JUNE 18, 2026

A REGULARLY SCHEDULED MEETING OF THE BOARD OF DIRECTORS OF THE UPPER OCCOQUAN SERVICE AUTHORITY WAS HELD JUNE 18, 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 Ty Wellford, Senior Vice President Davenport & Company, LLC (via remote participation)
Bond Counsel:	Brendan Staley, Partner Hunton Andrews Kurth, LLP (via remote participation)

B. Staff Announcement

1. Chairman Mohsenin acknowledged Ms. Cindy Phillips, UOSA Safety & Security Administrative Specialist, for assisting Ms. Mahoney. Ms. Mahoney noted that additional staff will attend upcoming meetings for training and backup coverage for future Board meetings.

C. Approval of Minutes

1. Chairman Mohsenin referenced Board Minutes dated May 21, 2026, and asked the Board for their approval.

MOTION: Director Vehrs moved to approve the minutes of May 21, 2026 Board meeting.
SECOND: Director Meyer
VOTE: Unanimous

D. 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.

E. Administrative Reports

1. Chairman Mohsenin referenced staff memorandum, *UOSA Audit Committee Meeting* (filed as Exhibit A).

   a. Mr. Wolfe stated just prior to the Board meeting that he met with the audit committee and audit partner, Mike Garber from PBMares. They discussed the scope of the audit at a high level, the audit timing, upcoming GASB pronouncements, and addressed general questions. Mr. Wolfe invited the audit committee to comment further.

   b. As a member of the Audit Committee, Director Meyer stated that Mr. Wolfe would provide a status report to the Committee on financial policies so it is clear when changes are made along with when procedures remain the same. Director Meyer shared the Committee explored whether there was a reason to periodically consider different audit firms, although the discussion was not predicated on a desire in any way to change audit firms, it was found that best practice is often to have a long-term relationship with a firm.

2. Chairman Mohsenin referenced staff memorandum, *May 2026 Financial Summary* (filed as Exhibit B).

   a. Mr. Wolfe said that for the May Financial Summary dashboard the total Operations and Maintenance (O&M) budget and actuals continue to be in line with each other at 92 percent and 91 percent complete respectively. Year-to-date O&M expenses were 1.3 percent or approximately $518,000 under budget overall.

   May's O&M was over budget primarily due to budget timing differences in Other Miscellaneous, Safety & Security, Regulatory, and Contract Services. Year-to-date O&M was under budget, primarily due to lower Personnel, Contract Services, and Chemical expenses. Those were partially offset by higher requirements for Facilities Maintenance and Electric.

   c. Mr. Wolfe stated that Reserve Maintenance remained under budget and ended the month at 77 percent complete year-to-date. He said commitments are expected to hit before the fiscal year end, and the favorable variance will tighten up. Flows were under budget by approximately 10.5 percent for May and 12 percent year-to-date.

   d. Mr. Wolfe updated on the process of the recent bond refunding and shared that the bonds were sold on June 10, 2026 for a savings above two million, or greater that 4 percent. He did not yet have specifics for the savings at the jurisdiction level but would send that out once the updated financial billing schedule for Debt Service was ready. Staff was in the process of signing all of the bond documents now.

MOTION: Director Rowley moved to receive and file the May 2026 Financial Summary.
SECOND: Director Vehrs
VOTE: Unanimous

3. Chairman Mohsenin referenced staff memorandum, *May 2026 Project Summary* (filed as Exhibit C).

   a. As shared in the memo prepared by Mr. Atapoor, UOSA's Capital Program Manager, Mr. Steglitz asked if there were any questions. None were received.

MOTION: Director Meyer moved to receive and file the report.
SECOND: Director Rowley
VOTE: Unanimous

4. Chairman Mohsenin referenced staff memorandum, *June 2026 Safety, Security, and Emergency Preparedness Report* (filed as Exhibit D).

   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 Vehrs moved to receive and file the report.
SECOND: Director McNeal
VOTE: Unanimous

* *Director McGrath arrived at the meeting; was delayed due to traffic.*

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

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

   b. Director Small reminded the Board and staff of the employee Service Award recognition luncheon held a few weeks before and said it was a very nice event.

MOTION: Director Rowley moved to receive and file the report.
SECOND: Director Vehrs
VOTE: Unanimous

F. Action Items

1. Chairman Mohsenin referenced staff memorandum, *O&M Budget FY-27 First Six-Month Appropriation* (filed as Exhibit F).

MOTION: Director Vehrs moved to appropriate the six-month balance in the amount of $23,583,350 to fund Operations and Maintenance for the

first six months of FY-27.
SECOND: Director McNeal
VOTE: Unanimous

2. Chairman Mohsenin referenced staff memorandum, *UOSA Line of Credit* (filed as Exhibit G).

a. Mr. Wolfe said the Board may recall in February 2026 staff presented peer comparisons of financial metrics on where UOSA stands regarding its financial health. The Board supported the recommendation to pursue information for establishing a line of credit to bring back at a future meeting. UOSA's Financial Advisors, Mr. Jimmy Sanderson and Mr. Ty Wellford, from Davenport and Company were online to review a summary of bids that were received for the UOSA Line of Credit (LOC). Also online, Mr. Brendan Staley, from Hunton, UOSA's bond counsel, in case there was a need for him to weigh in or answer any questions.

b. Mr. Sanderson reviewed the information that was provided in the packet and discussed the RFP process for the LOC and to answer any questions you have before we move on to the staff recommendation.

DISCUSSION:

c. The Board discussed establishing a taxable revolving LOC for UOSA as an emergency liquidity tool. Davenport reported that three proposals were received for a LOC allowing up to $10 million outstanding at any time. TD Bank provided the strongest overall pricing, including a five-year credit spread of 0.69% over SOFR and a 0.24% unused fee, resulting in an estimated annual unused cost of approximately $24,000, plus closing costs. It was explained that the LOC would be subordinate to UOSA's outstanding bonds. Staff stated that the LOC is intended for emergency use only, such as a catastrophic plant event, emergency procurement need, operating shortfall, or delayed jurisdictional payment, and not for routine operations or expenditures. Staff noted that the LOC would provide immediate liquidity at a relatively low annual cost if unused, compared with building additional reserves through jurisdictional billings. Bond Counsel advised that restricted funds could not be used for unauthorized purposes without risking default under existing bond documents. The Board discussed whether additional guidance should define emergency use and clarify when staff would notify or return to the Board before drawing on the LOC. Staff indicated that, where practicable, it would inform the Board, but true emergencies may require action under existing emergency authority with reporting at the next regular meeting. Davenport stated that the LOC was not expected to negatively affect UOSA's bond rating and may provide rating agencies additional comfort by demonstrating access to liquidity. Davenport also summarized expected repayment terms, including repayment of operating draws within 12 months and a possible term-out provision if needed.

MOTION: Director Rowley moved to ratify staff's actions in proceeding with the UOSA Line of Credit and adopt the Resolution approving the Line of Credit and the forms of the Nineteenth Supplemental Restated Agreement of Trust and Loan Agreement, and authorized the Board UOSA's Chief Executive Officer to sign the Loan Agreement and Agreement of Trust on behalf of UOSA and to take such actions as are necessary for the establishment of the Line of Credit.
SECOND: Director Small
VOTE: Unanimous

d. Director Small requested staff to bring back additional information regarding emergency-use criteria and potential guardrails for Board notification and access to the LOC.

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

a. Mr. Wolfe said the Board may recall that last month he broached the subject of joining the VML/VACO Pooled OPEB Trust and the Board indicated interest in having a representative attend a future meeting to discuss the topic further. He introduced Mr. Robert Lauterberg, Managing Director, from VML/VACO Finance, to provide his presentation and answer any questions.

b. Mr. Lauterberg informed the Board that VML/VACo Pooled OPEB Trust is administered by VML/VACo Finance as a financial services arm of the Virginia Municipal League and the Virginia Association of Counties. VML Bank of Finance has been around more than twenty years and has served 300 local governments and authorities across Virginia to make it the largest financial services program targeted to local governments and government entities in Virginia. The Trust was founded in 2008 by Fairfax County and Henrico County. He explained the purpose of the trust and the custom benchmark targets they seek for long-term returns, along with its fiduciary duties.

c. Director Small shared that he was not impressed with how the Trust was lagging behind market indicators, such as the S&P and MSCI Index. In response to Director Small, Ms. Hostetler reminded the Board that UOSA is limited in the types of investments it can participate in. Mr. Steglitz shared an example of investments in treasuries and CDs that have a lower return of 3% or fixed rates.

d. Mr. Wolfe advised that UOSA could offset the liability on its books, which would be a benefit that is currently not available by self-funding OPEB liability the way it has been done to date. He advised that once fully funded, the Trust will become sustainable on its own.

e. In response to Director Small, Mr. Wolfe said currently the OPEB costs are $250,000 a year, on average. Pre-65 retirees have a percentage of health insurance paid on their behalf, and post-65 retirees receive $5/year per year of service (up to $150/month). He advised that there is a life insurance piece as well.

MOTION: Director Farr moved to adopt the Resolution authorizing UOSA to establish a trust and become a Participating Employer in the Virginia Pooled OPEB Trust Fund.
SECOND: Director McGrath
VOTE:
Ayes: Directors McNeal, Vehrs, Mohsenin, Rowley, Meyer, McGrath, and Farr
Nayes: Director Small
MOTION PASSED

4. Chairman Mohsenin referenced staff memorandum, *National Capital Region WARN Agreement* (filed as Exhibit I).

a. Mr. Steglitz briefly described the Water and Wastewater Agency Response Networks (WARNs) as a volunteer-based utility-to-utility network that enable member utilities to respond to and recover from emergency events. He advised that while UOSA has been unofficially participating, it had never signed the mutual aid agreement and needs authorization from the Board to do so.

MOTION: Director Vehrs moved to approve the Resolution authorizing the Executive Director to execute the VA WARN Mutual Aid Agreement.
SECOND: Director McGrath
VOTE: Unanimous

5. Chairman Mohsenin referenced staff memorandum, *Recommendation to Adopt UOSA's New Brand Tagline* (filed as Exhibit J).

a. Mr. Steglitz stated that staff are continuing the rebranding work and has now replace UOSA's current tagline (Leaders in water reclamation and reuse) with "Renewing Water, Sustaining Life". He said staff participated in identifying potential candidates that were meaningful to them. Those were shortlisted based on set metrics which resulted in eight options for staff to vote on.

MOTION: Director Vehrs moved to approve "Renewing Water. Sustaining Life." as UOSA's official brand tagline, to be paired with the approved logo and incorporated into the forthcoming brand guidelines.
SECOND: Director Rowley
VOTE: Unanimous

6. Chairman Mohsenin referenced staff memorandum, *Capacity Cost Evaluation – Scope of Work* (filed as Exhibit K).

a. Mr. Steglitz said the Board may recall that last month a Capacity Cost Evaluation was discussed at the request of Fairfax County. The Board expressed interest in developing a scope of work to address several issues as a result of the discussion. Staff summarized the issues to address (bulleted in the memo) to be part of a scope of work for the Board's consideration. At the Board's discretion, staff will package those items into a Request For Proposal (RFP).

DISCUSSION:

b. The Board discussed the proposed scope of work related to capacity cost evaluation and whether staff should proceed with packaging the scope into an RFP. Staff explained that the scope was intended to capture direction from the prior Board meeting, including items related to the Raftelis Report and additional issues such as facilitation/mediation and evaluation of the value of existing capacity.

c. A major point of debate was the first scope item concerning the development of an inclusive cost per MGD and the valuation of legacy assets already paid for by the jurisdictions (i.e. Value per MGD of the 54-60 Expansion). Several members raised concerns that this item could lead to reopening the service agreement and potentially require jurisdictions seeking additional capacity to reimburse others for historical investments. Director Farr stated he could not support the first bullet and would oppose any related service agreement change related to the calculation of the inclusive cost per MGD, including potential legal challenge initially mentioned by Chairman Mohsenin. Director Small concurred with Director Farr's concerns.

d. Chairman Mohsenin argued that jurisdictions had already paid for existing capacity and that if other jurisdictions benefit from that previously funded capacity, the issue of recovering past investment should be addressed. Other members noted that the financial impact could not be fully assessed without data/numbers, while some expressed concern that reopening the service agreement could create broader complications.

e. There was discussion about whether Raftelis should handle additional work through a change order rather than issuing a new RFP.

f. Mr. Steglitz noted that the items were packaged together because individual items could create winners and losers, while a broader set of options might create opportunities for compromise among the jurisdictions.

g. Director Small initially moved to proceed only with facilitation and mediation among the four jurisdictions, but that motion died for lack of a second.

MOTION: Director Farr moved to remove the development of inclusive cost per MGD scope item and direct Raftelis to address the remaining items already within its scope of work.
SECOND: Director Vehrs
ROLL CALL VOTE:
Ayes: Directors McNeal, Vehrs, Small, Rowley, Meyer, and Farr
Nayes: Director Mohsenin and Director McGrath
MOTION PASSED

h. The Board ultimately agreed to move forward with four of the five proposed scope items, excluding the first bullet related to inclusive cost per MGD. Chairman Mohsenin advised that the excluded issue will still need to be addressed in the future.

7. Chairman Mohsenin referenced staff memorandum, *Election of Officer – Chair Vacancy* (filed as Exhibit L).

a. Director Small said he understood the task was to elect a new Chair, although he proposed an entire slate of officers to be effective after the meeting.

MOTION: Director Small moved the following:

Chair – Nancy Vehrs
Vice Chair – Allan Rowley
Treasurer – Calvin D. Farr, Jr.
Assistant Treasurer – Kevin D. Wolfe
Secretary – Richard Meyer
Assistant Secretary - June A. Mahoney

SECOND: Director Rowley

ABSTAINED: Director Vehrs
VOTE: PASSED

DISCUSSION: Director Vehrs reminded the Board that with her new role she would no longer be on the UOSA Audit Committee, and that by default the newly elected Treasurer would take her place on the Committee..

G. Staff Reports

1. Executive Director's Report

a. Mr. Steglitz touched on a few quick items:

i. Mr. Steglitz provided an update of the rerating work. He said the work will be submitted to DEQ by the end of July 2026. They estimate 1-2 months for their review and comment. The formal capacity increase would not happen until the next permit review in September 2028.

ii. Mr. Steglitz advised that he had met each member jurisdiction regarding changes to UOSA's local limits, as well as Fairfax Water, with feedback due back by the end of June.

iii. Mr. Steglitz shared a critical staff update, he advised the Board that Ms. Mishelle Noble-Blair, UOSA's Regulatory Affairs Director had left UOSA for another position. He said we wish her the best in her new role. As staff has done with each vacancy, we take a step back and evaluate the best solution on whether to fill the position or take this opportunity to do things a little differently. Currently, other folks have stepped up to pick up the pieces to make sure that we maintain continuity of service in the regulatory compliance space.

iv. Mr. Steglitz recognized Director Farr for his five years of service on the UOSA Board. Mr. Steglitz recognized Director McGrath for his six years of service and provided specialized parting gift for his retirement. Chairman Mohsenin was recognized for his sixteen years on service with the last six as Chairman. He also received a specialized parting gift in recognition of his retirement from the Board. A group photo was taken.

v. Mr. Steglitz referenced staff memorandum, Fairfax County Board of Supervisor's Resolution – "One Water" System (filed as Exhibit M) with the attached letter for their awareness.

2. Legal Counsel's Report

a. Ms. Hostetler requested the Board enter a closed session to discuss with legal counsel probable litigation against UOSA and others relating to the termination of a subcontractor employee; and to discuss legal issues relating to the safe yield of the Occoquan.

H. Closed Meeting

1. Chairman Mohsenin announced that a closed meeting was needed for the as Ms. Hostetler mentioned and invited the newly appointed Board Members and alternated Board Members.

MOTION: Director Small moved that the Board convene a closed session at 6:35 P.M. pursuant to Virginia Code § 2.2-3711 (A)(7) for the purpose of discussing probable litigation against UOSA and others relating to the termination of a subcontractor employee; and pursuant to 2.2-3711.A.7 to discuss legal issues relating to the safe yield of the Occoquan.
SECOND: Director Vehrs
VOTE: Unanimous

2. RETURN TO REGULAR/OPEN SESSION

MOTION: Director Small moved to return to regular session at 7:15 P.M.
SECOND: Director Vehrs
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 Small moved to accept Certification of Closed Meeting.
SECOND: Director Vehrs
ROLL CALL VOTE:
Ayes: Directors McNeal, Vehrs, Mohsenin, Small, Rowley, Meyer, McGrath, and Farr
Nayes: None
MOTION PASSED

G. Adjournment

MOTION: Director McGrath moved to adjourn at 7:16 P.M.
SECOND: Director Vehrs
VOTE: Unanimous

Richard Meyer, Secretary
UOSA Board of Directors

Date: July 16, 2026
These minutes are unofficial until signed.