2017 as compared with the prior year periods.

### Operating Expenses

The following table summarizes the major components of our operating expenses (dollars in millions):

	Three Months Ended June 30,		Period-to-Period Change		Six Months Ended June 30,		Period-to-Period Change	
	2017	2016			2017	2016		
Labor and related benefits	\$ 614	\$ 598	\$ 16	2.7%	\$1,224	\$1,177	\$ 47	4.0%
Transfer and disposal costs	257	252	5	2.0	490	483	7	1.4
Maintenance and repairs	288	269	19	7.1	567	525	42	8.0
Subcontractor costs	320	298	22	7.4	605	571	34	6.0
Cost of goods sold	255	210	45	21.4	494	391	103	26.3
Fuel	91	74	17	23.0	183	138	45	32.6
Disposal and franchise fees and taxes	194	177	17	9.6	368	340	28	8.2
Landfill operating costs	88	95	(7)	(7.4)	169	173	(4)	(2.3)
Risk management	60	51	9	17.6	112	107	5	4.7
Other	123	106	17	16.0	244	218	26	11.9
	<u>\$2,290</u>	<u>\$2,130</u>	<u>\$160</u>	<u>7.5%</u>	<u>\$4,456</u>	<u>\$4,123</u>	<u>\$333</u>	<u>8.1%</u>

Our operating expenses increased \$160 million, or 7.5%, and \$333 million, or 8.1%, for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods. Our operating expenses as a percentage of revenues increased slightly to 62.3% for the three months ended June 30, 2017 from 62.2% for the three months ended June 30, 2016, and to 62.6% for the six months ended June 30, 2017 from 62.5% for the six months ended June 30, 2016.

We experienced higher operating costs for the three and six months ended June 30, 2017 when compared to the prior year periods, primarily related to:

- Higher market prices for recycling commodities, which increased cost of goods sold; and
- Higher volumes, as discussed above in *Operating Revenues*, which increased operating expenses, most significantly (i) subcontractor costs; (ii) disposal and franchise fees and taxes; (iii) labor and related benefits costs and (iv) maintenance and repairs costs.

Other significant items affecting the comparability of operating expenses for the periods presented include:

*Labor and Related Benefits* — The increase in labor and related benefits costs was also due to merit increases.

*Maintenance and Repairs* — The increase in maintenance and repairs costs was also due to (i) higher labor costs due to increased headcount, merit increases, and retention and training efforts and (ii) higher third-party repairs and parts costs.

*Fuel* — The increase in fuel costs was primarily due to (i) higher fuel prices and (ii) the expiration of certain natural gas fuel excise tax credits as of December 31, 2016. These cost increases were offset, in part, by lower costs resulting from the ongoing conversion of our fleet to natural gas vehicles.

### ***Selling, General and Administrative Expenses***

The following table summarizes the major components of our selling, general and administrative expenses (dollars in millions):

	Three Months Ended June 30,		Period-to-Period Change		Six Months Ended June 30,		Period-to-Period Change	
	2017	2016			2017	2016		
Labor and related benefits	\$241	\$233	\$ 8	3.4%	\$517	\$476	\$41	8.6%
Professional fees	25	24	1	4.2	46	46	—	—
Provision for bad debts	10	7	3	42.9	20	18	2	11.1
Other	77	76	1	1.3	160	162	(2)	(1.2)
	<u>\$353</u>	<u>\$340</u>	<u>\$13</u>	3.8%	<u>\$743</u>	<u>\$702</u>	<u>\$41</u>	5.8%

Our selling, general and administrative expenses increased by \$13 million, or 3.8%, and \$41 million, or 5.8%, for the three and six months ended June 30, 2017, respectively, as compared with the prior year periods. As a percentage of revenue, our selling, general and administrative expenses decreased to 9.6% for the three months ended June 30, 2017 from 9.9% for the three months ended June 30, 2016, and decreased to 10.4% for the six months ended June 30, 2017 from 10.6% for the six months ended June 30, 2016.

Selling, general and administrative expenses increased primarily due to (i) higher incentive compensation costs and certain other variable costs due to revenue growth and (ii) merit increases. Additionally, severance costs for former executives contributed to the increase in labor and related benefits costs for the six months ended June 30, 2017 compared to the prior year period.

### ***Depreciation and Amortization Expenses***

The following table summarizes the components of our depreciation and amortization expenses (dollars in millions):

	Three Months Ended June 30,		Period-to-Period Change		Six Months Ended June 30,		Period-to-Period Change	
	2017	2016			2017	2016		
Depreciation of tangible property and equipment	\$ 195	\$ 198	\$ (3)	(1.5)%	\$ 386	\$ 388	\$ (2)	(0.5)%
Amortization of landfill airspace	137	116	21	18.1	251	215	36	16.7
Amortization of intangible assets	24	26	(2)	(7.7)	47	49	(2)	(4.1)
	<u>\$ 356</u>	<u>\$ 340</u>	<u>\$16</u>	4.7%	<u>\$ 684</u>	<u>\$ 652</u>	<u>\$32</u>	4.9%

The increase in amortization of landfill airspace during the three and six months ended June 30, 2017, compared to the prior year periods, was primarily due to increased volumes at our landfills and changes in our landfill estimates.

### Income from Operations

The following table summarizes income from operations for our reportable segments (dollars in millions):

	Three Months Ended June 30,		Period-to-Period Change		Six Months Ended June 30,		Period-to-Period Change	
	2017	2016			2017	2016		
Solid Waste:								
Tier 1	\$ 395	\$ 362	\$ 33	9.1%	\$ 761	\$ 696	\$ 65	9.3%
Tier 2	190	157	33	21.0	347	302	45	14.9
Tier 3	248	235	13	5.5	475	443	32	7.2
Solid Waste	833	754	79	10.5	1,583	1,441	142	9.9
Other	(18)	(20)	2	(10.0)	(50)	(56)	6	(10.7)
Corporate and Other	(142)	(123)	(19)	15.4	(302)	(266)	(36)	13.5
Total	\$ 673	\$ 611	\$ 62	10.1%	\$ 1,231	\$ 1,119	\$112	10.0%

Our reportable segments are discussed further in Note 7 to the Condensed Consolidated Financial Statements.

*Solid Waste* — The most significant items affecting the results of operations of our Solid Waste business during the three and six months ended June 30, 2017 as compared with the prior year periods are summarized below:

- Our Traditional Solid Waste business benefited from internal revenue growth;
- Our recycling line of business was favorable compared to the prior year periods principally due to higher market prices for recycling commodities;
- Higher labor and related benefits costs in the current year periods primarily due to merit increases;
- Higher landfill amortization expense related to increased volumes at our landfills and changes in our landfill estimates, primarily in Tiers 1 and 3;
- Lower leachate management expenses in Tier 2; and
- Increased maintenance and repair costs.

Significant items affecting the comparison of the remaining components of our results of operations for the three and six months ended June 30, 2017 with the comparable prior year periods are summarized below:

*Corporate and Other* — Higher labor and related benefits costs in the current year periods were primarily related to higher incentive compensation costs. In addition, severance costs for former executives contributed to the higher costs for the six months ended June 30, 2017, compared to the prior year period.

### Equity in Net Losses of Unconsolidated Entities

We recognized equity in net losses of unconsolidated entities of \$13 million and \$45 million during the three and six months ended June 30, 2017, respectively, compared with \$16 million and \$23 million during the three and six months ended June 30, 2016, respectively. During the six months ended June 30, 2017, we recognized \$28 million of charges to write down equity method investments in waste diversion technology companies to their estimated fair values. The remaining losses for each period are primarily related to our noncontrolling interests in entities established to invest in and manage low-income housing properties and a refined coal facility. The tax impacts realized as a result of these investments are discussed below in *Income Tax Expense*. Refer to Notes 4 and 13 to the Condensed Consolidated Financial Statements for more information related to these investments.

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***Other, Net***

We recognized other, net expense of \$43 million and \$53 million for the three and six months ended June 30, 2016, respectively, primarily related to impairment charges of \$41 million to write down minority-owned investments in waste diversion technology companies to their estimated fair values during the three months ended June 30, 2016. In addition, we recognized \$8 million of expense during the three months ended March 31, 2016 associated with the termination of our cross-currency swaps, which is discussed further in Note 3 to the Condensed Consolidated Financial Statements.

***Income Tax Expense***

We recorded income tax expense of \$209 million and \$346 million during the three and six months ended June 30, 2017, respectively, compared with \$173 million and \$313 million during the three and six months ended June 30, 2016, respectively. Our effective income tax rate was 36.6% and 34.4% for the three and six months ended June 30, 2017, respectively, compared with 37.6% and 36.5% for the three and six months ended June 30, 2016, respectively.

Our income tax expense and effective income tax rate for the three months ended June 30, 2017 was unfavorably impacted primarily by state and local income taxes offset, in part, by the favorable impact of federal tax credits. Our income tax expense and effective income tax rate for the six months ended June 30, 2017 was favorably impacted primarily by excess tax benefits related to equity-based compensation and federal tax credits offset, in part, by the unfavorable impact of state and local income taxes and the tax implications of impairments. Our income tax expense and effective income tax rate for the three and six months ended June 30, 2016 was unfavorably impacted primarily by the tax implications of impairments and state and local income taxes offset, in part, by the favorable impact of federal tax credits and tax audit settlements.

The excess tax benefits related to the vesting or exercise of equity-based compensation awards reduced our income tax expense by \$2 million and \$34 million for the three and six months ended June 30, 2017, respectively. See Note 1 to the Condensed Consolidated Financial Statements for discussion of our adoption of ASU 2016-09.

Our investments in low-income housing properties and the refined coal facility reduced our income tax expense by \$14 million for the three months ended June 30, 2017 and 2016 and by \$25 million for the six months ended June 30, 2017 and 2016. Refer to Note 4 to the Condensed Consolidated Financial Statements for more information related to these investments.

## Liquidity and Capital Resources

### *Summary of Cash and Cash Equivalents, Restricted Trust and Escrow Accounts and Debt Obligations*

The following is a summary of our cash and cash equivalents, restricted trust and escrow accounts and debt balances (in millions):

	June 30, 2017	December 31, 2016
Cash and cash equivalents	<u>\$ 32</u>	<u>\$ 32</u>
Restricted trust and escrow accounts:		
Final capping, closure, post-closure and environmental remediation funds	\$ 99	\$ 95
Other	<u>9</u>	<u>10</u>
Total restricted trust and escrow accounts	<u>\$ 108</u>	<u>\$ 105</u>
Debt:		
Current portion	\$ 390	\$ 417
Long-term portion	<u>8,667</u>	<u>8,893</u>
Total debt	<u>\$9,057</u>	<u>\$ 9,310</u>

As of June 30, 2017, the current portion of our long-term debt balance of \$390 million includes (i) \$184 million of short-term borrowings under our commercial paper program and (ii) \$206 million of other debt with scheduled maturities within the next 12 months, including \$148 million of tax-exempt bonds.

As of June 30, 2017, we have classified (i) \$590 million of 6.1% senior notes that mature in March 2018 and (ii) \$69 million of short-term borrowings under our commercial paper program as long-term because we have the intent and ability to refinance these borrowings on a long-term basis as supported by the forecasted available capacity under our long-term U.S. revolving credit facility (“\$2.25 billion revolving credit facility”).

In addition, we have \$561 million of tax-exempt bonds with term interest rate periods that expire within the next 12 months and an additional \$471 million of variable-rate tax-exempt bonds that are supported by letters of credit. The interest rates on our variable-rate tax-exempt bonds are generally reset on either a daily or weekly basis through a remarketing process. All recent tax-exempt bond remarketings have successfully placed Company bonds with investors at market-driven rates and we currently expect future remarketings to be successful. However, if the remarketing agent is unable to remarket our bonds, the remarketing agent can put the bonds to us. In the event of a failed remarketing, we have the intent and ability to refinance these bonds on a long-term basis as supported by the forecasted available capacity under our \$2.25 billion revolving credit facility. Accordingly, we have also classified these borrowings as long-term in our Condensed Consolidated Balance Sheet as of June 30, 2017.

### *Summary of Cash Flow Activity*

The following is a summary of our cash flows for the six months ended June 30 (in millions):

	2017	2016
Net cash provided by operating activities (a)	<u>\$1,534</u>	<u>\$ 1,494</u>
Net cash used in investing activities	<u>\$ (677)</u>	<u>\$(1,186)</u>
Net cash used in financing activities (a)	<u>\$ (857)</u>	<u>\$ (309)</u>

- (a) Prior year information has been revised to reflect the adoption of ASU 2016-09 and conform to our current year presentation. See Note 1 to the Condensed Consolidated Financial Statements for further discussion.

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*Net Cash Provided by Operating Activities* — The most significant items affecting the comparison of our operating cash flows for the six months ended June 30, 2017, compared with the prior year period, are summarized below:

- *Increase in Earnings* — Our income from operations, excluding depreciation and amortization, increased by \$144 million on a year-over-year basis, principally driven by higher earnings from our Traditional Solid Waste and recycling businesses.
- *Increase in Income Tax Payments* — Cash paid for income taxes was \$83 million higher on a year-over-year basis, largely driven by higher earnings in the current year and timing of income tax payments.
- *Cross-Currency Swaps* — During the three months ended March 31, 2016, we terminated our cross-currency swaps associated with the anticipated cash flows of intercompany loans between WM Holdings and its wholly-owned Canadian subsidiaries, as discussed further in Note 3 to the Condensed Consolidated Financial Statements. In connection with the termination, we received cash proceeds of \$67 million, which were classified as a change in other current assets and other assets.
- *Increase in Annual Incentive Plan Cash Payments* — Payments for our annual incentive plans are typically made in the first quarter of the year based on prior year performance. Our net cash provided by operating activities was unfavorably impacted by \$41 million on a year-over-year basis, due to higher annual incentive cash payments made in the current year period.
- *Changes in Assets and Liabilities, Net of Effects from Business Acquisitions and Divestitures* — Our net cash provided by operating activities was favorably impacted on a year-over-year basis by net changes in our assets and liabilities, exclusive of the items noted above.

*Net Cash Used in Investing Activities* — The most significant items included in our investing cash flows for the six months ended June 30, 2017 and 2016 are summarized below:

- *Acquisitions* — We spent \$51 million and \$572 million on acquisitions during the six months ended June 30, 2017 and 2016, respectively. In 2016, our acquisitions consisted primarily of certain operations and business assets of SWS as discussed in Note 8 to the Condensed Consolidated Financial Statements.
- *Capital Expenditures* — We used \$631 million and \$629 million for capital expenditures during the six months ended June 30, 2017 and 2016, respectively. The Company continues to maintain a disciplined focus on capital management, and fluctuations in our capital expenditures are a result of new business opportunities, growth in our existing business and the timing of replacement of aging assets.

*Net Cash Used in Financing Activities* — The most significant items affecting the comparison of our financing cash flows for the six months ended June 30, 2017 and 2016 are summarized below:

- *Debt Borrowings (Repayments)* — The following summarizes our cash borrowings and debt repayments (excluding our commercial paper program discussed below) for the six months ended June 30 (in millions):

	<u>2017</u>	<u>2016</u>
<i>Borrowings:</i>		
\$2.25 billion revolving credit facility	\$ 25	\$ 1,008
Canadian term loan and revolving credit facility	5	347
Senior notes	—	496
Tax-exempt bonds	—	143
Other debt	56	100
	<u>\$ 86</u>	<u>\$ 2,094</u>
<i>Repayments:</i>		
\$2.25 billion revolving credit facility	\$(451)	\$(1,028)
Canadian term loan and revolving credit facility	(79)	(129)
Senior notes	—	(10)
Tax-exempt bonds	—	(241)
Other debt	(97)	(109)
	<u>\$(627)</u>	<u>\$(1,517)</u>
<i>Net borrowings (repayments)</i>	<u>\$(541)</u>	<u>\$ 577</u>

Refer to Note 3 to the Condensed Consolidated Financial Statements for additional information related to our debt borrowings and repayments.

- *Commercial Paper Program* — During the six months ended June 30, 2017, we had net borrowings of \$253 million under our commercial paper program. Refer to Note 3 to the Condensed Consolidated Financial Statements for additional information related to our commercial paper program.
- *Common Stock Repurchase Program* — We paid \$250 million and \$500 million for share repurchases during the six months ended June 30, 2017 and 2016, respectively. See Note 11 to the Condensed Consolidated Financial Statements for additional information.
- *Cash Dividends* — We paid cash dividends of \$381 million and \$364 million during the six months ended June 30, 2017 and 2016, respectively. The increase in dividend payments is primarily due to our quarterly per share dividend declared increasing from \$0.41 in 2016 to \$0.425 in 2017.

#### **Off-Balance Sheet Arrangements**

We have financial interests in unconsolidated variable interest entities as discussed in Note 13 to the Condensed Consolidated Financial Statements. Additionally, we are party to guarantee arrangements with unconsolidated entities as discussed in the *Guarantees* section of Note 6 to the Condensed Consolidated Financial Statements. These arrangements have not materially affected our financial position, results of operations or liquidity during the six months ended June 30, 2017, nor are they expected to have a material impact on our future financial position, results of operations or liquidity.

#### **New Accounting Standards Pending Adoption**

*Income Taxes* — In October 2016, the FASB issued ASU 2016-16 associated with the timing of recognition of income taxes for intra-entity transfers of assets other than inventory. The amended guidance requires the

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recognition of income taxes when the transfer of the asset occurs, which replaces current GAAP that defers the recognition of income taxes until the transferred asset is sold to a third party or otherwise recovered through use. The amended guidance is effective for the Company on January 1, 2018. We are assessing the provisions of this amended guidance; however, we currently do not expect that the adoption of this amended guidance will have a material impact on our consolidated financial statements.

*Statement of Cash Flows* — In August 2016, the FASB issued ASU 2016-15 associated with the classification of certain cash receipts and cash payments in the statement of cash flows. In November 2016, the FASB issued ASU 2016-18 associated with the presentation of restricted cash and cash equivalents in the statement of cash flows. The objective of both amendments was to reduce existing diversity in practice. The amended guidance is effective for the Company on January 1, 2018. We are assessing the provisions of this amended guidance; however, we currently do not expect that the adoption of this amended guidance will have a material impact on our consolidated financial statements.

*Financial Instrument Credit Losses* — In June 2016, the FASB issued ASU 2016-13 associated with the measurement of credit losses on financial instruments. The amended guidance replaces the current incurred loss impairment methodology of recognizing credit losses when a loss is probable, with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to assess credit loss estimates. The amended guidance is effective for the Company on January 1, 2020, with early adoption permitted beginning January 1, 2019. We are assessing the provisions of this amended guidance and evaluating the impact on our consolidated financial statements.

*Leases* — In February 2016, the FASB issued ASU 2016-02 associated with lease accounting. The amended guidance requires the recognition of lease assets and lease liabilities on the balance sheet for those leases with terms in excess of 12 months and currently classified as operating leases. The disclosure of key information about leasing arrangements will also be required. The amended guidance is effective for the Company on January 1, 2019, with early adoption permitted. We are assessing the provisions of this amended guidance and we have (i) formed an implementation work team; (ii) performed training for the various organizations that will be most affected by the new standard and (iii) evaluated certain software solutions available to manage and account for leases under the new standard. We are still evaluating the impact of this amended guidance on our consolidated financial statements.

*Financial Instruments* — In January 2016, the FASB issued ASU 2016-01 associated with the recognition and measurement of financial assets and liabilities. The amended guidance will require certain equity investments that are not consolidated to be measured at fair value with changes in fair value recognized in net income rather than as a component of accumulated other comprehensive income. The amended guidance is effective for the Company on January 1, 2018. We are assessing the provisions of this amended guidance; however, we currently do not expect that the adoption of this amended guidance will have a material impact on our consolidated financial statements.

*Revenue Recognition* — In May 2014, the FASB issued ASU 2014-09 associated with revenue recognition. The amended guidance requires companies to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Additionally, the amendments will require enhanced qualitative and quantitative disclosures regarding customer contracts. The amended guidance associated with revenue recognition is effective for the Company on January 1, 2018. The amended guidance may be applied retrospectively for all periods presented (“full retrospective method”) or retrospectively with the cumulative effect of initially applying the amended guidance recognized at the date of initial adoption (“modified retrospective method”). The Company is currently planning to adopt the amended guidance using the modified retrospective method as of January 1, 2018.

To assess the impact of the standard, we utilized internal resources to lead the implementation effort and supplemented them with external resources. Our internal resources read the amended guidance, attended



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trainings and consulted with other accounting professionals to assist with interpretation of the amended guidance. Surveys were sent to and returned by all operating segments to assess the potential impact of the amended guidance and to tailor specific procedures to evaluate the potential impact. Based on the results of these surveys, we judgmentally selected a sample of contracts based on size and specifically identified contract traits that could be accounted for differently under the amended guidance. We also selected a representative sample of contracts to corroborate the survey results. We have completed our preliminary review and analysis of all contracts selected for testing and we are in the process of performing additional analysis on certain contractual provisions, including provisions that could impact the classification of certain revenue streams and costs that are currently reported on a gross basis.

Based on our work to date, we believe we have identified all material contract types and costs that may be impacted by this amended guidance. We expect to quantify and disclose the expected impact, if any, of adopting this amended guidance in the Quarterly Report on Form 10-Q for the third quarter of 2017. While we are still evaluating the impact of the amended guidance, we currently do not expect it to have a material impact on operating revenues. However, upon adoption of the amended guidance, we anticipate recognizing an asset from the capitalization of sales incentives as contract acquisitions costs. Under the amended guidance, sales incentives will be capitalized and amortized to selling, general and administrative expense over the expected life of the customer relationship.

As noted above, we are still evaluating the possible impacts on our consolidated financial statements, including (i) potential changes in the classification of certain revenue streams and costs currently reported on a gross basis (e.g., franchise fees paid to municipalities); (ii) the amount of sales incentives that will be capitalized and (iii) additional disclosure requirements.

#### **Seasonal Trends**

Our operating revenues tend to be somewhat higher in summer months, primarily due to the higher construction and demolition waste volumes. The volumes of industrial and residential waste in certain regions where we operate also tend to increase during the summer months. Our second and third quarter revenues and results of operations typically reflect these seasonal trends.

Service disruptions caused by severe storms, extended periods of inclement weather or climate extremes resulting from climate change can significantly affect the operating results of the Areas affected. On the other hand, certain destructive weather conditions that tend to occur during the second half of the year, such as the hurricanes that most often impact our operations in the Southern and Eastern United States, can increase our revenues in the Areas affected. While weather conditions and other event driven special projects can boost revenues through additional work for a limited time, as a result of significant start-up costs and other factors, such revenue can generate earnings at comparatively lower margins.

#### **Inflation**

While inflationary increases in costs can affect our income from operations margins, we believe that inflation generally has not had, and in the near future is not expected to have, any material adverse effect on our results of operations. However, a portion of our collection revenues are generated under long-term agreements with price adjustments based on various indices intended to measure inflation. Additionally, management's estimates associated with inflation have had, and will continue to have, an impact on our accounting for landfill and environmental remediation liabilities.

#### **Item 3. *Quantitative and Qualitative Disclosures About Market Risk.***

Information about market risks as of June 30, 2017, does not differ materially from that discussed under Item 7A in our Annual Report on Form 10-K for the year ended December 31, 2016.

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**Item 4. Controls and Procedures.****Effectiveness of Controls and Procedures**

Our management, with the participation of our principal executive and financial officers, has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including ensuring that such information is accumulated and communicated to management (including the principal executive and financial officers) as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were effective as of June 30, 2017 (the end of the period covered by this Quarterly Report on Form 10-Q).

**Changes in Internal Control over Financial Reporting**

Management, together with our CEO and CFO, evaluated the changes in our internal control over financial reporting during the quarter ended June 30, 2017. We determined that there were no changes in our internal control over financial reporting during the quarter ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II.****Item 1. Legal Proceedings.**

Information regarding our legal proceedings can be found under the *Environmental Matters* and *Litigation* sections of Note 6 to the Condensed Consolidated Financial Statements.

**Item 1A. Risk Factors.**

There have been no material changes to the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2016 in response to Item 1A to Part I of Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

The following table summarizes common stock repurchases made during the second quarter of 2017 (shares in millions):

**Issuer Purchases of Equity Securities**

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Maximum Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs</u>
April 1 — 30	—	\$ —	—	\$ 750 million
May 1 — 31	—	\$ —	—	\$ 750 million
June 1 — 30	2.7	\$ 73.46	2.7	\$ 500 million
Total	<u>2.7</u>	\$ 73.46	<u>2.7</u>	

In June 2017, we entered into an accelerated share repurchase (“ASR”) agreement to repurchase \$250 million of our common stock. At the beginning of the repurchase period, we delivered \$250 million in cash and received 2.7 million shares based on a stock price of \$73.46. The final number of shares to be repurchased and the final average price per share under the ASR agreement will depend on the volume-weighted average price of our stock, less a discount, during the term of the agreement. Purchases under the ASR agreement are expected to be completed in August 2017.

Any future share repurchases pursuant to the authorization of our Board of Directors will be made at the discretion of management and will depend on factors similar to those considered by the Board of Directors in making dividend declarations, including our net earnings, financial condition and cash required for future business plans.

**Item 4. Mine Safety Disclosures.**

Information concerning mine safety and other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this quarterly report.

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**Item 6. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
31.1	— Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, of James C. Fish, Jr., President and Chief Executive Officer.
31.2	— Certification Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended, of Devina A. Rankin, Senior Vice President, Chief Financial Officer and Treasurer.
32.1	— Certification Pursuant to 18 U.S.C. §1350 of James C. Fish, Jr., President and Chief Executive Officer.
32.2	— Certification Pursuant to 18 U.S.C. §1350 of Devina A. Rankin, Senior Vice President, Chief Financial Officer and Treasurer.
95	— Mine Safety Disclosures.
101.INS	— XBRL Instance Document.
101.SCH	— XBRL Taxonomy Extension Schema Document.
101.CAL	— XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	— XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	— XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	— XBRL Taxonomy Extension Presentation Linkbase Document.



**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, James C. Fish, Jr., certify that:

- i. I have reviewed this report on Form 10-Q of Waste Management, Inc.;
- ii. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- iii. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- iv. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a — 15(e) and 15d — 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a — 15(f) and 15d — 15(f)) for the registrant and have:
  - A. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - B. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - C. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - D. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- v. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - A. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - B. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ JAMES C. FISH, JR.

James C. Fish, Jr.  
*President and Chief Executive Officer*

Date: July 26, 2017

**CERTIFICATION PURSUANT TO RULES 13a-14(a) AND 15d-14(a)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934,  
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Devina A. Rankin, certify that:

- i. I have reviewed this report on Form 10-Q of Waste Management, Inc.;
- ii. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- iii. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- iv. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a — 15(e) and 15d — 15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a — 15(f) and 15d — 15(f)) for the registrant and have:
  - A. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - B. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - C. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - D. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- v. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - A. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - B. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ DEVINA A. RANKIN

Devina A. Rankin  
*Senior Vice President, Chief Financial Officer and  
Treasurer*

Date: July 26, 2017

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Waste Management, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James C. Fish, Jr., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ JAMES C. FISH, JR.

James C. Fish, Jr.  
*President and Chief Executive Officer*

July 26, 2017



**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Waste Management, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2017 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Devina A. Rankin, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ DEVINA A. RANKIN  
Devina A. Rankin  
*Senior Vice President, Chief Financial Officer and  
Treasurer*

July 26, 2017

**Mine Safety Disclosures**

This exhibit contains certain specified disclosures regarding mine safety required by section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K. Certain of our subsidiaries have permits for surface mining operations that are incidental to excavation work for landfill development.

During the quarter ended June 30, 2017, we did not receive any of the following: (a) a citation from the U.S. Mine Safety and Health Administration (“MSHA”) for a violation of mandatory health or safety standards that could significantly and substantially contribute to the cause and effect of a coal or other mine safety or health hazard under section 104 of the Federal Mine Safety and Health Act of 1977 (the “Mine Safety Act”); (b) an order issued under section 104(b) of the Mine Safety Act; (c) a citation or order for unwarrantable failure of the mine operator to comply with mandatory health or safety standards under section 104(d) of the Mine Safety Act; (d) a flagrant violation under section 110(b)(2) of the Mine Safety Act; (e) an imminent danger order under section 107(a) of the Mine Safety Act; or (f) a proposed assessment from the MSHA.

In addition, during the quarter ended June 30, 2017, we had no mining-related fatalities, we had no pending legal actions before the Federal Mine Safety and Health Review Commission involving a coal or other mine, and we did not receive any written notice from the MSHA involving a pattern of violations, or the potential to have such a pattern, of mandatory health or safety standards that are of such nature as could have significantly and substantially contributed to the cause and effect of coal or other mine health or safety hazards under section 104(e) of the Mine Safety Act.