

A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE UPPER OCCOQUAN SERVICE AUTHORITY WAS HELD JANUARY 29, 2026, VIA ELECTRONIC VIDEO CONFERENCING.

A. Calling of the Meeting to Order

1. The Board of Directors of the Upper Occoquan Service Authority convened its Special Meeting at 4:05 P.M.

Directors Present:

Calvin D. Farr, Jr.	Shahram Mohsenin
Michael McGrath	Allan Rowley
Richard Meyer	Patrick Small
Joshua McNeal, IV	Nancy Vehrs

Ellie Coddling	Shwan Fatah
Ari Nelson	Don Pannell
Jeff McWhirt	

Directors Absent:

None

Others Present:

UOSA Staff:

Brian Steglitz
Kevin D. Wolfe
Montee McGowan
Doug Hague
Erick Schlosser
June A. Mahoney

Legal Counsel: Sally Ann Hostetler, Odin, Feldman, & Pittleman, P.C.

C. Closed Meeting

1. Chairman Mohsenin announced that pursuant to Section Two of the UOSA Bylaws, a Special All-Virtual Public Meeting was called for the sole purpose of holding a closed session.

MOTION: Director Small moved that the Board convene a closed session at 4:09 P.M. pursuant to Virginia Code § 2.2-3711 (A)(8) to consult with Legal Counsel regarding the legal implications for UOSA regarding the proposed legislation set forth in January, Protect Safe Yield of Occoquan Reservoir Legislation, and pursuant to Virginia Code § 2.2-3711(A)(5) to discuss a feasibility study proposed by an industry seeking to develop and expand its existing relationship with UOSA where no previous announcement has been made and there is a non-disclosure agreement between that entity, UOSA and Fairfax Water regarding the scope of that business interest.

SECOND: Director Vehrs

VOTE: Unanimous

2. RETURN TO REGULAR/OPEN SESSION

MOTION: Director Meyer moved to return to regular session at 5:50 P.M.
SECOND: Director McGrath
VOTE: Unanimous

3. Chairman Mohsenin asked for a motion to accept certification of the closed meeting per the following:

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Upper Occoquan Service Authority Board of Directors ("UOSA") has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provision of The Virginia Freedom of Information Act; and

WHEREAS § 2.1-344.1 of the Code of Virginia requires a certification by UOSA that such closed meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that UOSA hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed or considered in the closed meeting.

MOTION: Director Meyer moved to accept Certification of Closed Meeting.
SECOND: Director McGrath
VOTE: Unanimous

MOTION: Director Vehrs moved that UOSA is committed to protecting the safe yield of the Occoquan Reservoir.
SECOND: Director Meyer
VOTE: Unanimous

MOTION: Director Vehrs moved that the Executive Director is authorized to work with its consultant, Seven Hills Strategy Group ("Seven Hills"), to seek a tabling of the proposed legislation that directly impacts UOSA to provide time to study the impacts and work towards a compromise that addresses the water security concerns identified by Fairfax Water and preserves UOSA's rights under its articles of incorporation. Upon such agreement to table the bill, UOSA would agree to cease conversations with third parties about any proposal to divert its effluent for up to two years, to allow time for mutual agreement to be reached with stakeholders. UOSA further agrees to negotiate in good faith to develop a mutually beneficial MOU with Fairfax Water to require a co-funded safe yield study that meets DEQ's requirements and include DEQ and OWML as appropriate.

SECOND: Director McGrath
VOTE: Unanimous

MOTION: Director Meyer moved that if such tabling of the proposed legislation is unsuccessful, the Executive Director is authorized to

work with Seven Hills to oppose the proposed legislation in its current form and to ensure UOSA's rights under its articles of incorporation are retained.

SECOND: Director Small

VOTE:

Ayes: Directors Rowley, Meyer, Mohsenin, Vehrs, Small, McGrath, and McNeal

Nays: Director Farr

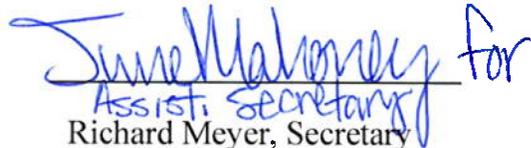
MOTION PASSED

C. Adjournment

MOTION: Director McGrath moved to adjourn at 5:57 P.M.

SECOND: Director Rowley

VOTE: Unanimous


Assist. Secretary
Richard Meyer, Secretary
UOSA Board of Directors

Date: February 19, 2026

These minutes are unofficial until signed.