

SOUTHEASTERN PUBLIC SERVICE AUTHORITY

Board of Directors ~ Regular Meeting*

Regional Board Room

723 Woodlake Drive, Chesapeake, Virginia



Wednesday, December 13, 2023 at 9:30 a.m.

*To accommodate those who may not be able to attend in person, the public may listen to and view presentations displayed at this meeting by registering at <https://attendee.gotowebinar.com/register/3291112515964708950>. Members of the public may also listen to the SPSA Board Meeting via telephone by dialing toll-free to 1-866-901-6455 and entering access code 949-647-434. Additionally, members of the public are invited to speak electronically at the SPSA Board of Directors Meeting during the designated public comment period at the beginning of the meeting by registering in advance with the meeting organizer. All requests for registration to make an electronic public comment must be received by 3:00 p.m. on December 12, 2023.

Meeting Organizer: Tressa Preston ~ tpreston@spsa.com ~ 757.961.3486



1. Call Meeting to Order	1
Pledge of Allegiance	1
2. Public Comment Period.....	1
3. Chairman’s Comments	1
4. Approval of Minutes	1
5. Closed Session	17
Executive Director Performance Review	17
6. Executive Director Updates.....	18
Landfill Operational Summary	19
Executive Committee Minutes – September 20, 2023	21
7. Regional Solid Waste Management Plan (RSWMP) Approval	24
8. Request for Information on MSW Disposal Services Presentation	25
9. Financial Report (written only)	26
10. WIN Waste Innovations – Portsmouth Monthly Report (written only)	35
11. 2024 Board Meeting Dates.....	41
12. Other Business.....	42
13. Adjourn.....	42

1. Call Meeting to Order

Pledge of Allegiance

2. Public Comment Period

All speakers must register prior to call to order;
5-minute maximum per speaker unless advised by Chairman differently;
30-minute total maximum time.

3. Chairman's Comments

4. Approval of Minutes

The minutes of the October 25, 2023 Board meeting are included as follows for Board review and approval.

RECOMMENDED ACTION: Approve the minutes as presented.

MOTION: Do I hear a motion that the October 25, 2023 minutes of the SPSA Board of Directors meeting be approved as presented?

MINUTES OF THE BOARD OF DIRECTORS OF THE SOUTHEASTERN PUBLIC SERVICE AUTHORITY OF VIRGINIA

October 25, 2023

The Regular Meeting of the Board of Directors of the Southeastern Public Service Authority (SPSA) was held at 9:30 a.m. in the Regional Board Room at the Regional Building, 723 Woodlake Drive, Chesapeake, Virginia. The following members were in attendance or as noted:

Mr. John Maxwell ¹	(CH)	Mr. Earl Sorey	(CH)
Ms. Sheryl Raulston	(FR)	Ms. Amanda Jarratt	(FR)
Dr. Dale Baugh ²	(IW)	Mr. Randy Keaton ³	(IW)
Mr. John Keifer	(NO)	Mr. Richard Broad	(NO)
Mr. C.W. "Luke" McCoy	(PO)	Ms. Lavonda Graham-Williams	(PO)
Mr. Tony Parnell	(SH)	Ms. Lynette Lowe ⁴	(SH)
Mr. D. Rossen S. Greene ⁵	(SU)	Mr. Albert Moor	(SU)
Mr. Thomas Leahy	(VB)	Mr. L.J. Hansen	(VB)

(CH) Chesapeake; (FR) Franklin; (IW) Isle of Wight; (NO) Norfolk; (PO) Portsmouth, (SH) Southampton County; (SU) Suffolk; (VB) Virginia Beach

Others present at the meeting included Alternate Ex-Officio Members Mr. Michael Etheridge (IW), Mr. Robert Lewis (SU), Ms. Jocelyn Terry-Adumuah (PO), Mr. Greg Martin (CH), and Mr. Brian Thrower (SH), SPSA executives, Mr. Dennis Bagley, Executive Director, Ms. Tressa Preston, Secretary and Director of Administration, Ms. Sandy Schreiber, Treasurer and Director of Finance, and Mr. Brett Spain, General Counsel.

To accommodate those who could not attend in person, through the meeting notice, members of the public were also invited to listen to, and view presentations displayed at the meeting, by registering for attendance using a GoTo Webinar teleconferencing platform. Members of the public were also invited to speak at the SPSA Board of Directors Meeting during the designated public comment period at the beginning of the meeting by registering in advance with the Secretary through contact information published in the meeting notice. Members of the public were also invited to listen to the SPSA Board Meeting via toll-free telephone.

1. CALL MEETING TO ORDER

Ms. Sheryl Raulston, Vice-Chair of the Board of Directors, called the October Board Meeting to order at 9:30 a.m. and then she led the Pledge of Allegiance.

2. PUBLIC COMMENT

Ms. Preston reported that there were no requests for public comment.

¹ Mr. Maxwell left the meeting at 11:16 p.m.

² Dr. Dale Baugh attended the meeting electronically for the personal reason of a vacation at 4305 Delta Sunset Beach Boulevard in Niceville, FL. There were no objections to his electronic attendance. For the sake of meeting efficiency, Vice-Chair, Sheryl Raulston Chaired the Meeting. Except for the certification motion, for all votes noted below, Dr. Baugh was polled individually.

³ Mr. Keaton was absent, and Mr. Etheridge participated as the voting member from Isle of Wight County.

⁴ Ms. Lowe was absent, and Mr. Thrower participated as the voting member from Southampton County.

⁵ Mr. Greene was absent.

3. CHAIRMAN'S COMMENTS

Ms. Raulston drew the Board's attention to forms for the annual review of the Executive Director, which had been placed at their seats and would also be sent electronically as a fillable form after the day's meeting. She and Dr. Baugh asked that the Board give careful consideration to evaluating the goals set for Mr. Bagley at the beginning of 2023 and return their completed forms to Ms. Preston on or before December 1, 2023. A closed session will be held at the December 13, 2023 Board of Directors Meeting for the Executive Director's annual performance review, which will be based on these evaluations. She encouraged anyone with questions about the evaluation content or the process to reach out to her or Dr. Baugh and to reach out to Ms. Preston for assistance with the form itself.

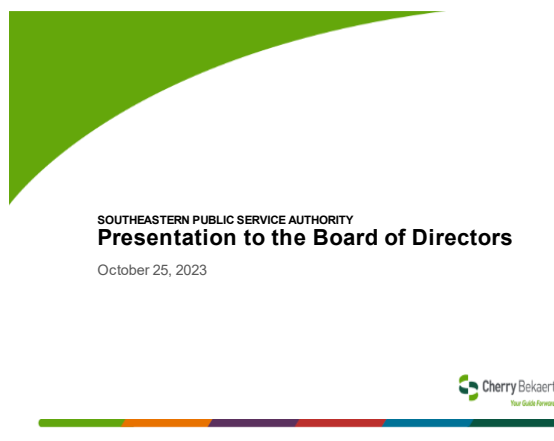
4. APPROVAL OF MINUTES

The minutes of the September 27, 2023 Board Meeting had been distributed. Ms. Raulston asked if there were any additions or changes and there were none.

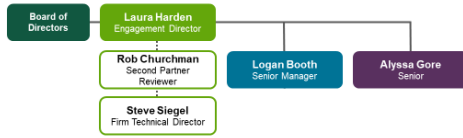
Mr. McCoy moved, seconded by Ms. Graham-Williams, to approve the September 27, 2023 minutes of the SPSA Board of Directors, as presented. The motion was adopted by a unanimous vote in favor.

5. PRESENTATION OF THE ANNUAL AUDIT

Ms. Laura Harden introduced herself and her team, outlined the auditing process they underwent, and were pleased to announce that they issued an unmodified opinion on the financial statements from the year ending June 30, 2023, noting that it is the best opinion an organization can receive. She went on to overview the financial statements, accounting practices, communications, upcoming financial reporting changes that the Board can anticipate for the current fiscal year, and other matters of Board interest.



Client Service Team



Results of the Audit

Financial Statements:

- We have audited the financial statements of the Southeastern Public Service Authority (the "Authority") as of and for the year ended June 30, 2023, and we issued our report thereon dated September 28, 2023.

- We issued an unmodified opinion on the financial statements.

Compliance:

- We identified no instances of noncompliance required to be reported under Government Auditing Standards or the Specifications for Audits of Authorities, Boards, and Commissions.
- We identified no material weaknesses in internal control over financial reporting.



Financial Statement Overview

- Management's Discussion and Analysis:**
- Provides an overview and analysis of the financial activities by management for the fiscal year ended June 30, 2023.

Basic Financial Statements – Statement of Net Position:

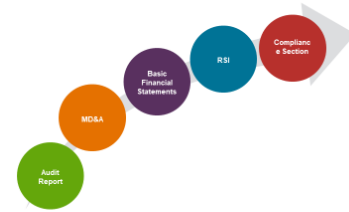
- Cash decreased \$2.4M due to normal operations
- Investments decreased \$3.4M due to maturity of investments
- Capital assets increased \$12.9M due to the purchase of land, equipment and vehicles and the acquisition of wellands credits
- Accounts payable decreased \$2.8M due to the timing of payments
- Change in Pension/OPEB line items as a result of actuarial valuation primarily due to investment experience
 - Net pension asset decreased \$2.3M
 - Deferred outflows decreased \$509K
 - Deferred inflows increased \$4.7M



Financial Statement Overview

Basic Financial Statements – Statement of Revenues, Expenses, and Changes in Net Position:

- Municipal tipping fees increased \$2.9M due to the rate increase by \$4 to \$65/ton as well as an increase in tonnage by 3.4%
- Personnel costs decreased by \$774K due to a year-end adjustment for pension expense, offset by a merit increase of 5% for employees
- Wheelabrator service contract decreased by \$1.2M due to a fine at the facility, which limited the amount of waste they were able to process
- Waste hauling and disposal contract increased \$659K; the Authority entered into a contract with MBI to replace Wheelabrator to haul commercial waste
- Investment income increased \$2.8M due to market gain



Corrected and Uncorrected Misstatements

Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of management.

Corrected Misstatements

None noted

Uncorrected Misstatements

None noted

Qualitative Aspects of Accounting Practices

Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Authority are described in Note 1 to the financial statements.

As described in Note 1, the Authority changed accounting policies related to accounting for leases by adopting Government Accounting Standards Board ("GASB") Statement No. 96, effective July 1, 2022.

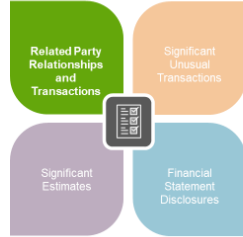


Qualitative Aspects of Accounting Practices

As part of our audit, we evaluated the Authority's identification of, accounting for, and disclosure of the Authority's relationships and transactions with related parties as required by professional standards.

We noted none of the following:

- Related parties or related party relationships or transactions that were previously undisclosed to us;
- Significant related party transactions that have not been approved in accordance with the Authority's policies or procedures or for which exceptions to the Authority's policies or procedures were granted;
- Significant related party transactions that appeared to lack a business purpose;
- Noncompliance with applicable laws or regulations prohibiting or restricting specific types of related party transactions;
- Difficulties in identifying the party that ultimately controls the entity.

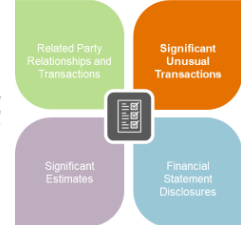


11

Qualitative Aspects of Accounting Practices

We noted no transactions entered into by the Authority during the year for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

For purposes of this presentation, professional standards define significant unusual transactions as transactions that are outside the normal course of business for the Authority or that otherwise appear to be unusual due to their timing, size or nature. We noted no significant unusual transactions during our audit.



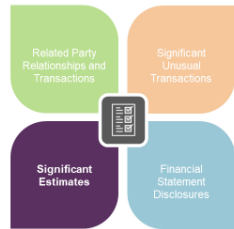
12

Qualitative Aspects of Accounting Practices

Accounting estimates are an integral part of the financial statements prepared by management and are based on management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and because of the possibility that future events affecting them may differ significantly from those expected. The most sensitive estimates affecting the financial statements were:

- Depreciation expense
- Actuarially computed assets and liabilities
- Landfill closure and post-closure liability

We evaluated the key factors and assumptions used to develop these estimates in determining that it is reasonable in relation to the financial statements taken as a whole.



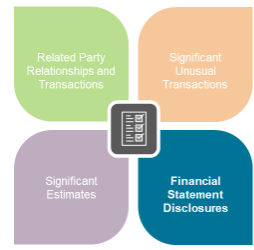
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Qualitative Aspects of Accounting Practices

The financial statement disclosures are neutral, consistent, and clear.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosure affecting the financial statements was:

The disclosure of the landfill closure and post-closure care costs in Note 5 of the financial statements describes the future liability of the Authority relating to the state and federal laws and regulations relating to landfills.



14

Independence Considerations

Nonattest Services

- ▶ Assist in the preparation of the basic financial statements
- ▶ For all nonattest services we perform, you are responsible for designating a competent employee to oversee the services, make any management decisions, perform any management functions related to the services, evaluate the adequacy of the services, and accept overall responsibility for the results of the services.

Independence Conclusion

- ▶ We are not aware of any other circumstances or relationships that create threats to auditor independence.
- ▶ We are independent of the Authority and have met our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits.

15

Other Required Communications

Difficulties Encountered

We encountered no significant difficulties in dealing with management in performing and completing our audit.

Disagreements with Management

Includes disagreements on a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or the auditor's report.

We are pleased to report that no such disagreements arose during the course of our audit.

Auditor Consultations

We noted no matters that are difficult or contentious for which the auditor consulted outside the engagement team.

Management Representations

We have requested certain representations from management that are included in the management representation letter dated September 28, 2023.

16

Other Required Communications



17

Other Matters

Required Supplementary Information

With respect to the Required Supplementary Information and Management's Discussion and Analysis accompanying the financial statements, we have applied certain limited procedures to the RSI in accordance with generally accepted auditing standards, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information.

18

Upcoming Financial Reporting Changes

These standards will be effective for the Authority in the upcoming years and may have a significant impact on the Authority's financial reporting.

We would be happy to discuss with management the potential impacts on the Authority's financial statements and how we may be able to assist in the implementation efforts.

GASB 101,
Compensated
Absences

19

Other Matters

Required Supplementary Information

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20

Ms. Harden offered to answer any questions, but there were none. Ms. Graham-Williams, a member of the Audit Committee, thanked Ms. Harden for her detailed analysis and verified that there was, indeed, a great deal of analysis that took place at the Audit Committee. She encouraged the Board to pay close attention to the notes section of the audited financial statements for full clarity on the specific details that explain why the report reads as it does.

Mr. Hansen moved, seconded by Mr. Etheridge, to approve the Annual Audit for fiscal year ending June 30, 2023, as presented. The motion was adopted by a unanimous vote in favor.

Mr. McCoy complimented Ms. Harden's report and requested that future presentations be made in a larger font for ease in reading. Dr. Baugh expressed his gratitude to Ms. Schreiber and the accounting team for their excellent work supporting the audit and carrying out SPSA's financial management plans.

6. EXECUTIVE DIRECTOR UPDATES

Mr. Bagley began his report by recognizing two people who were an important part of the audit process as the SPSA Values in Action Employees of the Month: Ann Carpenter, Senior Accountant, and Angie Sheppard, Accounting Specialist. He wanted to be sure that the Board knew how much time and hard work the two of them dedicated to ensuring a successful audit while still taking care of all of SPSA's day-to-day accounting business and to express his gratitude to them. Ms. Raulston presented Ms. Carpenter and Ms. Sheppard with certificates and lapel pins as tokens of the Board's appreciation.

Regarding the wetlands permitting process required for the proposed expansion at the Regional Landfill and the Army Corps of Engineers' Environmental Impact Statement (EIS), staff continue to work with the Corps to address comments. Due to the extensive number of tasks being added to VHB's scope of work by the Corps to address both the technical and cultural resources comments that have been received, VHB has provided a contract amendment for additional work outside of the previously approved scope in the amount of \$706,464. Staff recommended that the Board approve a motion to amend the contract, bringing the total current value to \$2,142,129. It was confirmed that there are funds available in the Capital Reserve Fund to cover these costs so that other procurement would not be impacted. Mr. Bagley was regretful of needing to continue to extend this contract, but the Board indicated an understanding that, in this matter, SPSA has no control over the scope of work necessary to complete the required EIS.

Mr. Hansen moved, seconded by Mr. Keifer, to approve a change order to the contract with VHB for Third-Party Preparation of the Environmental Impact Statement associated with expansion of the Regional Landfill, as presented. The motion was adopted by a unanimous vote in favor.

Mr. Bagley updated the Board on new restrictions from HRSD on where SPSA can haul leachate, as well as the need to replace low flow pumps. To mitigate the situation, staff has made a short-term arrangement with Waste Management at Atlantic Landfill to dispose of leachate for \$0.07 per gallon or \$322. This is attractive for SPSA due to the preferable established hauling to Atlantic Landfill and because they will accept deliveries 24-hours a day with no minimum or maximum hauling amounts. Mr. Kelley and Mr. Strickland offered to answer any questions, but there were none.

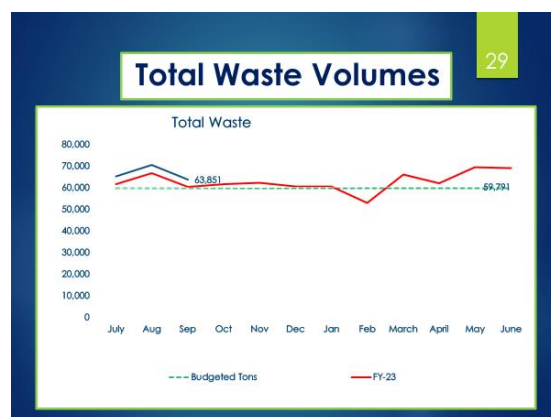
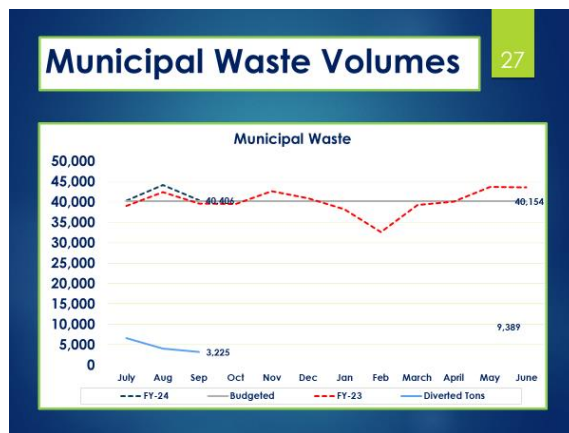
Mr. Bagley provided a final update on the mercaptan incident that took place at the Renewable Natural Gas (RNG) Facility, as well as noting that the Ribbon Cutting Ceremony was a very nice event with no lingering odor of mercaptan. The contractor Terreva Renewables hired to do cleanup has taken additional soil samples and when they are cleared the matter will be concluded. Mr. Bagley reiterated that this was not a landfill concern, but an issue with a contractor's vendor, however, SPSA always monitors and manages these situations to ensure that SPSA's interests are protected. He offered to answer any questions about the matter and how it was handled, but there were none.

Mr. Bagley reintroduced the Board to Mr. Eric Walberg, Principal for Planning and Economics for the Hampton Roads Planning District Commission (HRPDC) to give an update on the Regional Solid Waste Management Plan (RSWMP). Mr. Walberg informed the Board that following the completion of the required public hearings, SPSA's member communities, the regional Chief Administrative Officers, and the full HRPDC Board were briefed on the changes to the RSWMP. The full package should be ready for HRPDC Board approval within the week. There were no questions for Mr. Walberg, but it was determined that, once approved by the HRPDC Board of Directors, the RSWMP would be brought to the SPSA Board of Directors for final approval before being sent to DEQ.

Based on feedback from the September Board Meeting on plans for soliciting Alternative Waste Disposal solutions, Mr. Bagley and staff worked with SCS Engineers to create a draft Request for Information (RFI) that was a best attempt to encompass the Board's request. That draft RFI was sent to SPSA's attorneys at Willcox Savage for review and Mr. Kevin Cosgrove was present at the meeting to review expectations with the Board, particularly from a procurement standpoint. Mr. Bagley presented a potential path forward and Mr. Cosgrove detailed the specific differences between Requests for Information, Requests for Qualifications, and Requests for Proposals under the Virginia Public Procurement Act.

There was extensive discussion among the Board regarding the viability of options from a number of perspectives including impacts to overall timing, funding, and long-term strategic planning for SPSA's future. Ultimately, it was determined that the best path forward in the immediate future was to take the first step of staff's new recommendation and issue a non-binding RFI to gain more information on interest, options available, and vendor needs without adding overly burdensome delays to the process. At the same time, efforts would be made by the Board and by staff to begin socializing the idea of potentially rethinking SPSA's role in the region and revisiting existing agreements. Ms. Raulston restated the plan, noting that that while a vote was not necessary, the Board was in agreement that staff should proceed with issuing a 21-day RFI with the goal of presenting the results at the December Board Meeting, which would then allow discussion and progress to next steps. She thanked the Board for the good discussion and excellent points that were brought forward.

Mr. Bagley reviewed municipal and commercial waste volumes for the reporting period, as well as total waste volumes and tons diverted. Mr. Bagley noted that municipal waste volumes were on target and that diversions had decreased, which was a good sign. He also pointed out the continued trend of increased commercial waste volumes, which he also called positive, as those tons generate profit and do not get deposited in the Regional Landfill.



Mr. Bagley informed the Board of recent internal operational staff changes, announcing that, as SPSA continues to focus on efficiency, communication, smart financial choices, and future planning, some restructuring has taken place to support that strategy. Mr. Andre Parker has become Interim Transfer Station Manager, Mr. Marshall Tatem, Interim Transportation Manager, Mr. Mike Kelley, Landfill Manager, and Ms. Grace Roquemore, Environmental Manager. Executive staff is confident in each of these managers' abilities to

take SPSA to the next level of productivity and accountability necessary for continuous improvement.

Mr. Henry Strickland presented the Operations Report, beginning with updates from the Regional Landfill where staff from the City of Virginia Beach Landfill were recently given tours and the two groups were able to share knowledge. SPSA was given permission from DEQ to proceed with site work and concrete for the Leachate Evaporator while the new site review is being completed. As mentioned earlier, HRSD has stopped allowing SPSA to drop leachate at the Atlantic plant due to construction, so leachate is currently being hauled to the Boat Harbor and Patrick Henry sites, but an agreement will likely be reached with Waste Management to deliver leachate to the more preferable facility at Atlantic Landfill. Mr. Strickland updated the Board on the Caterpillar Certified Rebuilds currently in processes, stating that the compactor has been inspected by staff during a tour of the Roanoke rebuild facility and is scheduled for completion at the end of October, while the loader is being rebuilt at the Chesapeake store and is scheduled for completion the first week of November. He also added that two of the purchases the Board was informed of at the previous meeting, a road vehicle for operations and side dump truck for transportation, have both been delivered to operations for fleet inspection and should be in use in the near future. Mr. Strickland offered to answer any questions, but there were none. However, Mr. Bagley added that the Board could expect to see more proposals for Caterpillar Certified Rebuild projects in the future because they are proving to be a potential solution to longstanding emissions and efficiency issues.

7. QUARTERLY FINANCIAL REPORT

Ms. Schreiber presented the quarterly financial report. Starting with revenues, Ms. Schreiber listed first quarter revenues from the current budget and year-to-date numbers, along with first quarter actuals from FY 2023 and FY 2022 so that comparisons could be more accurate. She reported that for the first quarter revenues were at 25% of the annual budget, with commercial tonnages slightly higher than projected at 29%. She did, however, note that landfill gas revenues were lower than expected, but are anticipated to increase in the second quarter.

Revenues 35

	Fiscal Year 2024 – Quarter 1			Historical Comparison	
	Budget	YTD	% of Budget	FY - 23	FY - 22
Revenues					
Tippling Fees	\$49,593,237	\$13,952,104	28.1%	\$13,222,622	\$12,968,614
Tires/HHW/White Goods	\$1,400,000	\$399,155	28.5%	\$419,499	\$382,517
Miscellaneous	\$1,002,686	\$123,152	12.2%	\$483,276	\$174,586
Total Operating Revenue	\$51,995,923	\$14,474,411	27.8%	\$14,125,397	\$13,525,717

- Revenue Highlights** 36
- As of the end of the first quarter, municipal waste tonnages and revenue are right at 25% of the annual projected amount. Commercial tonnages are slightly higher at 29%.
 - Landfill Gas Royalty revenue was low in the first quarter, due to Quality Assurance and Quality control testing of the new RNG facility. This was expected and should increase during the 2nd quarter.

Moving on to expenditures, Ms. Schreiber took the same approach of comparing FY 2024 first quarter budget and September 30, 2023 expenses with first quarter actuals from FY 2023 and FY 2022 broken out by expenditure type. Ms. Schreiber reported that operational expenses are 25% of the annual budget for the first quarter of FY 2024. She also noted that salaries and benefits are higher this quarter compared to previous years due to the recent bonuses, and that professional services are higher due to increased legal expenses.

Expenditures 37

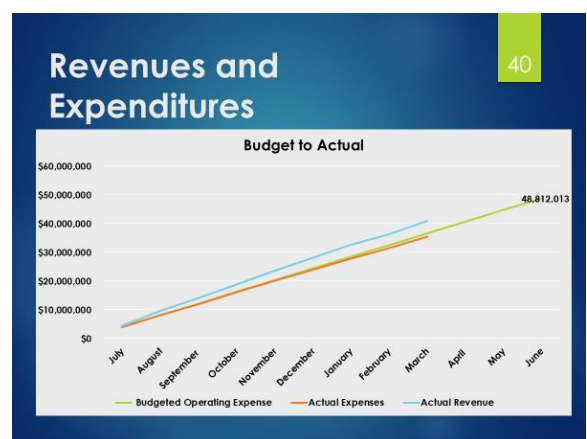
	Fiscal Year 2024 – Quarter 1			Historical Comparison	
	Budget	YTD	% of Budget	FY - 23	FY - 22
Expenditures					
Salaries/Wages and Employee Benefits	\$11,078,778	\$2,703,746	24.4%	\$2,493,134	\$1,941,444
Professional/Contracted Services	\$3,811,772	\$1,235,470	32.4%	\$812,456	\$721,540
Other Operating Expenses	\$1,360,842	\$261,923	19.2%	\$337,558	\$334,388
Materials/Supplies	\$2,474,491	\$400,083	16.2%	\$419,544	\$391,901
Waste Disposal and Hauling	\$21,071,127	\$4,848,487	23.0%	\$3,812,044	\$5,674,277
Other	\$8,055,000	\$2,000,000	24.7%	\$2,000,000	\$1,540,788
Total Expenditures	\$47,818,210	\$11,451,910	24.4%	\$12,011,377	\$10,568,478

- ### Expenditure Highlights 38
- Total Operating expenses are at 25% of the annual budget as of September 30, 2023.
 - Salaries and Benefits are higher than the first quarter of previous years due to the bonus payout in September.
 - Professional services are also higher than the first quarter of previous years due to legal fees.

Ms. Schreiber also presented revenues versus expenditures in chart and graph form.

Revenues vs. Expenditures 39

	Fiscal Year 2024	Fiscal Year 2024 – Quarter 1	%	Historical Comparison	
	Budget	YTD		Q1 FY-23	Q1 FY-22
Total Revenue	\$51,995,923	\$14,474,411	27.8%	\$14,125,397	\$13,525,777
Total Expenses	\$47,818,210	\$11,651,910	24.4%	\$12,011,377	\$10,568,478
Net Revenue / Expenses	-0-	\$2,822,501		\$2,114,020	\$2,957,299



Capital expenditures were listed year to date and cash balances were broken down by fund and amount as of September 30, 2023.

Capital Expenditures 41

	Budget	Year to Date
Total Capital Expenditures	\$23,997,997	\$2,896,408
Current Year	\$4,500,000	\$213,066
Rolled Capital Projects from Prior Year	\$19,497,997	\$2,683,342



Ms. Schreiber offered to answer any questions. Mr. Hansen inquired about the low landfill gas royalties. It was explained that during the emissions testing process, landfill gas was flared rather than sold and SPSA only receives royalties for sold RNG. It was also discussed that when reporting landfill gas royalties, it should be reflected that those funds are not profit, per se, but funds earmarked for expansion projects like the Flyover and Cell VII. There were no further questions or comments.

Mr. Sorey moved, seconded by Mr. Broad, to approve the quarterly financial reports as presented, pending audit. The motion was adopted by a unanimous vote in favor.

8. WIN WASTE INNOVATIONS MONTHLY WRITTEN REPORT

Ms. Raulston asked if there were any questions regarding the WIN Waste Report, but there were none.

9. CLOSED SESSION

Ms. Raulston informed those present there was a closed session on the agenda for discussion about the WIN Waste contract and announced that only Board Members, SPSA executive staff (Dennis Bagley, Tressa Preston, Henry Strickland, and Sandy Schreiber), and legal counsel (Brett Spain and Brad Nowak for SPSA and Joshua Johnson for the City of Chesapeake) would be present for the closed session. There were no objections to that plan.

Motion to Approve Request for Closed Meeting.

I move that a closed session be held for discussions regarding the Waste Disposal and Services Agreement executed by SPSA and WIN Waste's predecessor on September 18, 2018, in accordance with Virginia Code Section 2.2 3711(A)(8) for the purpose of consulting with legal counsel regarding specific legal matters requiring the provision of legal advice by such counsel.

Ms. Jarratt moved, seconded by Mr. Maxwell, to enter closed session, as presented. The motion was adopted by a unanimous roll call vote in favor by all voting members present as noted. The closed session began at 11:15 a.m.

Once back in open session at 11:40 a.m. both in person and electronically the following motion was read.

Motion to Approve Certification after Closed Meeting.

The Board 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 under the Virginia Freedom of Information Act; 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 just concluded.

Mr. McCoy moved, seconded by Mr. Leahy, to certify the closed session, as presented. The motion was adopted by a unanimous roll call vote in favor by all voting members present as noted. Dr. Baugh did not attend the closed session and abstained from the certification vote.

10. BUSINESS ARISING FROM CLOSED SESSION

Mr. Brad Nowak, SPSA Special Counsel, made a brief presentation regarding the proposed settlement between SPSA and Wheelabrator/WIN Waste.

Proposed SPSA / Wheelabrator Settlement

SPSA Board Meeting
October 25, 2023

WILLIAMS MULLEN 

Background/History

- > SPSA previously owned the refuse-derived fuel (RDF) and waste-to-energy (WTE) facilities located in Portsmouth, Va. The RDF and WTE facilities are located on land owned by the U.S. Navy and subject to separate 50-year easements (expiring on July 1, 2049).
- > In 2010, SPSA sold the RDF and WTE facilities (and other assets) to Wheelabrator Portsmouth Inc. (WIN). SPSA retained the truck maintenance facility located next to the RDF facility (also subject to U.S. Navy easement).
- > On Sept. 18, 2018, SPSA and WIN entered into the Waste Disposal and Services Agreement (WDSA), whereby SPSA delivers substantially all acceptable waste received by SPSA from certain transfer stations to the RDF Facility. Waste delivered to the RDF Facility is processed at WIN's waste-to-energy (WTE) facility, which produces steam and electricity.

2

WILLIAMS MULLEN 

Background/History

- > The WDSA currently expires on June 30, 2027 (unless earlier terminated) and SPSA has the right to extend the term for two additional periods of up to 5 years each (with the extension pricing provisions subject to negotiation and agreement between SPSA and WIN).
- > WIN has a contract with the U.S. Navy to sell steam from the WTE facility. The U.S. Navy is constructing its own steam facility, and WIN's steam contract is planned to expire on June 30, 2024.
- > On Dec. 16, 2022, WIN had a fire in the conveyor gallery connecting the RDF facility with the WTE facility. As a result of the fire, WIN removed the conveyor gallery and has been accepting up to 1,000 tpd of SPSA waste.
- > On Jan. 19, 2023, WIN asserted that the Dec. 16 Fire constituted an "Uncontrollable Circumstance" under the WDSA.
- > On Jan. 27, 2023, SPSA responded by disputing that the Dec. 16 Fire constituted an Uncontrollable Circumstance and requesting additional information substantiating WIN's assertion.
- > SPSA engaged counsel to conduct an investigation involving the Dec. 16 Fire.

3

WILLIAMS MULLEN 

Background/History (cont.)

- > On April 14, 2023, SPSA delivered notice to WIN asserting that Contractor Events of Default had occurred and requesting a meeting to resolve the dispute involving the Dec. 16 Fire in accordance with the WDSA.
- > On May 24, 2023, SPSA Chairman and Executive Staff and WIN leadership conducted a meeting to attempt to resolve the issues pertaining to the Dec. 16 Fire.
- > Following the May 24, 2023 meeting, SPSA and WIN have been in discussions regarding a possible settlement of (i) the consequences resulting from the Dec. 16 Fire and (ii) WIN's request to amend the WDSA to shorten the term to expire on June 30, 2024.
- > Under the current WDSA, if SPSA terminates the WDSA due to a Contractor Event of Default through June 30, 2024, WIN is liable to pay SPSA \$14.85M in liquidated damages, and after June 30, 2024, \$8.25M.

4

WILLIAMS MULLEN 

Proposed Settlement/Documentation Structure

- > SPSA Executive Staff and WIN leadership have negotiated proposed settlement documents for consideration and possible approval by SPSA's Board of Directors.
- > Three key documents (Settlement Documents) include:
 1. Settlement Agreement and Second Amendment to WDSA
 2. Purchase and Sale Agreement (PSA)
 3. RDF Services Agreement

5

WILLIAMS MULLEN 

Settlement Agreement and Second Amendment to WDSA

- > Settlement Consideration:
 1. WIN to pay \$5.5M Settlement Payment to SPSA, payable:
 - \$500,000 upon execution; and
 - \$5 million on or before June 30, 2024
 2. WIN to transfer the RDF Acquired Assets (i.e., RDF easement and improvements) to SPSA (via the PSA) on July 1, 2024 (as such date may be extended), at no cost to SPSA.
 3. WIN to perform (or cause to be performed) the demolition and other services under the RDF Services Agreement by December 31, 2024, at no cost to SPSA.
- > SPSA to use commercially reasonable efforts to deliver 1,000 tpd of waste to the RDF facility (rather than to deliver all waste received by SPSA at certain transfer stations)

6

WILLIAMS MULLEN 

Settlement Agreement and Second Amendment to WDSA (cont.)

- > Amend WDSA term to expire on June 30, 2024 (to align with expiration of Navy steam contract) and remove SPSA extension options.
- > WIN's bond to increase to \$4M (from \$3M); bond term revised to the later of (i) expiration of the WDSA or (ii) full payment of Settlement Payment to SPSA.
- > Reduce WIN's liquidated damages for early WDSA termination due to a WIN event of default to \$6M (SPSA's liquidated damages for early WDSA termination due to a SPSA event of default to remain at \$5M).
- > WIN and SPSA to agree to a mutual release of claims relating to the Dec. 16 Fire and to rescind notices related to such dispute.
- > WIN's parent guaranty (Granite Acquisition Inc.) amended to include WIN's obligations under Settlement Agreement and Second Amendment, PSA and RDF Services Agreement.

7

WILLIAMS MULLEN 

Purchase and Sale Agreement (PSA)

- > WIN transfers the "RDF Acquired Assets" (i.e., RDF Easement, RDF facility improvements, and certain permits and other assets) to SPSA on July 1, 2024 (or such later date, if extended) at no cost to SPSA.
- > SPSA only assumes obligations arising out of the RDF Acquired Assets after the Closing Date; WIN retains pre-closing obligations.
- > WIN gives several representations and warranties to SPSA relating to the RDF Acquired Assets, including relating to the RDF Easement, compliance with laws, environmental matters, and no liabilities. Except for specified representations and warranties, acquisition is "as is" purchase.
- > WIN restricted from taking certain actions pre-closing (e.g., amending permits, etc.).

8

WILLIAMS MULLEN 

Purchase and Sale Agreement (cont.)

- > Environmental Assessments
 - SPSA can conduct a Phase I, Phase I update and Phase II (each, an "Environmental Assessment") during certain times prior to closing.
 - Phase I needs to be performed within 60 days after the signing date.
 - Phase II can be conducted if a "Recognized Environmental Condition" is identified and would reasonably be expected to (i) have a material and adverse impact on SPSA's operations of the RDF facility, or (ii) require reporting to Government Authorities and constitute a release that would require expenditure of more than \$50,000.
 - For a period of 30 days after each final Environmental Assessment, SPSA may terminate the PSA if it identifies a release for which remediation is required and would reasonably likely require the expenditure of \$500,000 or a material liability would likely be assumed or imposed on SPSA.
 - If SPSA exercises its termination right, WIN has the right to cure under certain circumstances, in which case, the PSA will not terminate.
 - Any disputes to be resolved by neutral Independent Expert under dispute procedure in WDSA.

9

WILLIAMS MULLEN 

Purchase and Sale Agreement (cont.)

- > Casualty and Condemnation.
 - If destruction of or damage or loss to the RDF Facility or any portion thereof, would cost more than \$50,000 to repair, or WIN receives notice of condemnation valued at more than \$50,000, WIN is to notify SPSA.
 - WIN has certain rights to repair the RDF Facility, but if the RDF Facility cannot be repaired or operated (or WIN fails to repair), then SPSA can terminate the PSA or proceed with closing and accept the RDF Acquired Assets in their then condition, in which case WIN shall pay to SPSA any property insurance proceeds or condemnation award.
- > Conditions to Closing.
 - Customary conditions to closing (e.g., bring-down and closing certificates, etc.)
 - U.S. Navy must consent to the assignment of the RDF Easement to SPSA
 - SPSA must obtain specified environmental permits (e.g., assignment of PBR and HRSD industrial wastewater discharge permit)

10

WILLIAMS MULLEN 

Purchase and Sale Agreement (cont.)

- > **Indemnification.**
 - WIN indemnifies SPSA for:
 - Breach of WIN's representations or warranties;
 - Breach of any WIN covenant or obligation under the PSA;
 - Any Excluded Assets or Excluded Liabilities; and
 - Any fraud, gross negligence, intentional misrepresentation or willful misconduct.
 - SPSA indemnifies WIN for (to the extent permitted by applicable law, without waiving sovereign immunity):
 - Breach of SPSA's representations or warranties;
 - Breach of any SPSA covenant or obligation;
 - Any Assumed Liabilities; and
 - Any fraud, gross negligence, intentional misrepresentation or willful misconduct.
 - WIN representations and warranties survive for 15 months after the Closing Date, except the environmental matters and tax reps survive the applicable statutes of limitations plus 60 days.
 - WIN's liability for any breach of a WIN representation or warranty is subject to a "tipping" \$50,000 threshold and capped at \$2,750,000, except if the claim is based on fraud, willful misconduct or gross negligence.

11 WILLIAMS MULLEN

Purchase and Sale Agreement (cont.)

- > **Termination.**
 - The PSA may be terminated prior to closing under certain circumstances, including if:
 - The U.S. Navy does not consent to the assignment of the RDF Easement to SPSA by Sept. 30, 2024 (as such date may be extended for 90 days if there are ongoing conversations).
 - The RDF Easement is terminated for any reason.
 - If the Closing Date has not occurred by Sept. 30, 2024 (as extended for ongoing U.S. Navy conversations).
 - There is a material, uncured breach of a representation, warranty or covenant of either party.
 - If (i) SPSA terminates the PSA due to a casualty/condemnation event, (ii) the RDF Easement is terminated, (iii) WIN materially breaches its representations, warranties or covenants and fails to cure, or (iv) WIN fails to close if SPSA has satisfied its conditions precedent to close, then SPSA is entitled to \$2.75M liquidated damages.
 - In other circumstances (including if the U.S. Navy does not approve the RDF Facility assignment or based on certain results of the Environmental Assessments), then SPSA is not entitled to damages or the RDF Acquired Assets.

12 WILLIAMS MULLEN

RDF Services Agreement

- > Following the closing of SPSA's acquisition of the RDF Facility, WIN to perform, or cause to be performed, certain demolition and removal work (the "Work") at the RDF Facility at no cost to SPSA.
- > The Work is to commence on or about July 1, 2024 and be completed prior to December 31, 2024 (unless force majeure or other delay).
- > WIN is entitled to dispose of all property removed from the RDF Facility (and is entitled to any proceeds thereof).
- > WIN is required to post and maintain a \$750,000 payment and performance bond during the term of the RDF Services Agreement and for 6 months afterward.
- > WIN is required to maintain (and cause its subcontractors to maintain) insurance, with SPSA a named insured party.

13 WILLIAMS MULLEN

Questions

14 WILLIAMS MULLEN

As there were no questions, Ms. Preston read aloud the following resolution:

RESOLUTION AUTHORIZING A SETTLEMENT AGREEMENT, PURCHASE AND SALE AGREEMENT AND RDF SERVICES AGREEMENT

WHEREAS, Wheelabrator Portsmouth Inc., a Delaware corporation ("Wheelabrator"), and the Southeastern Public Service Authority of Virginia ("SPSA") are parties to that certain Waste Disposal and Services Agreement, dated as of September 18, 2018, as amended by that certain First Amendment to Waste Disposal and Services Agreement dated July 6, 2020 (as amended, the "Agreement"), pursuant to which Wheelabrator (among other things) accepts and processes solid waste delivered by or on behalf of SPSA at the refuse-derived fuel facility owned and operated by Wheelabrator and located at 2 Victory Boulevard, Portsmouth, Virginia (the "RDF Facility");

WHEREAS, on December 16, 2022, a fire occurred in the conveyor gallery (the "December 16 Fire") connecting the RDF Facility to the nearby waste-to-energy facility owned and operated by Wheelabrator (the "WTE Facility" and together with the RDF Facility, the "Facilities");

WHEREAS, as a result of the December 16 Fire, Wheelabrator demolished and removed the conveyor connecting the RDF Facility to the WTE Facility and, since December 16, 2022, Wheelabrator has significantly reduced the amount of waste Wheelabrator accepts from SPSA at the RDF Facility to approximately 1,000 tons per day;

WHEREAS, on January 19, 2023, Wheelabrator sent notice to SPSA asserting that the December 16 Fire constituted an Uncontrollable Circumstance (as such term is defined in the Agreement), and on January 27, 2023, SPSA responded to Wheelabrator's January 19, 2023 letter disputing that the December 16 Fire constituted an Uncontrollable Circumstance and requesting additional information from Wheelabrator substantiating

that the December 16 Fire constituted an Uncontrollable Circumstance under the Agreement;

WHEREAS, on April 14, 2023, SPSA delivered notice to Wheelabrator asserting that Contractor Event(s) of Default (as defined in the Agreement) have occurred and requesting a meeting to attempt to resolve the dispute involving the December 16 Fire in accordance with the terms of the Agreement;

WHEREAS, on May 24, 2023, SPSA and Wheelabrator conducted a meeting to attempt to resolve the dispute regarding the December 16 Fire;

WHEREAS, unrelated to the December 16 Fire, Wheelabrator's contract for sale of steam energy generated by the WTE Facility to the U.S. Navy (the "Navy Steam Agreement") will expire on June 30, 2024 and will not be renewed or extended;

WHEREAS, as a result of the expiration of the Navy Steam Agreement, Wheelabrator will permanently close the Facilities on June 30, 2024 and, following that date, will no longer accept and process solid waste from SPSA at the Facilities;

WHEREAS, with the assistance and advice of legal counsel, SPSA's Executive Staff has conducted extensive negotiations with Wheelabrator, including an in-person meeting, regarding resolution of the dispute involving the December 16 Fire, Wheelabrator's request to amend the Agreement to expire on June 30, 2024 to coincide with expiration of the Navy Steam Agreement, and the potential resolution of the foregoing via a negotiated settlement;

WHEREAS, with the assistance and advice of legal counsel, SPSA's Executive Staff has spent considerable time and effort on negotiations with Wheelabrator;

WHEREAS, as a result of extensive negotiations with Wheelabrator, SPSA and Wheelabrator desire to enter into the Settlement Agreement and Second Amendment to Waste Disposal and Services Agreement, substantially in the form provided to the Board of Directors (the "Board") of SPSA (the "Settlement Agreement"), which includes (among other things) (i) a settlement payment by Wheelabrator to SPSA of Five Million Five Hundred Thousand Dollars (\$5,500,000), (ii) a Purchase and Sale Agreement, substantially in the form provided to the Board (the "PSA"), whereby Wheelabrator will assign, convey and transfer the RDF Facility and certain other assets to SPSA at no cost to SPSA, upon satisfaction of certain conditions precedent specified in the PSA (including, without limitation, approval of the U.S. Navy), and (iii) a RDF Services Agreement, substantially in the form provided to the Board (the "RDF Services Agreement"), and together with the Settlement Agreement and PSA, the "Agreements"), whereby following closing of the PSA, Wheelabrator will, among other things, perform, or cause to be performed, certain services relative to the RDF Facility as described therein at no cost to SPSA (collectively, the "Settlement");

WHEREAS, because (i) the services contemplated by the RDF Services Agreement are only available as part of the negotiated settlement of disputed claims between SPSA and Wheelabrator and (ii) Wheelabrator would provide the services specified in the RDF Services Agreement at no cost to SPSA, Wheelabrator is the only source practically available for the services;

WHEREAS, following due consideration of the Agreements, including consideration of the analysis and presentations prepared by SPSA's Executive Staff and its advisors and the terms and conditions of the Agreements, the Board has determined

that it is in the best interests of SPSA and its Member Communities to (a) authorize and approve the Settlement, including to authorize and approve the execution, delivery and performance by SPSA of the Agreements and related documents, and (b)(i) with respect to the services to be performed by Wheelabrator pursuant to the RDF Services Agreement, approve and issue an intent to award a contract ("Intent to Award") to Wheelabrator and (ii) following expiration of the time period provided in Section 2.2-4360 of the Virginia Public Procurement Act (the "VPPA") or, if any protest or appeal is timely submitted or filed with respect to the subject procurement, following satisfactory resolution of such matter in SPSA's favor (as determined by SPSA's Executive Director in his discretion), award the RDF Services Agreement to Wheelabrator.

NOW THEREFORE BE IT RESOLVED, by the Board as follows:

1. The Board hereby determines, based on the Board's review and consideration of the Settlement and information and advice provided by SPSA's Executive Staff and legal counsel, that the Settlement, and the forms, terms, and provisions of each of the Agreements, be approved by SPSA.

2. The Board hereby (i) approves and accepts the sole source determination made by SPSA's Executive Director for selection of Wheelabrator to perform the services described in the RDF Services Agreement on the basis that Wheelabrator is the only source practicably available for the services which are being procured, and (ii) approves, authorizes and directs the Executive Director of SPSA to issue an Intent to Award to Wheelabrator based on the RDF Services Agreement in accordance with applicable law, and following expiration of the time period provided in Section 2.2-4360 of the VPPA or, if any protest or appeal is timely submitted or filed with respect to the subject procurement, following satisfactory resolution of such matter in SPSA's favor (as determined by SPSA's Executive Director in his discretion), award a contract to Wheelabrator pursuant to the RDF Services Agreement.

3. The Board hereby authorizes and directs the Chairman or the Executive Director of SPSA, in the name of and on behalf of SPSA, to (i) finalize and execute each of the Agreements and all other documents, instruments, certificates and agreements contemplated thereby, or otherwise related thereto, to which SPSA is a party (collectively, the "Transaction Documents"), with such changes, deletions, additions, supplements and modifications thereto as the Chairman or the Executive Director shall approve, and to deliver the same to Wheelabrator, such execution and delivery of such documents conclusively to evidence the due authorization and approval thereof by SPSA, and (ii) cause SPSA to perform SPSA's obligations as set forth in the Agreements.

4. That the Executive Director of SPSA, in the name and on behalf of SPSA, is authorized and directed to take any and all steps and to do all things that he may deem necessary or advisable in order to effect the purposes of each and all of the foregoing resolutions.

5. That any and all lawful actions taken by SPSA's Executive Staff, prior to the date hereof that are within the authority conferred on such parties are hereby ratified, confirmed and approved in all respects as the act and deed of SPSA.

Ms. Graham-Williams moved, seconded by Ms. Jarratt, to approve the Resolution Authorizing a Settlement Agreement, Purchase and Sale Agreement, and RDF Services Agreement, as presented. The motion was adopted by a unanimous vote in favor.

Mr. McCoy moved, seconded by Ms. Graham-Williams, to allocate the \$500,000 due to SPSA upon execution of the agreements with Wheelabrator/WIN Waste to the Capital Reserve Fund upon payment to SPSA, as presented. The motion was adopted by a unanimous vote in favor.

11. ADJOURN MEETING

There being no further business to come before the Board of Directors, the regular meeting was adjourned at 11:58 a.m.

Dennis L. Bagley
Executive Director

Submitted by: Tressa Preston, Secretary, SPSA Board of Directors

5. Closed Session

Executive Director Performance Review

Motion to Approve Request for Closed Meeting.

I move that a closed session be held for discussion regarding the annual performance review of the Executive Director, in accordance with Virginia Code Section 2.2 3711(A)(1) relating to the performance of a specific public officer.

Motion to Approve Certification after Closed Meeting.

The Board 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 under the Virginia Freedom of Information Act; 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 just concluded.

6. Executive Director Updates

Attachments:

- Landfill Operational Summary
- Executive Committee Minutes – September 20, 2023

Landfill Operational Summary

SPSA Regional Landfill Operational Summary			KEY:		
Period	October 1, 2023 to October 31, 2023		Change Since Last Report		
Preparer	Grace Roquemore		All Is Well		
			Working On		
			Noted Issue		
Item	Metric Item	Metric	Performance/Comment	Status Code	Comments/Corrective Actions
1	Regulatory Compliance				
1.1	Notice of Violations	None	In Compliance		No issues during the reporting period.
1.2	Environmental compliance and reporting	Compliance	All submissions made.		No issues during the reporting period.
1.2.1	Solid waste operations	Compliance	In Compliance		GP-1s exceedance for methane 5/18/22 reported on 5/19/22 Last Monthly Monitoring 9/26/22 Returning to quarterly monitoring
1.2.2	Title V	Compliance	Response to DEQ submitted 6/15		New EPA regulations have been issued. Still awaiting VDEQ's final decision on whether they will accept those regulations as written or enforce more stringent limits as allowed by the new EPA rules. Warning Letter issued on 6/28/2022 Back in compliance 3/31/2023
1.2.3	VPDES	Compliance	In Compliance		New Permit was issued as of October 1st, 2020
1.2.4	Financial Assurance	Compliance	In compliance		
1.2.5	Wetlands	Compliance	In Compliance		
1.2.6	Groundwater	Compliance	In Compliance		
1.2.7	Storm water system operating and in compliance with VPDES permit	Systems operational and in good order	In Compliance		In compliance.
2	Landfilling Operations				
2.1	Tonnage Landfilled	Actual Tons	43,676		
2.2	No. staff	13.5	11.5		2 vacancies: , 1 LDF HEO, 1 Environmental Tech
2.2	Equipment Utilization	Key equipment fully operational and deployed	All equipment operating and deployed with appropriate spares		
3	Cover Operations				
3.1	Total Cover Material Received	Actual Tons	11,489		
3.2	Date of last aerial survey	12/12/2019			
3.3	December 2020 Operational In-Place Density (lbs./cy)	1,600-1,800lbs/cy	1,903 lbs./cy or AUF = .94		Airspace Study completed January 2023
3.4	December 2020 Effective In-Place Density (lbs./cy)	1,600 lbs./cy	1,997 lbs./cy or AUF = .99		Still above targeted long term airspace utilization.

4	Leachate Management				
4.1	Pump stations operational during period	100 % Operational	All pump stations are operational, pump performance is being monitored, and repairs/replacements made as necessary.		All vaults are operational.
4.2	SCADA system operational during period	100 % Operational	Fully operational		SCADA is fully operational. Low Flow to meters to HRSD, FIT-0301, and FIT-0401 were calibrated on 12/28/22 and the Pump & Haul Totalizer was reset on 12/30/22.
4.3	Flow meter system functional during period	100 % Operational	All 8 Cell V/VI Pump Stations are now operational		Flow Meters can now be logged to history in Scada system and reviewed as needed.
4.4	Leachate Levels	In compliance	In compliance.		1. In compliance at all 8 pump station locations. 2. Flow generation remain < 40,000 GPD typically.
4.5	Leachate Disposal	In compliance			Capital Project for dredging of the Leachate Ponds is complete.
4.5.1	Quantity of leachate pumped to HRSD during period	x gallons	194,262		From 10/01/23 to 10/31/23
4.5.1.1	Cell V, Sumps 1-4	x gallons	319,906		From 10/01/23 to 10/31/23
4.5.1.2	Cell VI, Sumps 5-8	x gallons	415,699		From 10/01/23 to 10/31/23
4.5.2	Quantity of leachate hauled for disposal during period	x gallons	881,514		From 10/01/23 to 10/31/23
4.5.3	Disposal costs in period: \$		13,839		From 10/01/23 to 10/31/23
4.5.4	Any issues relative to leachate quality and acceptance at WWTPs?	No constraints	No constraints		
5	Landfill Gas Management	Compliance	In compliance		
5.1	Operational Metrics				
5.1.1	Elevated liquid levels in wellfield? Yes/No		Yes		
5.1.2	# Wells below 45% methane	Observation			
5.1.3	# wells > 130F	Observation			
5.1.4	# wells > 150F	Observation			
5.1.5	# wells with CH4/CO2 ratio <1 or trending to below 1.0	Observation			
5.1.6	% of wells with elevated liquid levels reducing available slotted pipe length by ****%	TBD			
5.1.7	Average system vacuum	TBD			
5.1.8	# wells with positive pressure observed	None			
5.1.9	# wells not operational (turned off)	Observation			
5.2	Wellfield maintained and monitored	Yes/No			
5.3	Landfill Gas Migration Monitoring	No methane level exceedances during the last quarterly monitoring event.			
6	Odor Complaints	No complaints	0		From 10/01/23 to 10/31/23
	Odor complaints	# Odor Complaints	0 odor complaints		Odor neutralizer is in place and operational. Used as needed to control odor.

Acronym Definitions

ACOE- Army Corps Of Engineers **AUF**- Airspace Utilization Factor **BOD**- Biological Oxygen Demand **CAP**- Corrective Action Plan
COD- Chemical Oxygen Demand **CSC**- Comprehensive Site Compliance Evaluation **DMR**- Discharge Monitoring Report
GPS- Groundwater Protection Standards **LCL**- Lower Confidence Limit **NOV**- Notice Of Violation **SCADA**- Supervisory Control And Data Acquisition
SWIFT- Sustainable Water Initiative For Tomorrow **SWPPP**- Storm Water Pollution Prevention Plan **VPDES**- Va. Pollution Discharge Elimination System
WWTP- Waste Water Treatment Plant **PLC**- Programmable Logic Controller **GPM**- Gallons Per Minute **GPD**- Gallons Per Day

**Executive Committee Minutes
Southeastern Public Service Authority of Virginia
September 20, 2023**

A regular meeting of the Executive Committee was held at 9:30 a.m. in the second-floor conference room of the SPSA Regional Office Building in Chesapeake, Virginia and was called to order by Chairman Dale Baugh. The other Executive Committee Members present at this meeting were Ms. Sheryl Raulston, Mr. Randy Keaton, Mr. Al Moor and Mr. Tom Leahy. Also in attendance were Executive Director, Dennis Bagley, Director of Finance, Sandy Schreiber, Director of Administration, Tressa Preston, Director of Operations, Henry Strickland, and General Counsel, Brett Spain. Board Members Mr. Luke McCoy and Mr. John Keifer attended the meeting, as well.

Items for Discussion:

1. Upon further review, it was determined that there were not adequate voting members present at the time the vote was taken to approve the Executive Committee Minutes of July 20, 2023 at the August 16, 2023 Executive Committee Meeting.

Mr. Leahy moved, seconded by Ms. Raulston, to approve the minutes of July 20, 2023, with the previously noted correction. Mr. Moor abstained from voting as he was not yet a member of the Committee in July of 2023. The motion was adopted by a unanimous vote in favor of all voting members of the Committee who were present.

Review and approve Executive Committee Minutes of August 16, 2023.

Mr. Leahy moved, seconded by Mr. Moor, to approve the minutes of August 16, 2023. The motion was adopted by a unanimous vote in favor, with the exception of Mr. Keaton who abstained because he was not present at that meeting.

2. Executive Director Updates

- a) Upcoming Board Meeting New Agenda Items

Firstly, Mr. Bagley let the Committee know that the disarray they found in the downstairs lobby is part of the budgeted renovations planned for the space that HRPDC and HRTAC have expressed interest in renting and should be completed in the next few weeks. While HRPDC has not yet budgeted for more expansion they have expressed keen interest for the near future, which will generate additional revenue for SPSA. Regarding the September Board Meeting, Mr. Bagley informed the Committee that the Audit Committee has a meeting scheduled to review the draft financial statements with the auditors from Cherry Bekaert on September 25, 2023 and will give a report at the September Meeting, with the full audit report to follow at the October Board Meeting. Mr. Mike Davis from VDOT will present an update at the September Board Meeting on the Flyover Project. Staff were scheduled to meet with Mr. Davis later that day to review and discuss his presentation to the Board ahead of the meeting to be made aware of any new developments. Mr. Bob Gardner from SCS Engineers will present the work that has been done in preparation for the RFP on Alternative Waste Disposal, and Mr. Bagley will also raise related matters that he intended to

discuss later in the Executive Committee Meeting. Two cooperative contracts, both of which are a part of the FY24 Capital Replacement Plan will be brought to the Board for consideration, one for two Transportation Road Tractors and one for fourteen Walking Floor Trailers. It was explained that walking floor trailers have metal slats in the base of the trailer and use a hydraulic system to offload waste, and also have the capacity to be connected to a tipper for dumping, which allows for greater versatility in disposing at different locations depending on the current conditions.

b) Ongoing Update Items

The WIN Waste contract discussions continue, and Mr. Bagley reported that the only remaining item being discussed is how and when liquidated damages will be paid to SPSA. There are meetings with attorneys later in the week and it is his hope that a contract can be presented to the Board for approval at the October Board Meeting.

Regarding the Environmental Impact Statement (EIS) from the Army Corps of Engineers required for wetlands permitting in the proposed expansion of the Regional Landfill, as expected, the EPA has issued a letter taking the next step in the process to notify the Corps that the EPA is concerned that if the EPA's concerns are not addressed, the proposed action will result in substantial and unacceptable impacts on Aquatic Resources of National Importance. SPSA is working with the Corps to address the EPA's comments and concerns, the majority of which focus on what SPSA is doing to promote waste reduction and encourage recycling in the region. The waste characterization study performed by SCS Engineers, and the RFP for Alternative Waste Disposal will be helpful in illustrating SPSA's commitment to these efforts.

DEQ has determined that the Leachate Evaporator will require a new source review for its air permitting process which demands a significantly higher permitting fee but does not change the timeline for putting the project online.

The Renewable Natural Gas Facility is operational and the ribbon cutting ceremony is scheduled to immediately follow the Executive Committee Meeting on October 18, 2023 at the Regional Landfill. Terreva is sending invitations to the Board, City of Suffolk officials, Virginia Elected officials, and regulatory agents, as well as the press. It should be an opportunity for positive engagement with the community.

The Regional Solid Waste Management Plan (RSWMP) has been submitted with the addendum on the Public Hearing process. DEQ response is anticipated, and parties are waiting on approval.

Mr. Bagley returned to the subject of the RFP for Alternative Waste Disposal, commenting that in preparation of the draft of that proposal, the topic of SPSA's Use and Support Agreements (USA) became a matter for consideration. He reminded the Committee that each of the member communities have a signed USA that expires on June 30, 2027 that will automatically renew for a ten year period unless that member community gives notice of intent to leave the authority by December 21, 2025. The June 30, 2027 date is significant because it was originally chosen to coincide with the end of the first term of the WIN/Wheelabrator contract. Now that WIN Waste is closing and SPSA is seeking a new Alternative Waste Disposal contract, Mr. Bagley must raise for discussion the challenge of seeking proposals for potential new technology, which would require major investments from vendors, with so little time remaining on the member communities' commitment to SPSA. He posited that it will be difficult for SPSA to get viable, forward-thinking responses if SPSA cannot provide vendors with a solid expectation for the waste that would need to be processed.

An extensive discussion was held on the future of SPSA as an authority and its member communities varying needs, as well as appetites to remain a part of SPSA long-term. Consideration was given to both the concept that SPSA cannot fully carryout the true business of a Regional Authority if under the constant threat of a community disassociating, as well as that members could be hesitant to commit, particularly given SPSA's history, if they don't know the full costs of future endeavors. Mr. Bagley agreed that the topic will require much deeper conversation and that he is ready to present the data that proves the necessity of seeking the best path to achieve the greatest value, not necessarily what is the least costly initially. The discussion also included EPA's expectation that for SPSA to be considered viable for permitting an expansion at the Regional Landfill, it will have to think differently, seek out new ways of doing business, and be willing to adapt as necessary to accommodate those changes.

c) Upcoming Board Meeting Agendas

In October the Executive Committee will meet at the Regional Landfill and then the ribbon cutting for the Renewable Natural Gas plant will immediately follow. At the October Board Meeting the auditors will present the Audited FY23 Financial Statements and Mr. Bagley intends to give an update on plans for the construction of landfill Cell VII and the associated payment schedule.

3. Other Business

Mr. Leahy returned the conversation to the topic of the EPA's desire to see SPSA fully embrace a model for business beyond landfilling and how best to encourage the creation of institutional infrastructure that will allow that type of change to take place. Discussion was held on engaging with member communities about the possibilities for addressing their individual recycling contract and waste diversion concerns with a regional solution by approaching the HRPDC and presenting to the CAOs. It was recognized that while there are appetites for solutions, individual communities may have some uneasiness around the complexities of the logistics required for working collectively again. It was agreed to continue to take steps to move this discussion forward.

4. Meeting Adjourned at 10:46 a.m.

7. Regional Solid Waste Management Plan (RSWMP) Approval

As the Board has been informed and briefed by SPSA staff and Mr. Eric Walberg, HRPDC Principal for Planning and Economics, the pending closure of the WIN/Wheelabrator waste to energy facility in Portsmouth has triggered two major amendments to the *Regional Solid Waste Management Plan for Southeastern Virginia 2020 – 2025*:

1. Movement down the waste disposal hierarchy from incineration to disposal,
2. Expansion of the capacity of the SPSA Regional Landfill in Suffolk, VA (Solid Waste Permit No. 417): The amended RSWMP calls for the addition of 16 million cubic yards of capacity. The current capacity is 38.2 million cubic yards, and the requested total future capacity is 54.2 million cubic yards.

Amendment Process

- The Virginia Department of Environmental Quality required public hearings in each of the SPSA member localities.
- The hearings were advertised in the *Virginian Pilot* and the *New Journal and Guide*. They were also announced on the HRPDC website.
- An online comment form was available on the HRPDC website.
- The public hearings were held June – August 2023.
- Little in the way of public input was received. Representatives of Chesapeake IBC and Recycling and Disposal Solutions attended two of the hearings.
- A meeting of the CAO designated Solid Waste Planning Unit Work Group was held on August 18, 2023, to brief staff of SPSA member localities on the amendment process.
- The region's CAOs were briefed on September 6, 2023.
- The HRPDC Board of Directors has approved the amended plan.
- Following SPSA Board approval, the amended plan will be submitted to the Virginia Department of Environmental Quality.

The approval of this amended plan will allow SPSA to move forward with the planned expansion of the Regional Landfill. It is staff's recommendation that the Board approve the plan. Staff and Mr. Walberg will be available to answer questions.

RECOMMENDED ACTION: Approve the *Regional Solid Waste Management Plan for Southeastern Virginia 2020 – 2025*, as presented.

MOTION: Do I hear a motion that the *Regional Solid Waste Management Plan for Southeastern Virginia 2020 – 2025* be approved, as presented.

8. Request for Information on MSW Disposal Services Presentation

Mr. Bob Gardener and Mr. Keith Matteson of SCS Engineers will make a presentation on the results of the RFI for Municipal Solid Waste Disposal Services issued November 6, 2023.

9. Financial Report (written only)

Statement of Revenue and Expenses – Budget to Actual Comparison

For the month ending October 31, 2023, total revenues exceeded total expenses by approximately \$541 thousand as compared to \$161 thousand in October 2022.

Year to date Tipping fee revenue received through October 2023 reflects an increase of 3.3% or approximately \$603 thousand as compared to the same period in the previous fiscal year.

Total expenses for the month ending October 31, 2023 were approximately \$4.2 million as compared to \$5.6 million incurred in the previous fiscal year.

Monthly Expense Line Items

This report provides the actual expenses by month by the type of expense. The majority of the line items vary in amount from month to month because they are either: (1) dependent on usage, or (2) timing of payment and/or check date.

Monthly Comparison of Revenues and Expenses

This report illustrates the monthly revenues and expenses. An explanation is included under each graph if there is a sizeable variance. The straight line in each graph represents the fiscal year 2024 budget on a straight-lined basis and the line graph represents the prior fiscal year for comparison.

Waste Stream Report

This report has been developed to provide the status of tonnages received as compared to the amounts budgeted. For the month ending October 31, 2023, municipal waste tonnages reflect a decrease of 2.1% or approximately 841 tons as compared to October 31, 2022.

Treasurer's Report of Cash Balances

This report captures the monthly activity in each of the depository accounts grouped as either unrestricted and designated funds or trust funds. As of October 31, 2023 cash balances were approximately \$54.5 million representing approximately \$7.0 million in operating funds, \$6.6 million in undesignated fund balance, \$28 thousand for FY 2023 Rolled Purchase Orders, \$2.9 million reserved for the Leachate Evaporation System, \$273 thousand for open Landfill Expansion Purchase Orders, \$21.7 million designated for Landfill Closure and \$15.5 million reserved for Landfill Expansion and Flyover.

**Southeastern Public Service Authority
Statement of Revenue and Expenses - Budget to Actual Comparison
For the Period Ending October 31, 2023**

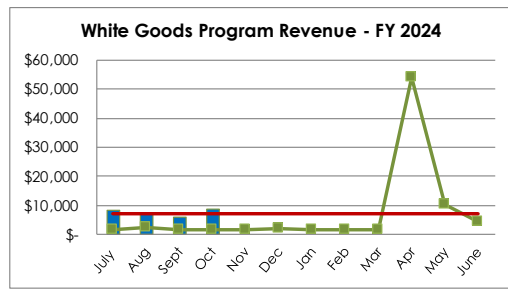
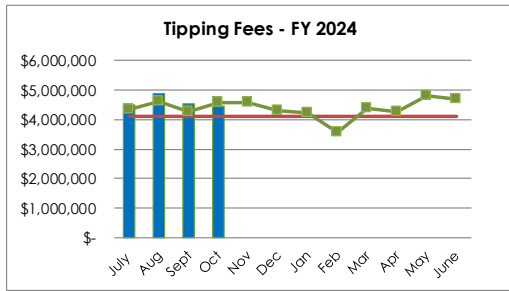
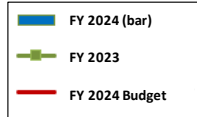
	OCTOBER 2023				OCTOBER 2022			
	Adjusted Budget	Month	FYTD	% of Budget	Adjusted Budget	Month	FYTD	% of Budget
REVENUES								
Tipping Fees	\$ 49,593,237	\$ 4,447,316	\$ 18,399,421	37.1%	\$ 50,145,512	\$ 4,573,532	\$ 17,796,153	35.5%
Tire program	882,000	97,400	366,109	41.5%	770,000	81,630	370,089	48.1%
Household Hazardous Waste Revenue/Ewaste	433,000	31,539	140,078	32.4%	425,000	29,092	154,227	36.3%
White Goods Program	85,000	8,861	30,766	36.2%	60,000	1,482	7,388	12.3%
Landfill Gas Recovery	250,000	1,274	7,466	3.0%	90,000	6,117	47,205	52.4%
Miscellaneous Income	252,686	9,459	(32,762)	-13.0%	500,000	11,391	116,160	23.2%
Interest Earnings	500,000	168,808	327,987	65.6%	258,729	21,693	359,112	138.8%
Fund Balance / Capital / Rolled PO's	8,382,559	-	2,315,524	27.6%	24,943,459	1,027,985	3,415,115	13.7%
Fund Balance / Landfill Expansion	11,437,725	-	304,940	2.7%	158,935	91,333	203,582	128.1%
TOTAL REVENUES	\$ 71,816,207	\$ 4,764,656	\$ 21,859,530	30.4%	\$ 77,351,635	\$ 5,844,256	\$ 22,469,031	29.0%
Administration	\$ 2,473,691							
Salaries / Wages	\$ 961,350	\$ 76,637	\$ 325,308	33.8%	\$ 909,222	\$ 84,752	\$ 288,181	31.7%
Employee Benefits	235,169	20,832	97,553	41.5%	206,944	15,648	59,482	28.7%
Professional / Contracted Services	618,073	51,907	290,663	47.0%	588,613	22,773	148,737	25.3%
Other Operating Expenses	369,495	25,418	97,472	26.4%	282,157	25,050	81,467	28.9%
Materials / Supplies	39,399	3,720	26,356	66.9%	60,807	3,510	6,673	11.0%
Total Administration	\$ 2,223,486	\$ 178,514	\$ 837,352	37.7%	\$ 2,047,743	\$ 151,735	\$ 584,540	28.5%
Environmental Management								
Salaries / Wages	\$ 369,137	\$ 22,314	\$ 113,709	30.8%	\$ 331,367	\$ 21,185	\$ 94,563	28.5%
Employee Benefits	104,953	6,867	34,759	33.1%	120,383	5,980	24,190	20.1%
Professional / Contracted Services	75,272	13,338	13,996	18.6%	73,508	12,453	14,335	19.5%
Other Operating Expenses	11,289	598	2,381	21.1%	8,201	488	1,974	24.1%
Materials / Supplies	27,824	2,023	7,801	28.0%	24,790	1,824	6,324	25.5%
Total Environmental Management	\$ 588,475	\$ 45,139	\$ 172,646	29.3%	\$ 558,249	\$ 41,930	\$ 141,385	25.3%
Operations								
Salaries / Wages	\$ 7,170,183	\$ 510,231	\$ 2,165,888	30.2%	\$ 6,272,907	\$ 501,848	\$ 2,183,110	34.8%
Employee Benefits	2,234,986	166,789	772,198	34.6%	2,040,988	152,291	625,313	30.6%
Professional / Contracted Services	3,118,427	314,333	1,310,388	42.0%	3,045,904	271,117	955,677	31.4%
Other Operating Expenses	1,000,058	63,227	251,313	25.1%	973,666	103,892	283,548	29.1%
Materials / Supplies	2,406,468	206,308	777,977	32.3%	2,451,414	202,068	813,971	33.2%
Total Operations	\$ 15,930,122	\$ 1,260,889	\$ 5,277,765	33.1%	\$ 14,784,879	\$ 1,231,216	\$ 4,861,618	32.9%
TOTAL OPERATING EXPENSES	\$ 18,742,083	\$ 1,484,542	\$ 6,287,763	33.5%	\$ 17,390,871	\$ 1,424,880	\$ 5,587,543	32.1%
CAPITAL PROJECTS / EQUIPMENT REPLACEMENT								
A RLF-CELLS 8/9 PERMITTING	700,476	25,499	169,154	24.1%	-	-	-	-
A VDOT - FLYOVER	12,865,572	6,370	354,616	2.8%	-	-	-	-
A RLF - DESIGN BUILD PROJECT	344,889	-	-	0.0%	-	-	-	-
A RLF - CAP REDESIGN	117,596	40,649	62,656	-	-	-	-	-
A RLF-FUEL ISLAND CONCRETE	16,450	-	-	-	-	-	-	-
A RLF-FUEL CANOPY	76,812	76,812	76,812	-	-	-	-	-
A RLF-COMPACTOR REFURB	692,000	-	-	-	-	-	-	-
TSP - ROAD TRACTORS	440,144	-	-	0.0%	-	-	-	-
TSP-MSW TRAILERS	1,582,181	-	-	-	-	-	-	-
TSP -SLUDGE TRAILER	73,000	-	69,930	95.8%	-	-	-	-
TSP -SLUDGE TRAILER	69,930	71,030	71,030	-	-	-	-	-
A FLT-SERVICE TRUCK	125,924	-	67,315	0.0%	-	-	-	-
A FLT-PICKUP TRUCK	48,000	-	44,270	-	-	-	-	-
A RLF-LEACHATE EVAP SYSTEM	4,899,300	-	2,099,700	42.9%	-	-	-	-
A ENV-HHW STATION	26,462	-	26,462	-	-	-	-	-
A IOW-SCALEHOUSE OFFICE	61,801	12,740	54,993	-	-	-	-	-
A NTS - WHEEL LOADER REBUILD	327,388	-	-	0.0%	-	-	-	-
A OTS-DROP & HOOK PAVING	97,303	-	-	-	-	-	-	-
A ENV - HHW WHEEL LOADER	345,291	-	-	-	-	-	-	-
A IT-VEHICLE	38,000	-	26,795	-	-	-	-	-
A ROB RECEPTION AREA	12,644	6,322	7,342	-	-	-	-	-
RLF-SHOP ROOF	28,000	-	-	-	-	-	-	-
FLT-HOFFMAN TIRE MACHINE	21,950	-	-	-	-	-	-	-
FLT-MOHAWK LIFT SYSTEM	57,424	52,669	-	-	-	-	-	-
CTS - VOLVO LOADER	454,981	454,981	454,981	-	-	-	-	-
CTS - SCALE FOUNDATION	-	-	-	-	-	-	-	-
UNDESIGNATED	474,479	-	-	0.0%	-	-	-	-
TOTAL CAPITAL PROJECTS/EQUIPMENT REPLACEMENT	\$ 23,997,997	\$ 747,072	\$ 3,643,480	15.2%	\$ 28,322,527	\$ 1,586,296	\$ 4,175,571	14.7%
OTHER USES								
Contracted Waste Disposal	\$ -	-	\$ -	N/A	\$ 15,372,692	-	\$ -	0.0%
Service Fee to Wheelabrator Addendum 6	9,289,800	1,034,666	4,476,851	48.2%	\$ 7,260,545	-	\$ -	N/A
Atlantic Waste Disposal	4,420,000	-	50,556	-	\$ 1,000,000	81,822	238,688	23.9%
Waste Disposal - RDS	2,280,000	69,741	471,605	-	\$ 5,000	-	-	-
Waste Hauling - MBI	5,081,327	220,614	1,174,698	-	\$ 8,000,000	-	-	-
Suffolk Environmental Trust Fund	-	-	-	N/A	-	-	-	N/A
Reserves for Landfill Expansion/Closure	8,000,000	666,667	2,666,667	33.3%	-	666,667	2,666,667	N/A
Virginia Beach Environmental Trust Fund	5,000	-	-	0.0%	-	-	-	N/A
Contingency	-	-	-	N/A	-	-	-	N/A
TOTAL OTHER USES	\$ 29,076,127	\$ 1,991,688	\$ 8,840,377	30.4%	\$ 31,638,237	\$ 2,671,700	\$ 10,520,414	33.3%
GRAND TOTAL EXPENSES	\$ 71,816,207	\$ 4,223,302	\$ 18,771,620	26.1%	\$ 77,351,635	\$ 5,682,876	\$ 20,283,528	26.2%
NET REVENUES / (EXPENSES)	\$ -	\$ 541,354	\$ 3,087,910		\$ -	\$ 161,380	\$ 2,185,503	

A Budget has been adjusted by \$6,140,952 for purchase orders rolled over from FY 2023

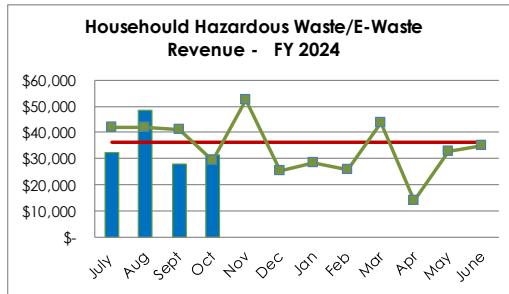
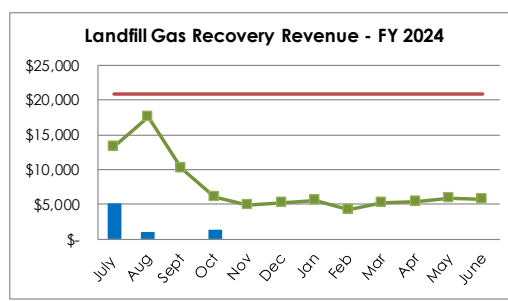
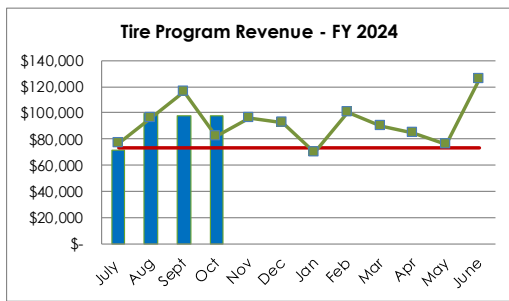
Southeastern Public Service Authority
Monthly Expense Line Items

Description	FY 2024						From Previous Month			FYTD
	Adjusted Budget	Jul-23	Aug-23	Sep-23	Oct-23	FYTD	\$ Change	% Change	% of Budget	
Salaries Exempt	\$ 2,276,540	\$ 189,368	\$ 169,363	\$ 226,803	\$ 176,491	\$ 762,025	\$ (50,312)	-22.2%	33.5%	
Salaries Non-Exempt	5,516,891	348,685	350,172	528,196	364,990	1,592,044	\$ (163,206)	-30.9%	28.9%	
Overtime	707,239	63,383	53,794	65,958	67,701	250,837	\$ 1,743	2.6%	35.5%	
Fica / Medicare Tax	648,635	44,826	42,549	61,333	45,332	194,041	\$ (16,001)	-26.1%	29.9%	
VRS Retirement	80,572	5,555	5,746	5,848	6,489	23,639	\$ 641	11.0%	29.3%	
Health Insurance	1,565,170	236,761	119,929	125,479	121,673	603,842	\$ (3,806)	-3.0%	38.6%	
Vrs Group Life Insurance	100,820	7,319	7,304	7,503	7,688	29,814	\$ 185	2.5%	29.6%	
Unemployment Insurance	1,966	14	31	68	54	168	\$ (14)	-20.7%	8.5%	
Workers Compensation	177,945	13,252	13,252	13,252	13,252	53,008	\$ -	0.0%	29.8%	
Medical Fees	11,872	-	305	2,275	800	3,380	\$ (1,475)	-64.8%	28.5%	
Security Service	85,100	4,771	7,695	6,302	4,639	23,407	\$ (1,663)	-26.4%	27.5%	
Professional Services	171,975	29,368	15,055	21,116	6,579	72,119	\$ (14,537)	-68.8%	41.9%	
Engineering Services	184,287	-	14,443	-	3,958	18,401	\$ 3,958	N/A	10.0%	
Landfill Survey	2,000	-	-	-	-	-	\$ -	-	N/A	0.0%
Legal Fees	225,000	-	54,450	41,582	31,063	127,095	\$ (10,519)	-25.3%	56.5%	
Environmental Testing	100,700	486	21,182	1,692	463	23,822	\$ (1,229)	-72.7%	23.7%	
Fire Protection	9,700	-	-	-	1,230	1,230	\$ 1,230	N/A	12.7%	
Temporary Employment Services	50,000	1,807	2,515	3,184	2,840	10,345	\$ (344)	-10.8%	20.7%	
Uniform Rental	50,612	3,193	3,767	2,782	3,355	13,098	\$ 573	20.6%	25.9%	
Maintenance Service Agreements	183,805	6,162	6,473	38,752	6,856	58,243	\$ (31,895)	-82.3%	31.7%	
Grounds Maintenance	116,255	780	780	2,340	21,943	25,843	\$ 19,603	837.7%	22.2%	
Hazardous Waste Disp/Cleanup	56,500	-	-	-	13,080	13,080	\$ 13,080	N/A	23.2%	
Equip Maintenance-Parts	823,314	89,243	71,132	58,889	46,672	265,935	\$ (12,217)	-20.7%	32.3%	
Equip Maintenance-Service	339,968	14,629	21,966	20,681	16,352	73,627	\$ (4,329)	-20.9%	21.7%	
Scale Maintenance	28,200	-	8,802	-	6,621	15,423	\$ 6,621	N/A	54.7%	
Building / Site Maintenance	592,707	17,560	45,319	46,334	43,314	152,526	\$ (3,020)	-6.5%	25.7%	
Leachate Pumping Station Maint	40,000	7,057	10,257	10,603	2,487	30,404	\$ (8,116)	-76.5%	76.0%	
Printing	2,400	-	-	-	-	-	\$ -	-	N/A	0.0%
Advertising	11,500	188	251	150	156	745	\$ 6	3.8%	6.5%	
Trustee Expense	1,000	-	-	-	1,000	1,000	\$ 1,000	N/A	100.0%	
Permit Fees	114,876	1,450	21,165	82,839	31,701	137,155	\$ (51,138)	-61.7%	119.4%	
Suffolk Host Fee	610,000	132,579	142,823	138,297	134,470	548,169	\$ (3,827)	-2.8%	89.9%	
Electricity	223,302	(0)	10,146	19,122	18,494	47,762	\$ (628)	-3.3%	21.4%	
Heating/Gas/Propane	9,000	30	54	89	78	250	\$ (11)	-12.6%	2.8%	
Water / Sewer	46,550	745	2,139	1,421	12,417	16,722	\$ 10,996	773.9%	35.9%	
Leachate Treatment	250,000	-	33,718	15,399	-	49,117	\$ (15,399)	-100.0%	19.6%	
Telephone	131,964	15,622	10,762	12,176	9,879	48,439	\$ (2,297)	-18.9%	36.7%	
Postage	1,900	60	106	162	315	642	\$ 153	94.4%	33.8%	
Radio Communication & Repair	3,310	457	-	510	1,030	1,997	\$ 520	102.0%	60.3%	
Insurance & Bonding	242,902	20,206	20,706	20,206	20,206	81,324	\$ -	0.0%	33.5%	
Equipment Rental	30,000	98	1,612	2,807	1,160	5,676	\$ (1,647)	-58.7%	18.9%	
Land Lease Payment	3,500	292	292	292	292	1,167	\$ -	0.0%	33.3%	
Tire De-Rimming Service	1,000	-	-	-	-	-	\$ -	-	N/A	0.0%
Travel And Training	37,290	3,520	1,775	3,912	5,382	14,588	\$ 1,471	37.6%	39.1%	
Road Tolls	232,575	11,166	18,744	16,884	14,205	60,999	\$ (2,679)	-15.9%	26.2%	
Membership & Professional Dues	4,549	-	1,243	-	-	1,243	\$ -	-	N/A	27.3%
Bank Fees	69,500	7,101	5,929	6,305	5,636	24,970	\$ (669)	-10.6%	35.9%	
Awards Programs	52,500	425	469	148	150	1,191	\$ 3	1.7%	2.3%	
Employee Appreciation	40,000	-	-	114	-	114	\$ (114)	-100.0%	0.3%	
EMS Support Program	1,000	-	-	-	-	-	\$ -	-	N/A	0.0%
Office Supplies	12,000	827	1,061	632	1,911	4,432	\$ 1,279	202.2%	36.9%	
Computer Software	16,451	-	-	355	-	355	\$ (355)	-100.0%	2.2%	
Dues & Subscriptions	57,462	422	1,007	590	2,591	4,610	\$ 2,002	339.5%	8.0%	
Other Operating Supplies	109,876	24,749	9,185	9,006	9,824	52,765	\$ 819	9.1%	48.0%	
Vehicle / Equipment Fuel	1,491,711	94,930	116,935	122,883	132,880	467,627	\$ 9,997	8.1%	31.3%	
Vehicle/Equipment DEF	45,000	2,739	3,171	3,187	3,450	12,546	\$ 263	8.2%	27.9%	
Vehicle / Equipment Tires	668,992	43,019	65,375	66,394	53,993	228,781	\$ (12,400)	-18.7%	34.2%	
Safety Apparel & Equipment	22,350	671	2,029	684	3,442	6,826	\$ 2,758	403.3%	30.5%	
Small Equipment	34,500	450	5,415	5,190	2,130	13,184	\$ (3,060)	-59.0%	38.2%	
Furniture	3,350	-	-	3,350	-	3,350	\$ (3,350)	-100.0%	100.0%	
Computer Hardware	12,000	7,206	29	3,559	1,831	12,625	\$ (1,728)	-49%	105.2%	
Total Operating Expenses	\$ 18,742,083	\$ 1,453,172	\$ 1,522,418	\$ 1,827,631	\$ 1,484,542	\$ 6,287,763	\$ (343,089)	\$ (0)	33.5%	
Capital Projects/Equip Replacement	\$ 23,997,997	2,250,969	289,184	356,256	747,072	3,643,480	390,816	109.7%	15.2%	
Contracted Waste Disposal-WM	4,420,000	0	-	50,556	0	50,556	\$ (50,556)	-100.0%	0.0%	
Waste Disposal - RDS	2,280,000	0	160,619	241,244	69,741	471,605	\$ (171,503)	-71.1%	0.0%	
Waste Hauling - MBI	5,081,327	164,489	493,177	296,419	220,614	1,174,698	\$ (75,805)	-25.6%	23.3%	
Service Fee to Wheelabrator - Adder	9,289,800	1,065,904	1,235,198	1,141,084	1,034,666	4,476,851	\$ (106,418)	-9.3%	48.2%	
Suffolk Environmental Trust Fund	5,000	-	-	-	-	-	\$ -	-	N/A	0.0%
Reserves for Landfill Expansion/Closure	8,000,000	666,667	666,667	666,667	666,667	2,666,667	\$ -	0.0%	33.3%	
Total Expenses	\$ 71,816,207	\$ 5,601,199	\$ 4,367,262	\$ 4,579,856	\$ 4,223,302	\$ 18,771,620	\$ (356,554)	\$ (0)	26.1%	

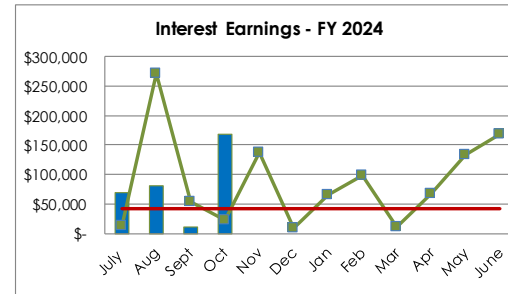
**Southeastern Public Service Authority
Monthly Comparison of Revenues and Expenses**



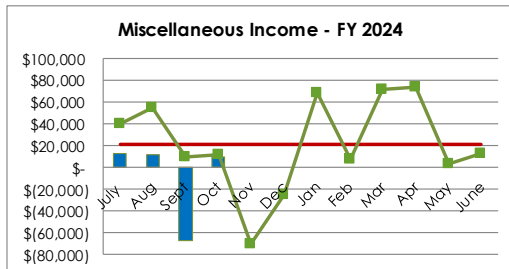
* Monthly revenue is dependent on users.

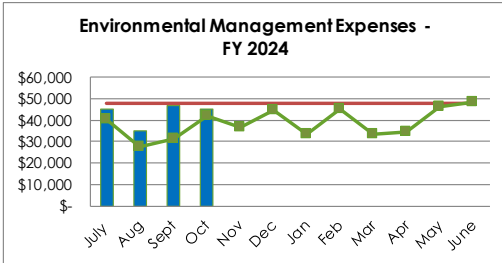
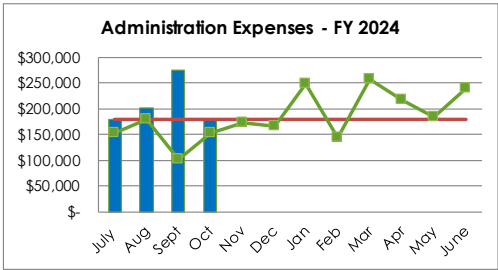
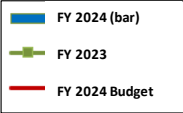


* Monthly revenue is dependent on users.

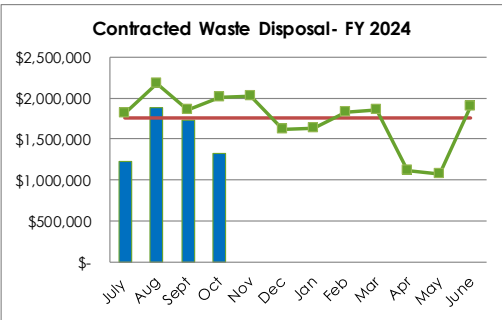
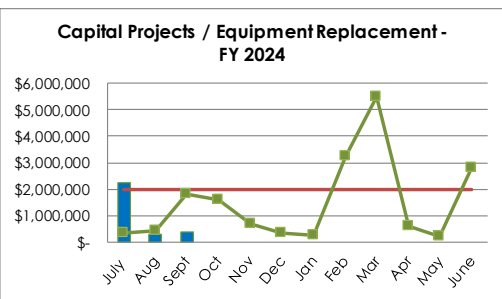
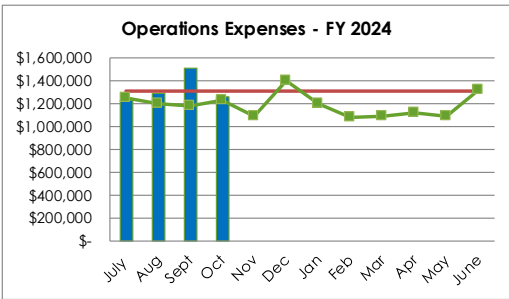


Interest payments vary based on investment date and maturity date.





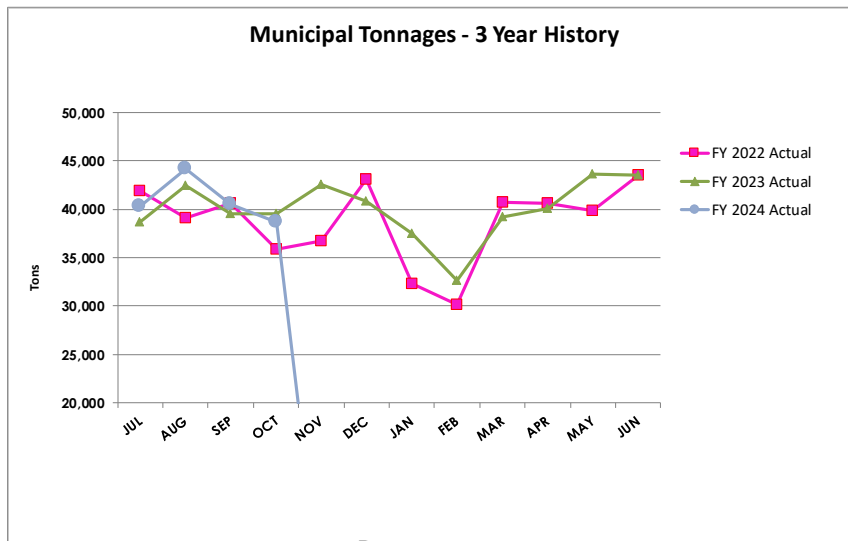
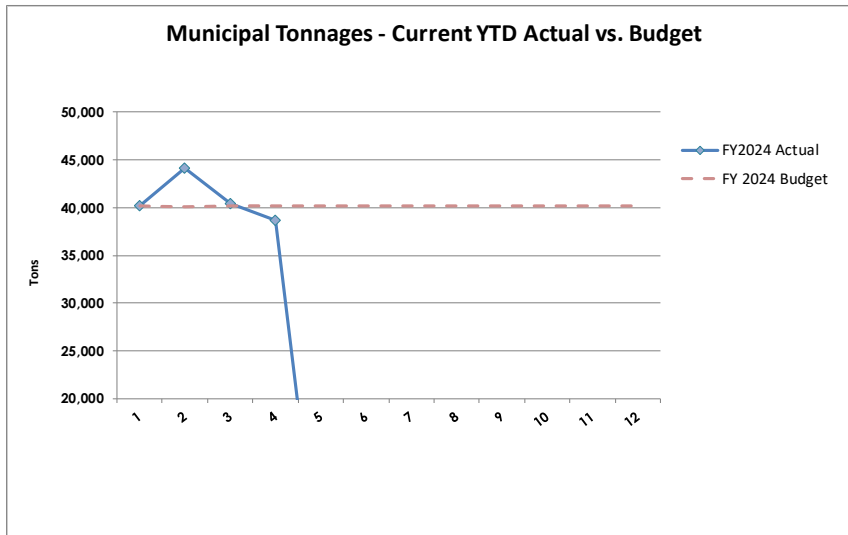
*Legal fees



Southeastern Public Service Authority (SPSA) Waste Stream

Waste Category	FY 2021	FY 2022	FY 2023	FY 2024	FY 2024	
	Actual (Tons)	Actual (Tons)	Actual (Tons)	Budget	Actual (Tons) as of 10/31/2023	% of Budget
Waste Stream Budgeted under Tipping Fees						
Municipal Waste						
Chesapeake	114,806	108,633	121,603	110,000	40,408	36.7%
Franklin	3,499	3,952	3,880	3,300	1,257	38.1%
Isle of Wight	17,839	16,561	16,109	18,000	5,392	30.0%
Norfolk	89,209	77,291	77,518	89,000	26,639	29.9%
Portsmouth	46,339	43,584	42,283	42,000	15,053	35.8%
Southampton	10,033	9,972	9,939	10,800	3,269	30.3%
Suffolk	49,639	47,185	46,106	51,200	15,614	30.5%
Virginia Beach	169,097	157,055	162,394	157,550	55,879	35.5%
Residential (Free of Charge)	-	-	-	-	-	-
Total Municipal Waste	500,461	464,233	479,832	481,850	163,511	33.9%
Sludge - Norfolk	4,695	6,352	7,325	5,207	2,534	48.7%
Navy Waste	26,176	23,128	23,915	26,010	8,662	33.3%
SPSA Contracted Waste	134,044	165,485	204,616	140,379	77,031	54.9%
Construction & Demolition Debris	6,514	8,074	8,769	9,370	3,984	42.5%
Non-Contract Waste	46,616	77,909	63,449	59,399	21,156	35.6%
Total Other Waste	218,045	280,948	308,074	240,365	113,367	47.2%
Total Waste Stream	718,506	745,181	787,906	722,215	276,878	38.3%

Note: Effective July 1, 2018 residential waste tons is included with municipal waste tons.



Regional Landfill Waste Stream													
Types of Waste (tons)	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23	Jan-24	Feb-24	Mar-24	Apr-24	May-24	Jun-24	Totals
													FY2024
CDD	998	997	786	1,203									3,984
Sludge - Norfolk	524	800	579	632									2,534
Sludge - Suffolk	0	0	0	0									0
Industrial Waste	6	0	3	0									19
Fines C&D	0	0	0	0									0
Soils	486	386	701	663									2,236
Brick & Block	0	0	0	0									0
Clean Fill	951	1,090	693	1,676									4,410
Peanut Dust/Peanut Hulls	15	66	196	164									440
Municipal Solid Waste ¹	0	0	0	0									0
Suffolk Municipal NP Solid Waste	33	39	29	34									134
Southampton City Municipal NP Solid Waste	0	0	0	0									0
Chesapeake Municipal NP Solid Waste	0	0	0	0									0
Portsmouth Municipal NP Solid Waste	10	7	4	18									39
Virginia Beach Municipal NP Solid Waste	0	0	0	0									0
Norfolk Municipal NP Solid Waste	0	0	0	0									0
NP from Municipal HHW Users	55	60	71	66									252
Navy Waste ¹	63	55	36	54									209
Contract Processable Waste	55	192	172	254									672
Non-Processable Commercial Waste ²	455	495	386	542									1,877
Non Contract/Non Municipal	6	8	25	17									56
Concrete/Asphalt	0	0	0	10									10
Shredded Tires	425	1,382	585	902									3,293
Ash	6,928	7,857	10,581	8,264									33,630
Non-Qualifying Ash	708	831	869	1,448									3,857
Cell V Slope	0	0	0	0									0
MSW from Tsf Stations (west)	6,534	7,003	6,372	6,057									25,966
Clean Fill - Clearfield (1.35 factor)	3,194	-	4,328	1,588	0	0	0	0	0	0	0	0	9,110
Clearfield Residual (1.35 factor)	0	0	95	95	0	0	0	0	0	0	0	0	190
Non Processable Waste (from Tsf Stations)	0	0	0	0	0	0	0	0	0	0	0	0	0
Non-Processable Waste (from RDF)	0	0	0	0	0	0	0	0	0	0	0	0	0
Diverted Processable Waste (from RDF)	0	0	0	0	0	0	0	0	0	0	0	0	0
Diverted Processable Waste (from Tsf Stations)	20,346	21,533	21,444	19,779									83,101
Total	41,791	42,800	47,954	43,475	-	-	-	-	-	-	-	-	176,020

¹ Represents CDD from Suffolk Contractors

² Boats, Flour, Frozen Foods, Other items too large for Suffolk Transfer Station, SW Unacceptable at Tsf Stations, Scrap Tires

**Southeastern Public Service Authority
Treasurer's Report of Cash Balances
For the Month Ending October 31, 2023**

Fund Type	Beginning Balance	Deposits / Transfers In	Interest Earnings	Payables / Transfers Out	Payroll	Ending Balance
Unrestricted and Designated Funds (see footnote below):						
Townebank Operating	\$ 2,377,065.68	\$ 5,703,411.03	\$ -	\$ 4,851,276.06	\$ 610,687.68	\$ 2,618,512.97
Townebank Money Market	764.20	-	-	-	-	764.20
Townebank CD	3,202,410.59	-	-	-	-	3,202,410.59
Virginia Investment Pool (VIP)	9,017,447.68	2,000,000.00	48,411.11	325,000.00	-	10,740,858.79
Virginia Investment Pool (1-3)	-	-	-	-	-	-
Raymond James & Associates Investments	39,308,945.76	-	-	-	-	39,308,945.76
Total Unrestricted and Designated Funds	\$ 52,555,744.74	\$ 7,703,411.03	\$ 48,411.11	\$ 5,176,276.06	\$ 610,687.68	\$ 54,520,603.14
Trust Funds:						
Environmental / Va. Beach Landfill	\$ 493,527.43	-	2,188.83	-	-	495,716.26
Environmental / Regional Landfill	\$ 505,175.37	-	2,236.39	-	-	507,411.76
Total Trust Funds	\$ 994,443.78	\$ -	\$ 4,425.22	\$ -	\$ -	\$ 998,869.00
GRAND TOTAL	\$ 53,550,188.52	\$ 7,703,411.03	\$ 52,836.33	\$ 5,176,276.06	\$ 610,687.68	\$ 55,519,472.14
Cash Balances Designated as follows:						
Operating Funds	\$ 7,041,830					
Undesignated (Fund Balance June 30, 2023)	\$ 6,563,000	(equivalent to 2 months operating expenses)				
Reserved for FY 2023 Rolled Purchase Orders	\$ 28,287					
Reserved for FY 2023 Rolled Capital POs	\$ 460,957					
Reserved for Leachate Evaporation System	\$ 2,911,950					
Purchase Orders for Landfill Expansion (Rolled)	\$ 273,272					
Reserve for Landfill Closure (as of June 30, 2023)	\$ 21,762,349					
Reserve for Landfill Expansion and Flyover	\$ 15,478,958					
Total Designated Funds	<u>\$ 54,520,603</u>					

**Southeastern Public Service Authority
Budget Transfer Activity
For the Month Ending October 31, 2023**

Department	Object	Description	Transfer In	Transfer Out
Isle of Wight TS	56220	Vehicle/Equipment Tires	\$ 490.33	
Isle of Wight TS	53400	Equipment Maintenance-Parts		\$ 490.33
Suffolk TS	53402	Equipment Maintenance-Scale	\$ 2,000.00	
Suffolk TS	53400	Equipment Maintenance-Parts		\$ 2,000.00
Capital	58100	CTS-Scale Foundation	\$ 12,500.00	
Capital	62999	Undesignated		\$ 12,500.00
ROB	53410	Building/Site Maintenance	\$ 3,000.00	
ROB	53310	Maintenance Service Agreements		\$ 3,000.00
Norfolk TS	55220	Radio Communication & Repair	\$ 1,000.00	
Norfolk TS	56410	Small Equipment		\$ 1,000.00
Landstown TS	55510	Travel and Training	\$ 600.00	
Human Resources	55510	Travel and Training		\$ 600.00
Suffolk TS	53402	Equipment Maintenance-Scale	\$ 2,500.00	
Suffolk TS	53400	Equipment Maintenance-Parts		\$ 2,500.00
Suffolk TS	53402	Equipment Maintenance-Scale	\$ 500.00	
Suffolk TS	53400	Equipment Maintenance-Parts		\$ 500.00
Chesapeake TS	53800	Permit Fees	\$ 390.00	
Chesapeake TS	53410	Building/Site Maintenance		\$ 390.00
Tire Shredder	56140	Other Operating Supplies	\$ 100.00	
Tire Shredder	56100	Office Supplies		\$ 100.00
Landstown TS	53401	Equipment Maintenance-Service	\$ 2,091.05	
Landstown TS	53400	Equipment Maintenance-Parts		\$ 2,091.05
ROB	53170	Fire Protection	\$ 26.00	
ROB	53310	Maintenance Service Agreements		\$ 26.00
Fleet	55510	Travel and Training	\$ 30.00	
Fleet	56410	Small Equipment		\$ 30.00
Norfolk TS	56220	Vehicle/Equipment Tires	\$ 2,892.50	
Norfolk TS	53400	Equipment Maintenance-Parts		\$ 2,892.50
ROB	53410	Building/Site Maintenance	\$ 1,000.00	
ROB	55100	Electricity		\$ 1,000.00
Capital	62999	Undesignated		
Capital	62330	HHW Station		
Total			\$ 29,119.88	\$ 29,119.88

10. WIN Waste Innovations – Portsmouth Monthly Report (written only)

November 15, 2023

Dennis Bagley
Southeastern Public Service Authority
723 Woodlake Drive
Chesapeake, VA 23320

Dear Mr. Bagley:

Please find attached the Monthly Report for WIN Waste Innovations facility required by Schedule 15 of the Service Agreement. Should you have any questions on any of the items covered herein please do not hesitate to contact me.

Sincerely,

Clint Stratton
Plant Manager, WIN Waste Innovations

enclosure

**WIN Waste Innovations
TONNAGES REPORT
CALENDAR YEAR 2023**

MONTH	SPSA				TOTAL		RESIDUE				MW SOLD TO THE GRID (MWHr)
	ACCEPTABLE WASTE (SPSA report)	THIRD PARTY ACCEPTABLE WASTE (TONS)	OUT-OF-STATE WASTE (TONS) *	OUTSIDE-AREA WASTE (TONS)	NAVY STEAM DELIVERED (K-LBS)	ALL WASTE ACCEPTED AT RDF (TONS)	NP REMOVED FROM RDF (TONS)	PROHIBITED WASTE	PROCESSED FORMULA	DELIVERED TO LANDFILL (TONS)	
JAN	28,107.19	1,171.76	9.36	-	29,288.31	29,288.31	4,140.78	-	26,406.15	10,593.86	3,202
FEB	31,320.87	2,694.78	-	-	34,015.65	34,015.65	4,609.83	-	26,146.82	6,034.25	4,827
MAR	33,316.60	1,265.59	40.64	-	34,622.83	34,622.83	3,413.21	-	28,378.47	12,957.81	3,788
APR	31,910.69	301.26	28.92	-	32,240.87	32,240.87	2,934.02	-	29,728.51	8,702.69	5,996
MAY	30,831.58	72.01	42.03	-	30,182.64	30,182.64	5,875.97	-	25,319.57	12,337.87	4,819
JUN	30,742.43	21.64	86.15	-	30,551.59	30,551.59	3,264.76	-	25,437.43	12,103.98	4,163
JUL	29,832.18	12.51	32.73	-	29,697.02	29,697.02	4,187.69	-	26,040.25	7,635.21	3,846
AUG	34,570.32	66.90	4.15	-	33,580.53	33,580.53	4,992.17	-	27,256.44	8,688.66	4,795
SEP	31,936.29	50.27	-	-	32,524.46	32,524.46	4,828.39	-	27,182.83	11,449.79	4,229
OCT	28,957.91	257.01	6.34	-	29,538.00	29,538.00	5,137.11	-	25,343.13	9,712.71	4,447
NOV											
DEC											
YTD TOTAL	311,526.06	5,913.73	250.32	-	316,241.90	316,241.90	43,383.93	-	267,239.60	100,216.83	44,112.00

* NOTE: This is material brought in from the nearby counties in NC provided for under the Service Agreement.

**WIN Waste Innovations
AVAILABILITY
CALENDAR YEAR 2023**

MONTH	BOILER AVAILABILITY (%)	BOILER PLANNED OUTAGES (HRS)	BOILER UNPLANNED OUTAGES (HRS)	TURBINE AVAILABILITY	TURBINE PLANNED OUTAGES (HRS)	TURBINE UNPLANNED OUTAGES (HRS)
JAN	98.5%	0	46	100%	0	0
FEB	92.0%	204	12	100.0%	0	0
MAR	86.4%	141	263	100.0%	0	0
APR	98.7%	0	37	100.0%	0	0
MAY	97.6%	0	71	100.0%	0	0
JUN	98.4%	0	47	100.0%	0	0
JUL	97.3%	0	80	98.3%	0	37
AUG	99.5%	0	15	100.0%	0	0
SEP	98.2%	0	51	100.0%	0	0
OCT	96.4%	0	106	100.0%	0	0
NOV						
DEC						
YTD TOTAL	96.3%	345.00	728.00	99.8%	-	37.00

WIN Waste Innovations
SUPPLEMENTAL INFORMATION
October 2023

Total Waste received by SPSA:	28,958 tons
Waste delivered to RDF:	29,538 tons
Total RDF processed:	25,343 tons
Residue sent to landfill:	9,713 tons*
Electric power sold:	4,447 MW
Steam sold to Navy:	66,718 K-LBS
Overall Boiler availability:	96.4%
Overall Generator availability:	100.0%
Environmental Incidents	0

OSHA Recordable Accidents this period:	0
OSHA Recordable Accidents YTD:	1

General Notes:

* 85.09% of ash sent to the RLF this period was accepted as ADC.

Continuing to truck shredded material between RDF and SPP to maintain plant operations.

Fire this period on 10-31-23 at ~06:20 on process line B. Line suffered damage to C4, C5 and M2 conveyors. Fire department assisted as it became past incipient stage. The facility was able to start receiving tons the same day and was back up and processing by 1900 on 10-31-23.

WIN Waste Innovations

Monthly Report for the Month of October 2023

This report is submitted in accordance with the Waste Disposal & Services Agreement, section 3.17.1.

Environmental Issues:

Contractor has not received any notices in violation (NOVs) or orders, and no such NOVs, proceedings, orders or investigations are pending, for the subject period.

Tests Completed:

Monthly Industrial Discharge Samples
Fuel Oil Sample
Annual Stack Tests
Quarterly Ash Test

Tests Planned:

Monthly Industrial Discharge Samples
Fuel Oil Sample
Storm Water Sample
Quarterly GHG Test
Quarterly Ash Test

Inspections:

None

Air Quality Violations:

None

Safety Issues:



OSHA Recordable Accidents this period:	0
OSHA Recordable Accidents YTD:	1
Lost Time Accidents this period:	0
Lost Time Accidents YTD:	0

Op Stats: See attached spreadsheet

Upcoming Planned Outages:

2023 Outages

January	No outage
February 20-27	Boiler 4
March 13-21	Boiler 1
April	No outage
May	No outage
June	Boiler 2
July	Boiler 3
August	Boiler 4
September	Boiler 1
October	Boiler 2
November	Boiler 1
December	Boiler 4

WIN Waste Innovations RDF and WTE Operational Summary			KEY:		 PERFORMANCE FOR THE PLANET
Provided by WIN Waste Innovations		Change Since Last Report			
October 1 - October 31, 2023		All Is Well			
		Working On			
		Noted Issue			
Item	Metric Item	Metric	Performance	Status	Comments
1	Regulatory Compliance				
1.1	Notice of Violations	Compliance	In Compliance		No issues during reporting period
1.2	VPDES	Compliance	In Compliance		No issues during reporting period
1.2.1	Solid waste operations	Compliance	In Compliance		No issues during reporting period
1.2.2	Title V	Compliance	In Compliance		No issues during reporting period
2	RDF Tipping Floor Operations				
2.1	Wait Times	<30 min			
2.2	Floor Volume	<1,500 Tons			Floor volumes remaining manageable
2.3	Equipment Utilization	Key equipment fully operational and deployed			Fire on B processing line this period, evaluating repairs to the line at this time.
3	Ash				
3.1	Ash Delivered to RLF	Actual Tons	9,713		
3.2	Percentage of Ash Re-classified	<20%	1,449		Reclassified was 14.91%
3.3	Percentage of Ash used as ADC	> 80%	8,264		ADC was 85.09%.
3.4	Rejected Loads of Ash	0	0		
4	WTE				
4.1	Boiler Availability	> 90%	96.4%		
4.2	TG Availability	> 90%	100%		
4.3	Ash Screener Availability	> 95 %	95%		
5	Cleanliness/Litter Control				
5.1	Citizen Complaints	0			Overall cleanliness of the facility continues to improve.
5.2	Odor Complaints	0			No issues during reporting period

Acronym Definitions
RDF - Refuse Derived Fuel, **WTE** - Waste To Energy, **VPDES** - Virginia Pollution Discharge Elimination System, **ADC** - Alternative Daily Cover, **TG** - Turbine Generator

11. 2024 Board Meeting Dates

PROPOSED BOARD MEETING DATES – 2024

Wednesday, January 24, 2024

Wednesday, February 28, 2024

Wednesday, March 27, 2024

Wednesday, April 24, 2024

Wednesday, May 22, 2024

Wednesday, June 26, 2024

Wednesday, July 24, 2024

Wednesday, August 28, 2024

Wednesday, September 25, 2024

Wednesday, October 23, 2024

Wednesday, December 11, 2024

All meetings will commence at 9:30am

RECOMMENDATION: Approve the 2024 Board Meeting dates as presented.

MOTION: Do I hear a motion that the 2024 Board Meeting dates be approved as presented?

12. Other Business

13. Adjourn