

A REGULARLY SCHEDULED MEETING OF THE BOARD OF DIRECTORS OF THE UPPER OCCOQUAN SERVICE AUTHORITY WAS HELD MAY 21, 2026, IN THE CHARLES P. BOEPPLE BUILDING LOCATED AT 14631 COMPTON ROAD, CENTREVILLE, VIRGINIA 20121.

A. Calling of the Meeting to Order

1. The Board of Directors of the Upper Occoquan Service Authority convened its Regularly Scheduled Meeting at 4:00 P.M.

Directors Present:

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

Directors Absent:

None

Others Present:

UOSA Staff:

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

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

Engineers: Don Forgacs, Jacobs

Financial Advisor: James E. Sanderson, Jr., Senior Vice President
Davenport & Company, LLC
(via remote participation)

Bond Counsel: Martha Warthen, Senior Attorney
Hunton Andrews Kurth, LLP
(via remote participation)

B. Approval of Minutes

1. Chairman Mohsenin referenced Board Minutes dated April 16, 2026, and asked the Board for their approval.

MOTION: Director Vehrs moved to approve the minutes of April 16, 2026 Board meeting.

SECOND: Director Meyer

VOTE: Unanimous

C. Public Comment Time

1. Chairman Mohsenin asked whether any member of the Public had expressed interest or submitted a request to speak at the meeting.

2. Ms. Mahoney stated that none were received ahead of the meeting. None were brought forward during the meeting.

D. Administrative Reports

1. Chairman Mohsenin referenced staff memorandum, *April 2026 Financial Summary* (filed as Exhibit A).

- a. Mr. Wolfe said that for the April Financial Summary dashboard the total Operations and Maintenance (O&M) budget and actuals continue to be in line with each other at 84 percent and 82 percent complete respectively. Year-to-date O&M expenses were 2 percent or approximately \$870,000 under budget overall.

April's O&M was slightly over budget primarily due to overages in Electric, Personnel, Miscellaneous, and Facilities Maintenance, which were largely offset by lower Contract Services and Chemicals. Year-to-date O&M was under budget, due to lower Miscellaneous, Contract Services, Personnel, and Chemical expenses. Those were partially offset by higher Facilities Maintenance and Electric.

- b. Mr. Wolfe stated that Reserve Maintenance remained under budget and ended the month at 68 percent complete year-to-date. Flows were under budget by approximately 14 percent for April and 12 percent year-to-date.
- c. Mr. Wolfe offered a reminder to the UOSA Audit Committee members that their next meeting would be held at 3:30 just prior to the regular Board Meeting.

MOTION: Director McGrath moved to receive and file the April 2026 Financial Summary.

SECOND: Director Vehrs

VOTE: Unanimous

2. Chairman Mohsenin referenced staff memorandum, *UOSA Other Post-Employment Benefits (OPEB) Trust* (filed as Exhibit B).

- a. Mr. Wolfe advised that while UOSA has reserved funds for OPEB, only assets placed in a qualifying trust reduce the liability reported on UOSA's financial statements. He said joining the VaCo/VML pooled OPEB trust had been considered previously and may now warrant reconsideration given current conditions and potential investment benefits.
- b. Director Small spoke in support of the VaCo/VML program and was in favor of staff arranging for a VaCo/VML representative join a future Board meeting.

3. Chairman Mohsenin referenced staff memorandum, *FY-26 Third Quarter O&M Budget Review* (filed as Exhibit C).

- a. Mr. Wolfe reported that the Third Quarter period ending March 31, 2026 reflected variances that were slightly over budget, primarily due to Chemicals, Electrical Power, and Miscellaneous expenses. These were partially offset by budget timing differences for Contract Services. Year-to-date expenses through March 31, 2026 were under

budget by approximately \$900,000 or 3 percent, primarily due to favorable positions in Miscellaneous, Personnel, Contract Services, and Chemicals. This was partially offset by higher Facilities Maintenance expenses.

- b. Mr. Wolfe reported that Reserve Maintenance planned purchases and unplanned demand commitments are expected to completely fill the remaining budget. Actual flows for the quarter were 10 percent lower than planned, and year-to-date flows are nearly 12 percent lower than anticipated.

MOTION: Director Small moved to receive and file the FY-26 Third Quarter O&M Budget Review.

SECOND: Director McGrath

VOTE: Unanimous

- 4. Chairman Mohsenin referenced staff memorandum, *April 2026 Project Summary* (filed as Exhibit D).

- a. As shared in the memo prepared by Mr. Atapoor, UOSA's Capital Program Manager, Mr. Steglitz asked if there were any questions.

MOTION: Director Rowley moved to receive and file the report.

SECOND: Director McNeal

VOTE: Unanimous

DISCUSSION:

- b. Separate from the report, Director Farr thanked staff and others involved in continuing the efforts to reduce PFAS and Sodium in the Occoquan. He inquired about how this may impact industrial user's pretreatment permit renewals. Mr. Steglitz advised that meetings with the jurisdictions were scheduled in the month of June to discuss local limits, followed by consultation with Fairfax Water, after which UOSA expects to engage industrial users as part of its anticipated July permit renewal request. Director Small emphasized the importance of applying any future limits or standards pertaining to sodium limits, unless those standards were applied consistently across similarly situated industrial users.

- 5. Chairman Mohsenin referenced staff memorandum, *May 2026 Safety, Security, and Emergency Preparedness Report* (filed as Exhibit E).

- a. As shared in the memo prepared by Mr. Gruenspecht, UOSA's Safety & Security Program Manager, Mr. Steglitz asked if there were any questions. None were received.

MOTION: Director Small moved to receive and file the report.

SECOND: Director Vehrs

VOTE: Unanimous

- 6. Chairman Mohsenin referenced staff memorandum, *May 2026 Strategic Communications & Engagement Report* (filed as Exhibit F).

- a. As shared in the memo prepared by Ms. Schaefer, UOSA's Communication Specialist, Mr. Steglitz asked if there were any questions.

- b. Director Farr thanked Ms. Schaefer and staff for their collaboration efforts with the Daydream Adult Day Program.

MOTION: Director Small moved to receive and file the report.

SECOND: Director Vehrs

VOTE: Unanimous

E. Action Items

- 1. Chairman Mohsenin referenced staff memorandum, *UOSA Bond Refunding and Tender Offer Opportunity* (filed as Exhibit G).

- a. Mr. Wolfe introduced UOSA's Financial Advisor, Mr. Sanderson, and UOSA's Bond Counsel, Ms. Warthen, and advised that they were both attending the meeting remotely. Mr. Wolfe stated the tender offer did not receive sufficient participation from bondholders, but the refunding opportunity itself remained favorable.

- b. Mr. Sanderson presented an updated analysis of a potential refunding of portions of the 2016A and 2016B Bond Series. He shared that the projected net present value savings had recently declined due to market movement but were still above the proposed 3 percent savings threshold for proceeding. He reported that one AAA rating had been confirmed, with a second rating pending, and the planned approach remained a competitive sale, subject to market conditions and compliance with the resolution parameters.

MOTION: Director Farr moved to ratify staff's actions in proceeding with the refunding opportunity and adopt the Resolution approving the issuance of the 2026 Bonds and the forms of the Nineteenth Supplemental Restated Agreement of Trust, the Disclosure Agreement between UOSA and its Member Jurisdictions and the Preliminary Official Statement. The Board authorized the Board Chair, Vice Chair, or UOSA's Executive Director to sign the aforementioned Resolution and Disclosure Agreement on behalf of UOSA and to take such actions as are necessary for the issuance of the 2026 Bonds provided the net present value savings meet or exceed a UOSA recommended three percent savings threshold.

SECOND: Director Vehrs

VOTE: Unanimous

- 2. Chairman Mohsenin referenced staff memorandum, *Yorkshire Park Interceptor Upgrade (YPIU) Project – NOVA Parks License* (filed as Exhibit H).

- a. As shared in the memo, Mr. Steglitz described the current status of the project and UOSA's agreement with NOVA Parks to obtain an easement where work needs to be completed within their footprint. He explained that the Board had previously authorized funding, but because the agreement had not been executed before project delays and leadership changes at NOVA Parks, additional compensation is now being requested. The revised request sought an additional \$75,000 beyond the previously approved amount.

MOTION: Director Small moved to amend the previously approved \$250,000 payment and authorize the Executive Director to execute the license agreement with NOVA Parks in a total amount of

\$325,000 to secure the land areas required to construct and maintain the upgraded Yorkshire Park Interceptor.

SECOND: Director Vehrs

VOTE: Unanimous

3. Chairman Mohsenin referenced staff memorandum, *Rerating Summary Report and Proposed Load Allocations* (filed as Exhibit I).

- a. Mr. Steglitz summarized the details provided in the memo, and he and Mr. Hague presented slides (filed as Exhibit J) focusing on the rerating analysis, revised load allocation scenarios, and related implications for future service agreement amendments. They advised that recent plant analysis identified latent capacity and supported revised load allocations, while also highlighting that current system pressures of increased concentrated waste streams, particularly septage, rather than flow alone. They advised the staff recommended Scenario B would provide the greatest additional allocable capacity while still requiring DEQ review, including a failure analysis and supporting documentation before any formal change is implemented.
- b. Board discussion focused on operational and regulatory risk, the treatment of methanol facility capacity, the relationship between load and flow allocations, and the implications of construction activities and potential equipment outages during winter operations

MOTION: Director Rowley moved to approve staff recommendation to adopt load allocation associated with Scenario B (All Abs)...authorize staff to process with preparing the necessary technical and reliability for Scenario B (All Aeration Basins in service) for submittal to VDEQ for their review and approval prior to formal adoption.

SECOND: Director Farr

VOTE: Unanimous

4. Chairman Mohsenin referenced staff memorandum, *Capacity Cost Evaluation* (filed as Exhibit K).

- a. Chairman Mohsenin advised that Fairfax County had requested UOSA to seek direction from the Board on pursuing a capacity cost evaluation associated with UOSA's future rerating to 60 MGD. He said this ties back to the previous conversation regarding latent capacity found within the plant and how that should be distributed.
- b. The Board discussed whether and how to evaluate the value of latent plant capacity identified through the rerating study, particularly in relation to future capacity allocations and any potential revisions to the UOSA Service Agreement. Discussion reflected differing views on whether jurisdictions benefiting from lower-cost bottleneck improvements should compensate other jurisdictions for previously funded base plant capacity. Also discussed were the broader context of reopening the Service Agreement, including load sharing, septage cost allocation, and other equity issues among the jurisdictions.
- c. The staff recommendation was to seek proposals to complete a capacity cost evaluation associated with the expansion of UOSA's hydraulic capacity from 54 to 60 MGD. The cost evaluation should incorporate

the incremental cost to achieve a rerating of 60 MGD as well as capital investments to date that enable UOSA to achieve this rerating. No formal vote was taken. However, there was a consensus from the Board that more information was desired prior to making a decision. Staff was directed to prepare a draft scope of work identifying the issues that could require further analysis and discussion, including possible support from Raftelis who may already have information available or from another qualified facilitator, for Board review at a future meeting.

- d. Ms. Hostetler suggest the Board inform their respective jurisdictions that this effort is being pursued so others are aware that this is going to be a process.

5. Chairman Mohsenin referenced staff memorandum, *Legal Counsel Succession Planning* (filed as Exhibit L).

- a. Ms. Hostetler advised the Board of her anticipated retirement in approximately October 2027. Therefore, the memo provided succession planning options for UOSA's retiring legal counsel and compares two primary service delivery models: (1) establishing an in-house counsel position and (2) continuing to obtain legal services through contracted outside counsel (law firm or firms). The memo summarized key tradeoffs and provided a high-level cost comparison to support Board direction.
- b. Board discussion considered the advantages and disadvantages of in-house versus outside counsel, with several members expressing a preference for an outside firm due to continuity, depth of support, and flexibility. The Board reached consensus for the Chair to appoint a small group/committee, working with staff and current counsel, to evaluate options and bring a recommendation back to the Board. Director Meyer volunteered to assist in gathering information for the Board to consider at a future meeting.

F. Staff Reports

1. Executive Director's Report

- a. Mr. Steglitz touched on a few quick items:
 - i. Mr. Steglitz referenced staff memorandum, *Annual Service Award Luncheon* (filed as Exhibit M), that noted there were 31 award recipients this year and reminded the Board of the upcoming event was scheduled for June 3, 2026 at noon. Ms. Mahoney had previously sent out e-vites for their calendars.
 - ii. Mr. Steglitz advised that he had met with the City of Manassas Utility Commission the week prior, at the request of Director Small. At the meeting, Mr. Steglitz presented on load allocations and future capital needs with regard to how the UOSA Service Agreement works. Director Meyer has attended the Utility meeting as well.
 - iii. Mr. Steglitz gave an overview of newly proposed EPA PFAS rules affecting certain maximum contaminant levels and compliance timelines. The new rules extend the 2029 compliance deadline to 2031.

- iv. Mr. Steglitz updated the Board on a positive meeting with Fairfax Water's leadership, which included discussion of UOSA planning efforts, PFAS-related concerns, a forthcoming safe yield analysis initiated by Fairfax Water, and the potential development of a memorandum of understanding between Fairfax Water and UOSA, in lieu of legislative action. The Board expressed support for continued staff engagement with Fairfax Water and for bringing any proposed agreement back to the Board for review.

2. Legal Counsel's Report

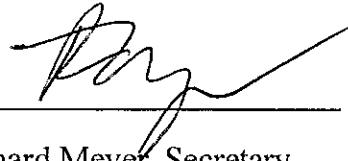
- a. Ms. Hostetler had nothing further to report.

- G. Adjournment

MOTION: Director Vehrs moved to adjourn at 6:18 P.M.

SECOND: Director McGrath

VOTE: Unanimous



Richard Meyer, Secretary
UOSA Board of Directors

Date: June 18, 2026

These minutes are unofficial until signed.