



freepoint

ECO-SYSTEMS

Unsolicited Proposal for MSW Processing Services
Prince William County, Virginia
May 6, 2022

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1. SUMMARY

Freepoint Eco-Systems LLC (“Eco-Systems”) proposes to design, build, own and operate a state-of-the-art municipal solid waste sorting facility (the “Project”) that will recover over [REDACTED] of the non-organic recyclables from municipal solid waste (“MSW”) streams for Prince William County (the “County”). The Project will be designed so that it can be integrated into an organics recovery facility should the County or Eco-Systems choose to supplement the County’s current organics collection program with additional recovered material.

The facility will be built by Eco-Systems on property owned by the County. The building and site improvements will become County property at the end of the contract term, and the County will retain the option to acquire the processing equipment at the end of the contract.

The financial arrangement entails Eco-Systems funding all the capital necessary to design, construct, commission and operate the Project (estimated [REDACTED] cost through commissioning). The sorting equipment will remove from the MSW streams recoverable plastic, old corrugated cardboard (“OCC”) and metals. The County will pay [REDACTED] to Eco-Systems for recovered recyclable material from the MSW streams. The recovered metals, OCC and certain plastic will be sold into the mechanical recycling commodity markets, while the remaining plastic will be recycled at an advanced recycling facility owned by Eco-Systems at another location. The proceeds from the mechanical recycling commodity sales will be shared between the parties: [REDACTED]

[REDACTED]

[REDACTED] Eco-Systems’ projections indicate that the County will have a possible net positive annual cash flow from the MSW recycling operations in excess [REDACTED]

[REDACTED]. Reference is made to Section 5 of this proposal for a detailed description of the economics of the Project and Section 9 for the proposed project economic benefit.

2. DESCRIPTION OF THE PROPOSER

A. Background



Freepoint Eco-Systems LLC is a wholly-owned subsidiary of Freepoint Commodities Holdings LLC (“Holdings”) which also owns Freepoint Commodities LLC (“Commodities”). Founded in 2011, Commodities is an established global physical commodities merchant based in Stamford, Connecticut with over [REDACTED] of annual revenue. The management team has decades of experience managing assets and commodity operations. Commodities is a multi-faceted commodity company that works at the intersection of commodities, capital and asset operations.

Since it was founded in February 2011, the Freepoint group of companies (“Freepoint”), has focused on building a team of industry specialists with proven track records in the commodities trading markets and



asset development space. Since its founding, Freepoint has experienced exceptional growth. Today, the Freepoint has over 500 employees in U.S. offices in Stamford, Atlanta, Houston, Louisville, Minneapolis and Portland, and international offices in Beijing, Calgary, London, Oslo, Shanghai, Singapore, Toronto, and Zug. Freepoint markets waste plastics, metals, natural gas, electricity, emissions, biofuels, oil, oil products and agricultural products to over 2,000 clients worldwide.



Freepoint Eco-Systems (“Eco-Systems”) was formed by Holdings in 2020 and is part of Freepoint’s growing portfolio of environmentally focused investments and operations as the world decarbonizes and reduces waste). Eco-Systems is primarily focused on hard to recover recyclables with an emphasis on plastic recycling. Eco-Systems is a natural addition to Freepoint and relies on Freepoint’s existing core strengths in key areas: logistics, commodity risk management and asset

development. Eco-Systems is headed by a Freepoint senior executive who is applying Commodities' successful business model to the recycling market to continue to grow Freepoint's sustainability businesses. Eco-Systems utilizes the platform established by Commodities for many shared services including: legal, tax, operations, risk management, engineering, etc. Eco-Systems has access to Commodities' [REDACTED] credit line and substantial equity to provide liquidity to the business.

Eco-Systems is currently developing a new-build advanced recycling facility in Licking County, Ohio that will convert waste plastic to feedstock to make prime plastic resins and other usable products. This facility is expected to be operational in 2023. Additional U.S. assets currently under development are located in King George County, VA, Georgia, Arizona, Texas, Louisiana, and New Jersey, with additional locations under consideration. A planned expansion by Eco-Systems into Europe is underway and Asia is also under development. Eco-Systems intends to own and operate MSW sorting facilities for plastic recovery and advanced recycling systems around the globe.

Holdings' majority shareholder is Trident V, a private equity fund managed by Stone Point Capital. Stone Point Capital, Freepoint's founding shareholder, is a global private equity firm with more than 25 years of experience that has raised more than USD\$19 billion in committed capital for investment. More information about Freepoint's experience, investments and skills is available on our website at: www.freepoint.com. More information about Stone Point Capital is available at www.stonepoint.com.

B. Business Affiliations and Partners

Eco-Systems has partnered with experienced businesses in the recycling industry to ensure it can deliver on the services outlined in the proposal. Reference is made to Section 4 of this Proposal for a detailed discussion of Eco-Systems' industry partners.

3. PROPOSER'S QUALIFICATIONS AND EXPERIENCE

A. Commodity and Operational Experience

As one of the top global commodity houses Commodities has the institutional knowledge and financial wherewithal to fulfill the obligations presented in this proposal. Commodities has over [REDACTED] clients with which it enters into transactions involving such commodities as waste plastics, metals, natural gas, electricity, emissions, biofuels, oil products and agricultural products. From an

operational perspective, Eco-Systems has hired, and will continue to hire, key employees with significant experience in successfully running operating assets, including profitable MRFs. For example, Eco-Systems' Operations Manager, who will be responsible for managing and staffing the MSW Sorting Line proposed herein, has over 30 years in the recycling industry working for Rumpke Waste and Recycling and Waste Management. In each of these roles, the Operations Manager has managed facilities that each have processed over 75,000 tons of Single-Stream Recyclables per year. Reference is made to Exhibit 1 of this submission for the work experience of the Operations Manager.

B. Financial Capacity

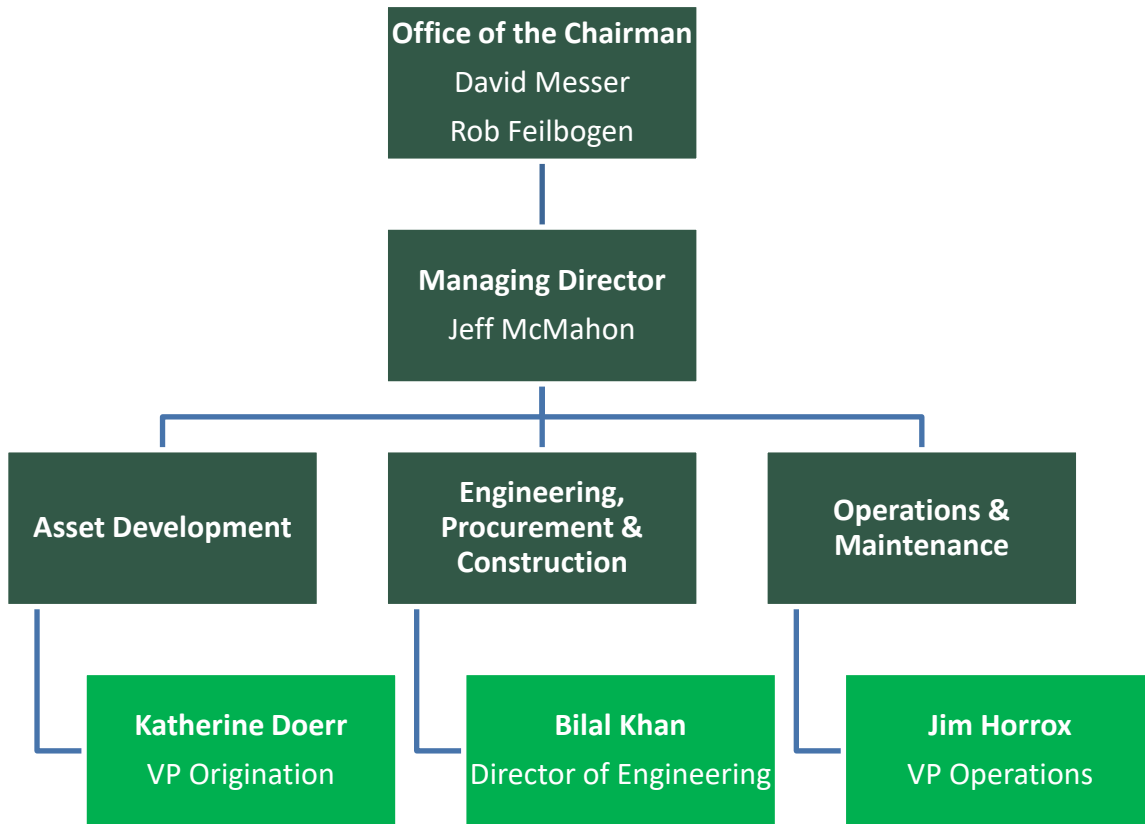
Eco-Systems would build, own and operate the Project. We anticipate the total cost of the Project to be less than [REDACTED]. The funds to develop the Project would be a combination of debt and equity. Eco-Systems anticipates [REDACTED] of the total cost of the Project would be sourced from debt providers and [REDACTED] would be sourced from equity. With respect to debt sources, Freepoint enjoys a close relationship with over 18 separate large banks as part of its existing [REDACTED] credit facilities. [REDACTED], Holdings, the parent of Eco-Systems, has over [REDACTED]. Currently, Holdings provides Eco-Systems the necessary equity required to run its business on an as needed basis and has the capability of funding the equity requirement for the Project.

Neither Eco-Systems nor Commodities has ever filed for bankruptcy nor defaulted on any loans. Neither entity has ever had any claims against a proposal or performance bond.

See Exhibit 2 of this submission for a parent company support letter from Holdings. Summary financial statements for Eco-Systems and Holdings are provided in Exhibit 3 of this submission.

4. PROPOSER'S PERSONNEL AND SUBCONTRACTORS

A. Organization Chart and Key Personnel



David A. Messer (Office of the Chairman) has spent his entire professional career in the financial services industry, with a focus on commodities markets. Beginning in 1983, Mr. Messer was associated with the commodity trading units of Drexel Burnham Lambert and then AIG, working in both metals and energy markets. In 1994 he was named President of AIG Trading Corp., an energy trading concern, which he led until directing the unit's sale to Sempra Energy (NYSE: SRE) in late 1997, resulting in the establishment of Sempra Energy Trading Corp. (SET) on January 1, 1998. Mr. Messer and a team of senior executives built SET from a \$50 million annual revenue enterprise in 1998 to annual revenues of \$1.5 billion by 2005. In 2007, Mr. Messer, again, led the sale of a majority of the company to The Royal Bank of Scotland, formally forming the RBS Sempra Commodities joint venture on April 1, 2008. Mr. Messer was named

CEO of the joint venture and Global Head of Commodities for RBS, positions he held until March of 2009, when he resigned.

Rob Feilbogen (Office of the Chairman) has spent his career working in the financial services industry. While attending New York University, he worked part-time at Drexel Burnham Lambert as a clerk on the Precious Metals trading desk. After graduating from NYU in 1989, Mr. Feilbogen joined AIG Trading Group where he participated in the building of the Foreign Exchange Forwards and Interest Rate trading businesses. In 1998, Mr. Feilbogen was named Chief Operating Officer of AIG Trading Group, a position he held until June 2003. Mr. Feilbogen joined SET in September 2003 as Chief Operating Officer and held that position until April 2009, when he resigned.

Jeff McMahon currently holds the position of Managing Director of Freepoint Eco-Systems LLC. Mr. McMahon has spent his entire professional career in various segments of the commodity business. After college, Mr. McMahon joined Arthur Andersen and Co. where he specialized in audit and consulting for energy commodity trading firms during his 8 year stay. Mr. McMahon was recruited by a client to assume the CFO role of a newly formed crude and refined products merchant business where he oversaw all financial matters of the company. Mr. McMahon then joined Enron Corp. where he held a variety of senior management roles in its finance and investment businesses. Immediately prior to Freepoint, Mr. McMahon held the position of Portfolio Manager for an ultra-high net worth family office where he managed a \$1 billion investment portfolio. Mr. McMahon joined Freepoint in 2016 and currently manages Freepoint's waste plastic recycling business where Freepoint diverts waste plastic from landfills and converts it to marketable products resulting in reduced greenhouse gas emissions and lower carbon intensity than alternative fossil-fuel derived products. Mr. McMahon received a Bachelor of Science degree from the University of Richmond (Robins School of Business) and is a Certified Public Accountant in the State of Texas.

Katherine (Kat) Doerr currently holds the position of Vice President of Asset Development at Freepoint Eco-Systems LLC. Miss Doerr brings over 6 years of commodity and asset development experience to Freepoint Eco-Systems. Miss. Doerr began her career at Karbone working in renewable energy credit and carbon offset brokerage in New York, New York. After Karbone, Miss. Doerr worked in Amsterdam, the Netherlands at STX B.V. initially as the Head of U.S. Renewables, and eventually moved into strategic origination by structuring long term power purchase agreements. After STX Miss. Doerr was partner and originator at the Power Resource Group, LLC ("PRG"), a private developer for animal waste to energy plants in North America. At PRG Miss. Doerr originated

numerous energy facilities valued at over 40-million-dollar capital investments each. After the successful commercial completion of the first facility at PRG Miss. Doerr joined Freepoint Eco-Systems, LLC. Today Miss. Doerr is simultaneously developing numerous MSW sorting facilities, and structuring long term plastic supply agreements, throughout North America on behalf of Eco-Systems. Miss. Doerr attended Temple University and received a Bachelor of Arts degree in both Economics and Environmental Policy. **Ms. Doerr is the Project Manager for this proposal and is the primary point of contact for all Unsolicited Proposal related matters.**

Ms. Doerr can be reached at:
O: (203) 542-6000
C: (610) 417-4664
kdoerr@freepoint.com

Bilal Khan currently holds the position of Director- Engineering, Procurement and Construction at Freepoint Commodities, LLC. Mr. Khan is responsible for the Design, Project Development and Operations of the Advanced Recycling Facilities. Mr. Khan has extensive international experience and spent all of his career in the energy sector, working on several projects for major petrochemical companies, focusing on opportunity screening, project portfolio management, capital deployments strategies as well as construction and operations of facilities. Prior to joining Freepoint, Mr.Khan was the Development Planner for a multi-billion dollar project investment at ExxonMobil. Mr. Khan holds a Bachelor of Mechanical Engineering from U.E.T in Pakistan, Masters in Engineering from University of Western Australia and MBA from University of California, Berkeley.

James (Jim) Horrox is the Vice President – Recycling Operations and Maintenance at Freepoint Eco-Systems, LLC. Mr. Horrox holds a Bachelor of Science degree in Business Logistics from the Pennsylvania State University, and an Asahi Global International Business certification from the University of North Carolina (Kenan-Flagler Business School). Mr. Horrox is also a Certified U.S. Customs Broker. Mr. Horrox has spent his entire career in supply chain and materials management, most-recently focusing on both post-consumer and post-industrial recycling. Prior to Freepoint, Mr. Horrox served as General Manager for Waste Management at the company's Philadelphia Material Recovery Facility, and as Regional Recycling Manager at Rumpke Waste and Recycling for Ohio. In his current role at Freepoint, Mr. Horrox directs operations including asset selection, vendor engagement, and physical process development to support the company's mission of converting waste plastics

into marketable products. **Mr. Horrox is the Operations Manager for this proposal.**

Mr. Horrox can be reached at:
O: (203) 542-6000
C: (614) 204-4595

JHorrox@freepoint.com

Eco-Systems will have two primary contacts responsible for interacting with County officials, the Project Manager and the Operations Manager. The Project Manager will be responsible for all contracting, invoicing, and marketing issues. The Operations Manager will be responsible for all site-specific operational needs and questions, including traffic, vector control, scale issues, processing issues, and surge capacity. Of course, the County has access to all Eco-Systems personnel at any time throughout the term of the contract.

B. Subcontractors

Eco-Systems has assembled a team of subcontractors with key qualifications and experience for each of their respective responsibilities for this proposal. See separate attachment for subcontractors' additional prior relevant projects.

The following subcontractors are providing goods and services in connection with this proposal:

Recycling Equipment Vendor: Van Dyke Recycling Solutions (“VDRS”)



VDRS has been leading the industry in the design and manufacturing of residential and commercial single stream, paper, plastics, e-waste, municipal solid waste, and engineered fuel systems for over three decades. Since 1984 VDRS has completed thousands of product installations and over 300 MRF installations in North America. VDRS has partnered with Eco-Systems on our facility under development in Ohio. Additional VDRS qualifications are provided in Exhibit 5, and an MSW sorting reference facility is in Exhibit 6.

Building and Transfer Station Engineering: Tetra Tech, Inc. ("Tetra Tech")



Tetra Tech is a leading provider of consulting and engineering services worldwide, with \$3 billion in annual revenue and over 20,000 professionals in 450 offices worldwide. Tetra Tech strives to be the premier consultant and engineering firm, focusing on water, environment, sustainable infrastructure, renewable energy, and international development. Tetra Tech's Solid Waste team is comprised of senior industry leaders with decades of experience in transfer station and materials recovery facility (MRF) design and operations. Their team works with clients who transfer, transport, and process a wide array of waste and material types, that range from municipal solid waste (MSW) and construction and demolition (C&D) waste, to both conventional and unconventional recyclables. More detail on Tetra Tech is provided in Exhibit 7.

C. Virginia Code: Not Applicable

No member of the proposing team is obligated to disqualify themselves from participation in any transaction arising from or in connection to the project pursuant to the Virginia State and Local Government Conflict of Interests Act (Va. Code § 2.2-3100 et seq.)

Virginia Code 22.1-296.1C is not applicable for this proposal as no students will engage with the Project's development. However, if it is determined that the County would like Eco-Systems to implement source separated plastic collection (as presented in section 9.C.) programs in schools we are able to provide certification congruent to Virginia's requirements under code 22.1-296.1C.

5. PROJECT DETAILS

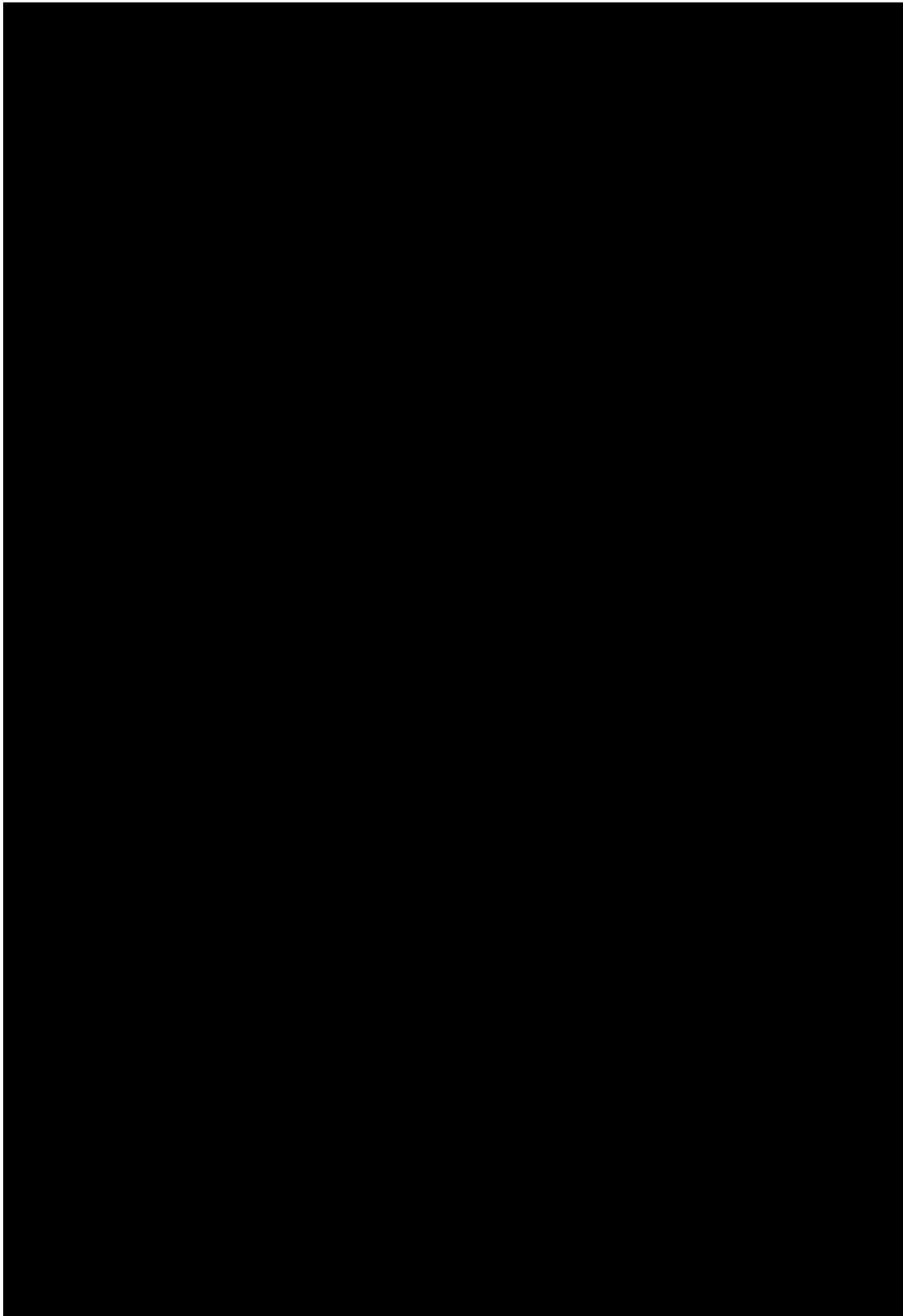
Eco-Systems proposes to design, build, own and operate a facility that uses proven technology to sort MSW and recover plastic, paper, and metal for recycling. Preliminary estimates are that up to [REDACTED] of the MSW volumes processed would be diverted from landfill and into the circular economy via recycling. Eco-Systems proposes to site such facility on County land adjacent to the Prince William County Landfill at 14811 Dumfries Rd Manassas, VA 20112. Any building and site improvements will become County property at the end

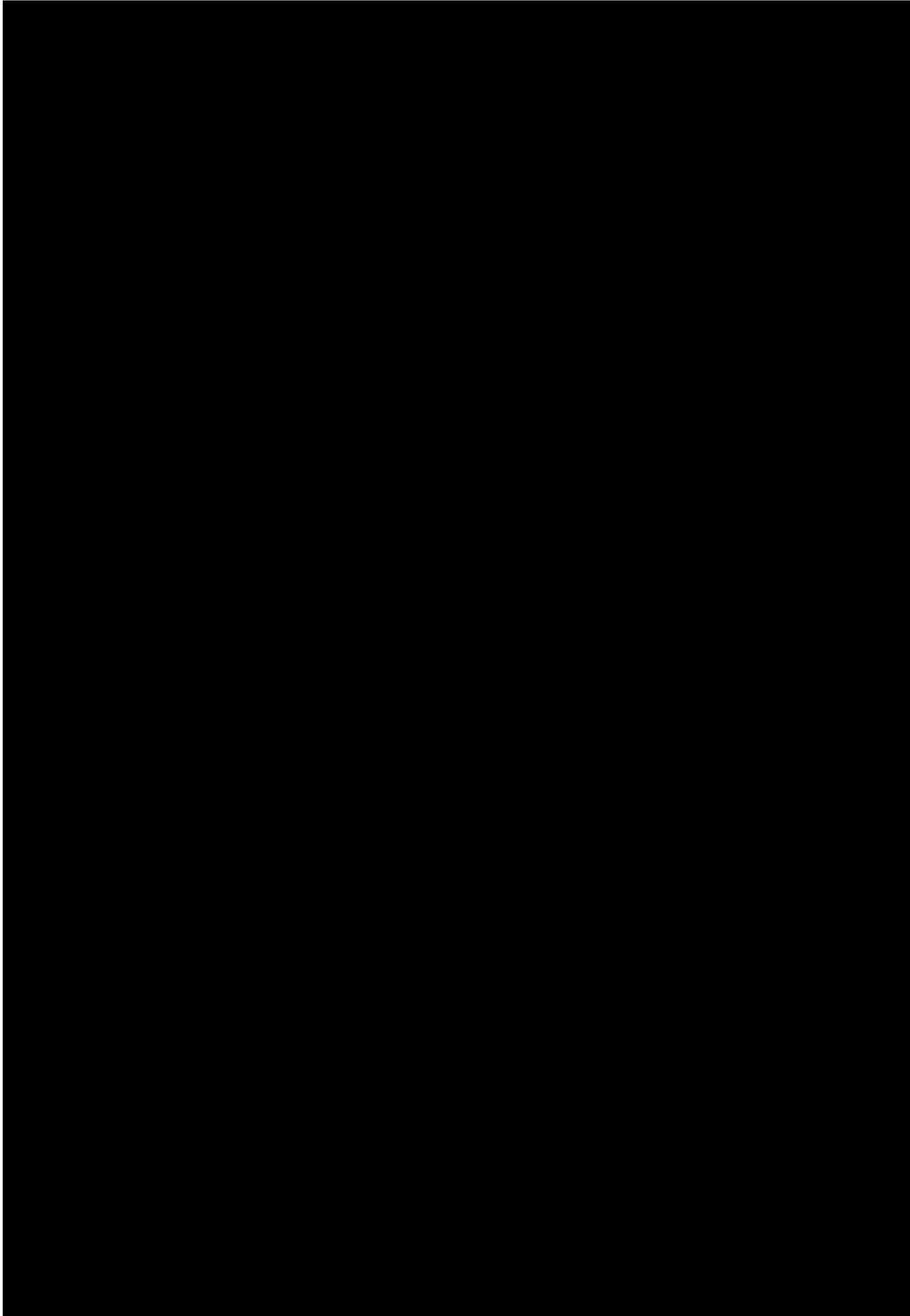
of the contract term and the County will have the option to acquire the processing equipment at the end of the contract. [REDACTED]

[REDACTED] The environmental benefits are discussed in Section 9 of this proposal. The specific details of the Project are discussed below.

A. Conceptual Design

The following schematic is the conceptual design for a [REDACTED] MSW sorting line. [REDACTED]





B. Location and Siting

Eco-Systems would site the facility on existing owned County land at the existing landfill. [REDACTED]

[REDACTED]

[REDACTED]

C. Facility Operating Statistics

Plant Capacity	[REDACTED]
Operating Hours	[REDACTED]
Annual Tonnage	[REDACTED]
Building Footprint	[REDACTED] square feet
Recoverable Materials	OCC, UBC, Steel/Tin Cans, Other Non-Ferrous, Other Ferrous, PET #1,

	HDPE #2, LDPE #4, PP #5, PS#6, and select #7 plastics.
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Eco-Systems plans to source additional post-industrial plastics to be recycled via unique industrial partnerships. Currently, Eco-Systems is a proud partner of Dupont, and works closely with large organizations such as The Ohio State Medical Campus for plastic collection. Eco-Systems works with its clients to design and implement bespoke recycling programs unique to their needs.

D. Structure Preference

Eco-Systems prefers a Public Private Partnership structure for the Project where all parties' interests are aligned. This partnership exists for both siting, supply and sale of commodities recovered. The County provides the site for the Project, the MSW for sorting, and the disposal of the non-recyclable residue via its existing landfill. Eco-Systems builds, owns, operates and maintains the MSW sorting facility on County-owned property via a long-term land lease and arranges for the sale of the recovered commodities and the recycling of hard-to-recycle plastics. The economics are shared between the County and Eco-Systems as described in Section E below. Eco-Systems is open to assistance from the County for financing the facility, however, it is not a requirement of this proposal.

E. Contract Economics

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

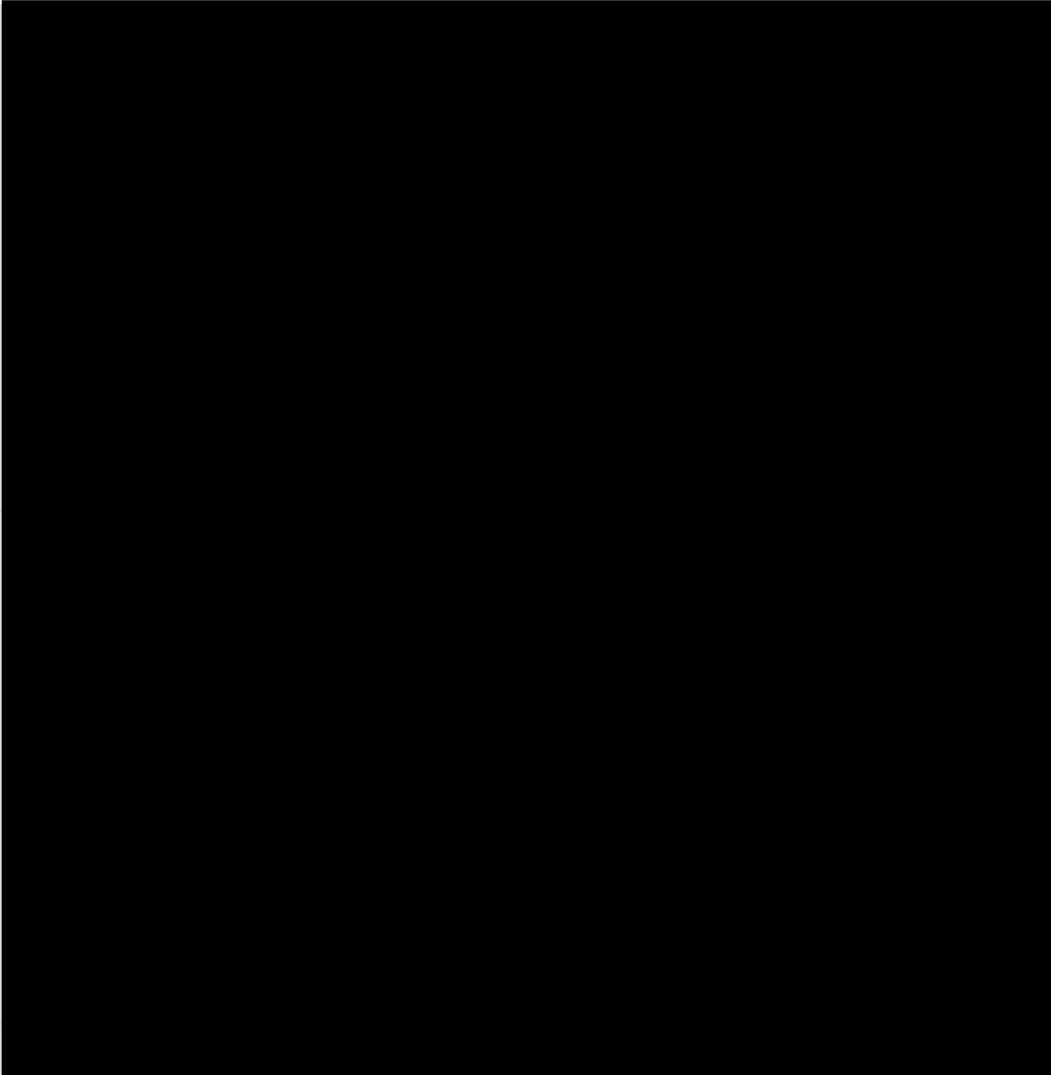
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[Redacted text block]



F. Staffing

Eco-Systems believes great employees are a key to successful operation. Eco-systems offers an outstanding employment compensation packages that will allow it to attract and retain employees for the recycling operation.

Eco-Systems will offer a very competitive wage to attract those candidates for both skilled and unskilled positions who display a commitment to safety, strong attendance/work habits, and an attitude of professionalism. These wages vary greatly based on geographic and other factors, and we would complete an objective market compensation analysis prior to establishing the actual rates. We also believe in progressive development of our team and will endeavor to provide training for job roles of greater responsibility and skills for all employees; pay increases would be commensurate with these roles.

Additionally, all Eco-System employees are eligible for benefits if they work at least 30 hours per week. Benefits are effective on the first day of the month following the date of hire. Eligible dependents may be enrolled for coverage once the employee is eligible. Benefits are uniform across all job categories. As we allow the employees several medical policy plan choices, the percentage cost sharing between the employee and the company is not uniform across all plans and all employees. Cost sharing percentages will vary by plan as well as coverage type. For example, the company may cover 100% of the premium costs for a high deductible health plan with employee-only coverage, whereas a low deductible PPO with family coverage may have the employee covering a larger percentage of the premium. As a result, our employees have significant choice and flexibility to choose the right plan for their needs.

We offer Health Savings Accounts (HSA) tied to our high deductible health plans (HDHP) and Flexible Savings Accounts which help lower the out-of-pocket costs of medical expenses through beneficial tax savings.

Eco-Systems offers a progressive leave policy to all full-time employees. In addition to or concurrently, as applicable, with federal and state mandated family and medical leave entitlements, Eco-Systems offers a variety of leave policies that cover bereavement, jury-duty, maternity, and parental leave. Additionally, all full-time employees accrue 1/12th a day of vacation per month of employment.

Holidays include: New Year's Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving, Day after Thanksgiving, Christmas, + 2 personal / sick days.

Employees may be required to work on Holidays but will receive a floating holiday for said day.

Employees will also be eligible to participate in an employee retirement savings plan (401k).

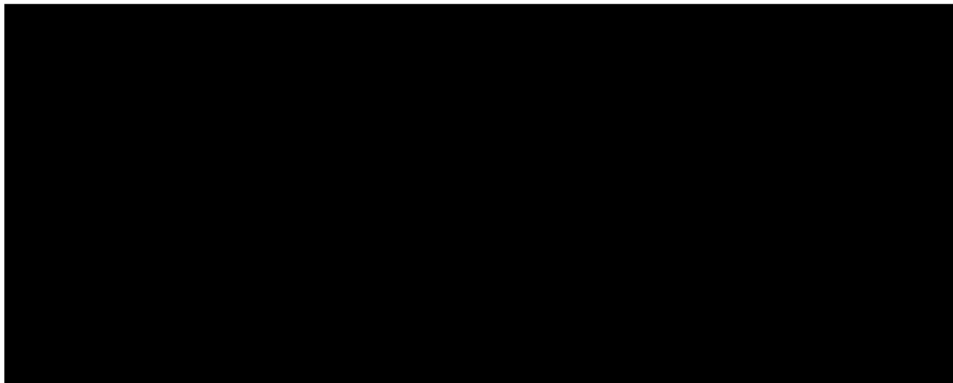
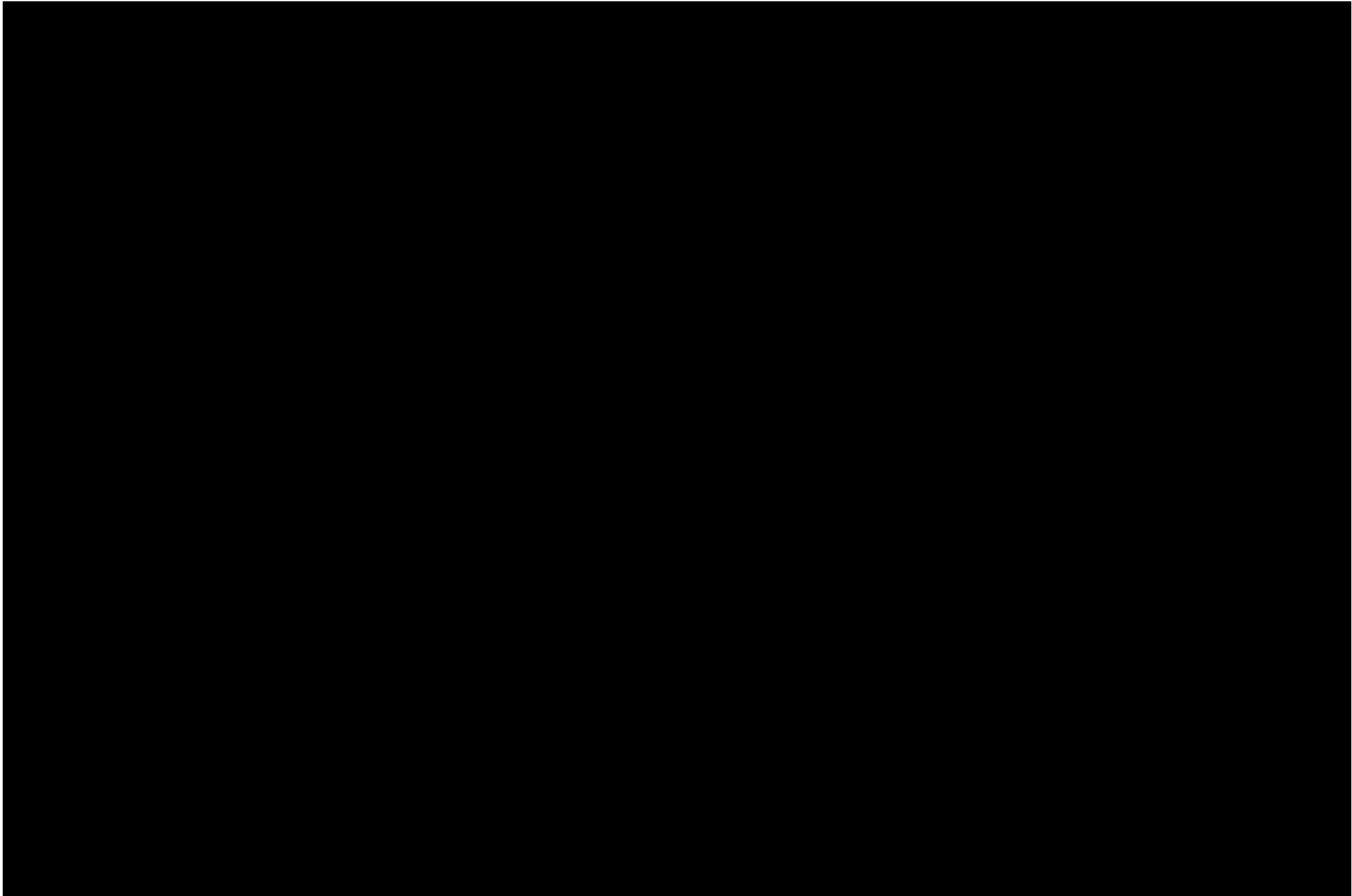
G. Informing the Public

If awarded the opportunity to build the MSW Sorting Facility, Eco-Systems will present the plans for the Project at a public forum. Eco-Systems will have all the necessary personnel attend such forum to answer any questions and address concerns that may arise.

6. OPERATIONS

A. Material Recovery Estimates

Eco-Systems projects the following average recovery amounts per year for Plastics, OCC and Metal (in tons). Organics is identified as a potential additional stream in future plant iterations to support the County's growing organics collection.



B. Fiber, Metals and Plastics Market

Eco-Systems groups recoverable materials into three major categories: fiber, metals and plastics. From a marketing perspective, each category is slightly different and we have outlined a marketing plan for each as described below.

[Redacted content]

C. Plastic Market

Eco-System proposes to recycle all #1, #2, #4, #5, #6, and select #7 plastics.

[Redacted content]

[Redacted content]

D. Fiber Marketing

[REDACTED]

E. Metal Marketing

[REDACTED]

7. PROJECT FINANCING AND PERMITTING

A. Construction Milestone Calendar

Total Expected of the Project: [REDACTED]

The following table shows the expected capital expenditure by month for the Project.

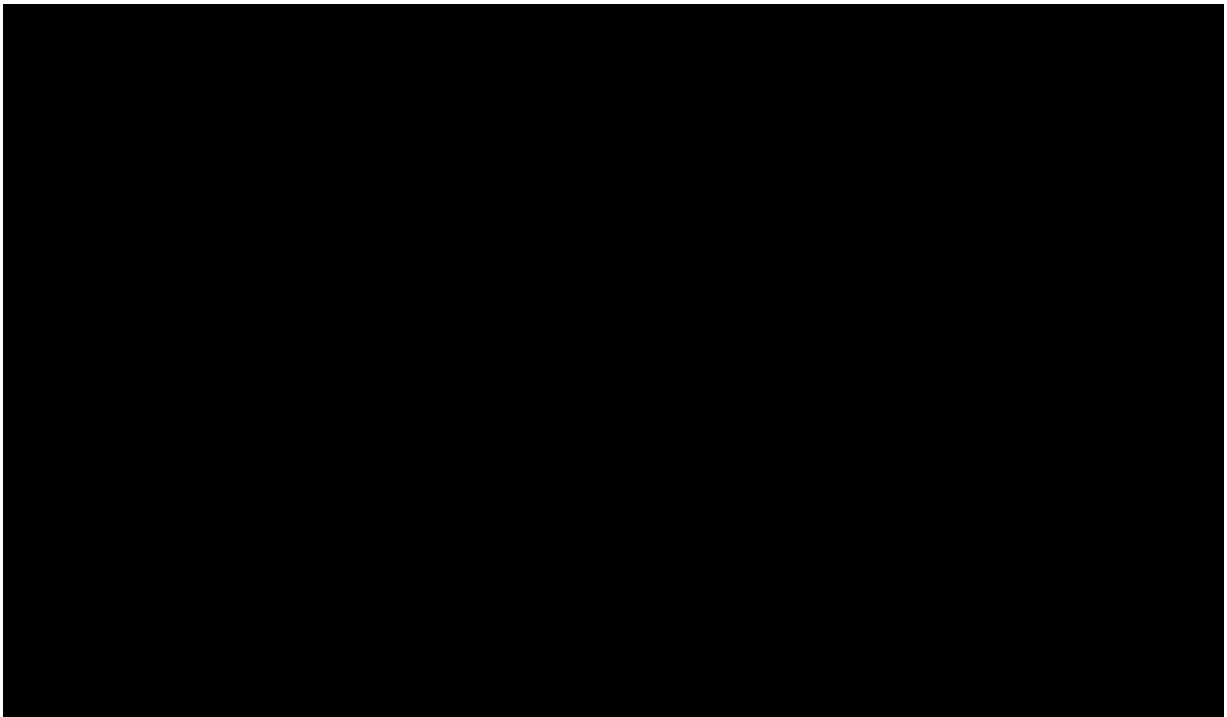
[REDACTED TABLE]



B. Permit Timeline

We will be publishing public notices related to the project to allow interested parties to respond. After we have been afforded an opportunity to fully assess the site, we will prepare an updated project overview that will include a detailed site development plan and operating plan. Permit drafting should [REDACTED] and it is our understanding that, historically, the average processing time for MSW new permits [REDACTED]. We envision a similar timeline for the Prince William County planning and zoning process. Equipment orders require [REDACTED] date of order. Timely Virginia DEQ and zoning authorizations followed by equipment orders are the critical path items for this development. We do not envision other minor building permits, easements, utility hook ups, and other requirements entering the critical path for development.

C. Construction Timeline



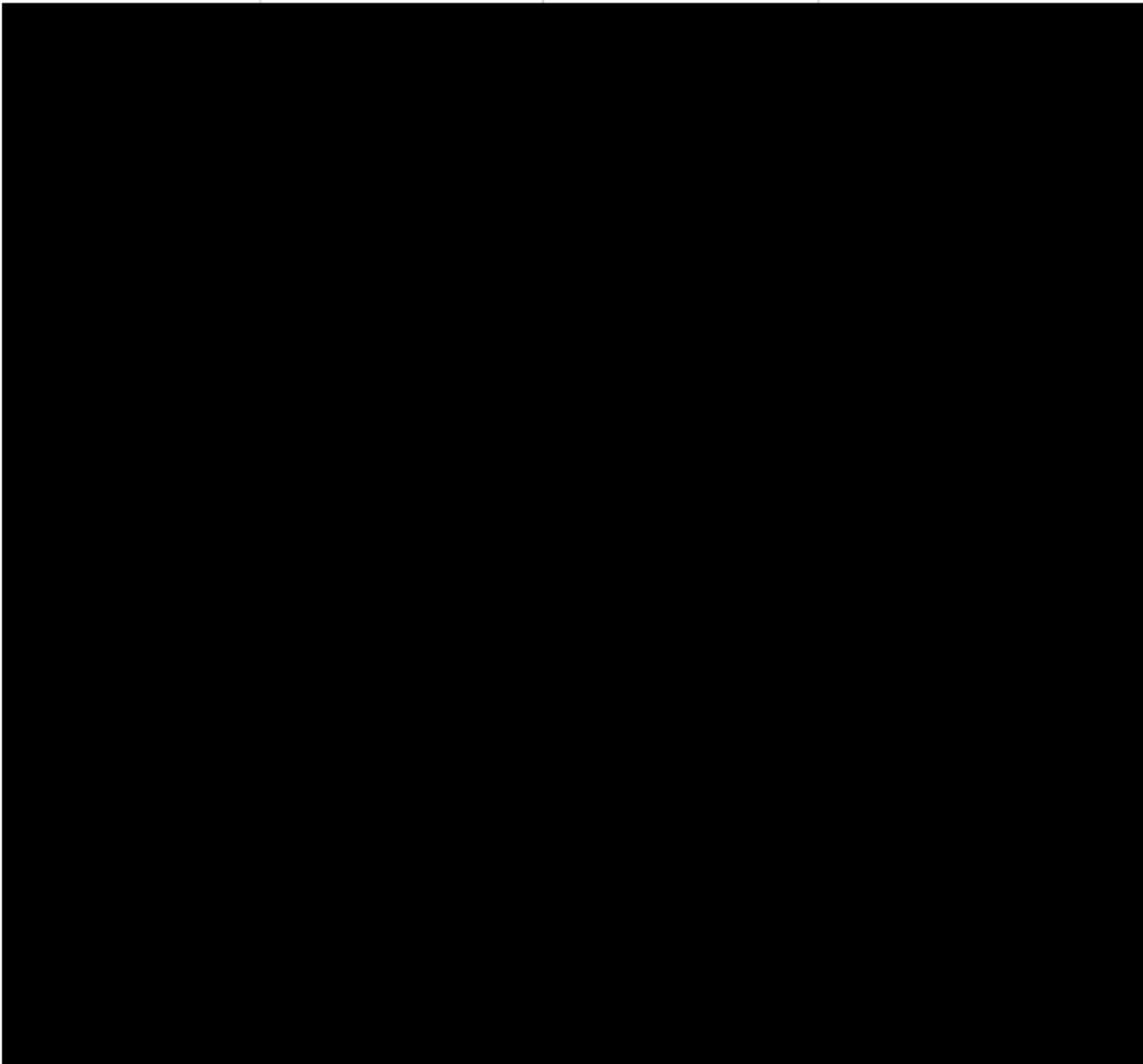
D. Government Assistance Financing

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

8. DIVERSITY, INCLUSION AND SUSTAINABILITY

A. Local Jobs Impact

Eco-Systems is registered as a foreign for-profit LLC in the State of Virginia as of October 2021. Eco-Systems' certificate of registration is in Exhibit 8. Below is the projected job creation for a [REDACTED] (benefits are included in the Total Annual Comp amount).



Eco-Systems will also work closely with local businesses to utilize our final products in Virginia. By doing so, we will support growing other local businesses.

B. Minority Owned Business

Eco-Systems is committed to hiring minority and women owned businesses in conjunction with all our projects. As an example, we currently have under contract EST Solutions. EST Solutions, a woman-owned safety and health consulting firm based in Houston, Texas, helps companies reduce on-the-job accidents, illnesses, injuries and regulatory non-compliance. EST provides companies nationwide with professional, integrated safety and health programs and services. For a bio on Susan Eppes, the owner of EST, see Exhibit 4.

C. Sustainability

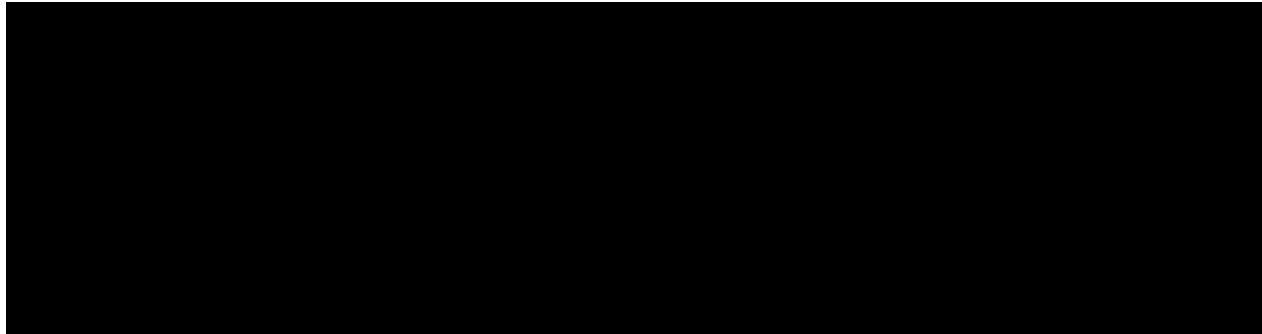


This entire proposal is directed to reducing the amount of material sent to landfill (or incineration in other jurisdictions) and making a substantial impact on supporting the circular economy via recycling waste material. Freepoint is focused on the sustainability of our supply chain and is committed to the “Reduce, Reuse, Recycle” economy. The material we source for sorting at the Project and the product we produce will be ISCC Plus certified confirming that we have, in fact, recycled waste to reusable materials. See Section 9 of this proposal for the specific environmental benefits.

9. PROJECT BENEFITS

A. Economic

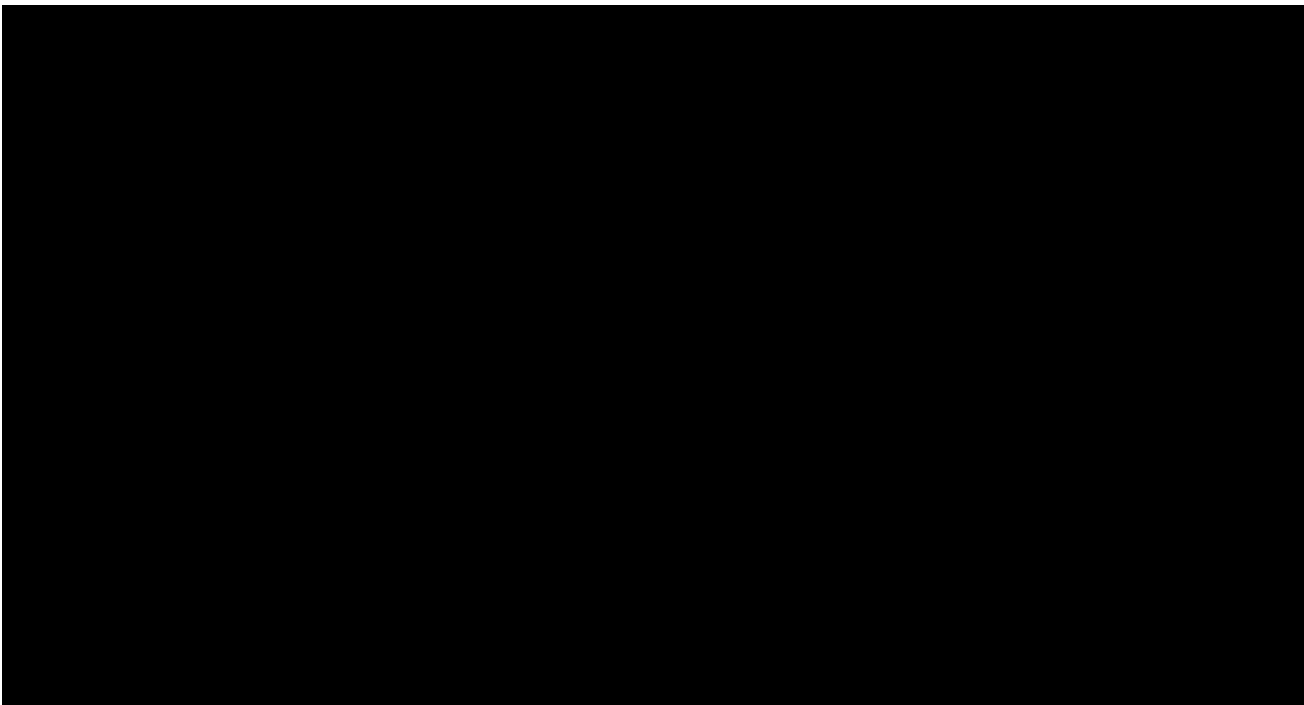
There are substantial direct economic benefits to the County and the State of Virginia. Not only will the County see benefits from the Public-Private Partnership proposal herein related to recycling revenues, but the proposal would also result in an addition to the tax base from the MSW sorting facility being located in the County and various state level income taxes related to the associated new job creation and new business in the State. The table below is an annual projection of such direct economic benefits from the proposal.



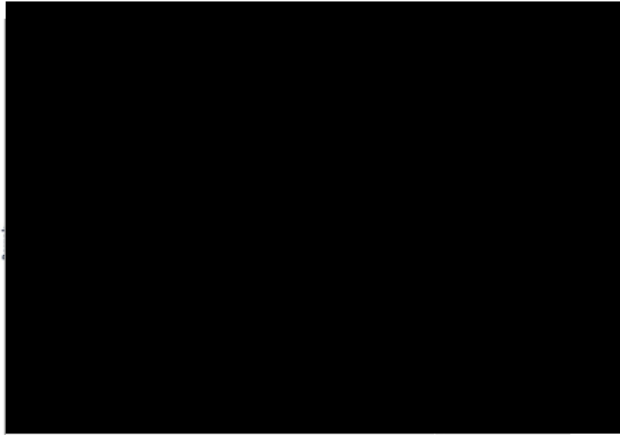
B. Environmental

There are numerous environmental benefits that would result from the proposal contemplated herein.

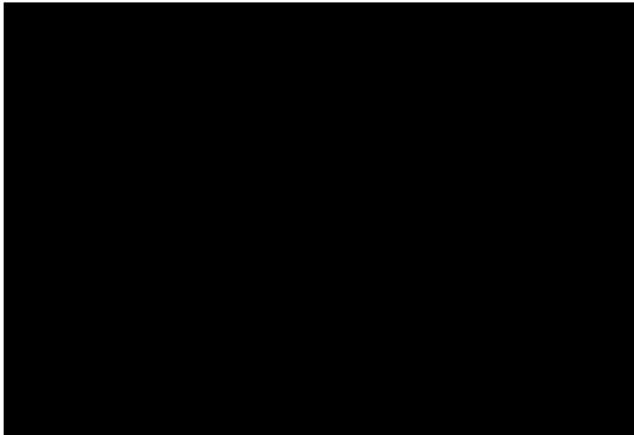
Greenhouse Gas Emissions - Currently, about 92% of the MSW collected in the County is sent for disposal at the County landfill and 8% is incinerated at Covanta Fairfax's Lorton facility according to the County's February 2022 SWMP Update. Based on a combined analysis using the EPA Waste Reduction Model and a third-party Life Cycle Analysis conducted by ICF International in 2021, the Eco-Systems proposal would result in significant GHG savings vs the current baseline. Over a [REDACTED] of the project, the County would create [REDACTED] savings versus landfilling and [REDACTED] versus incineration.



Oil Left in the Ground – Eco-Systems plans to recover waste plastic from the MSW stream and recycle it mechanically or at an advanced recycling facility to create petrochemical feedstock for the production of new plastic. This recycled plastic displaces oil-derived feedstock that otherwise would have been processed into new plastic. By displacing oil-derived feedstock, oil is not produced and, thereby, left in the ground to keep the associated carbon sequestered. We project that the plastic removed from the County’s MSW streams and recycled would leave approximately [REDACTED] barrels of oil in the ground over 20 years.



Fresh Water Savings – As noted above, lower oil production in the United States means less fracking, which consumes large quantities of fresh water. Eco-Systems projects that the plastic removed from the County’s MSW streams and recycled would save over [REDACTED] gallons of fresh water alone.



C. Social

The State of Virginia is one of 13 states that has passed legislation that defines advanced recycling as an environmentally friendly recycling solution. Furthermore, Virginia has also determined advanced recycling is a key component in achieving a circular economy. The Project will enable the County to achieve a sizeable portion of their waste reduction goals for their schools, government buildings and the County at large. Currently, the County has the following goals:

By sorting MSW for non-organics, like plastics and metals, the County will reduce their waste to disposal by a minimum of [REDACTED]%. [REDACTED]



[Redacted text block]

[Redacted text block]

10. PROJECT ADVERSE IMPACTS

A. Economic

We do not foresee any negative economic impact to the County as a result of this proposal being implemented.

B. Environmental

While we project there will be a significant net environmental benefit to the County if this proposal is accepted, there will be an increase in truck traffic at the Project site versus the amount of truck traffic currently at the landfill. It is estimated that approximately [REDACTED] will leave the site with material destined for local mechanical recycling markets than currently leave the landfill site. However, our GHG benefit analysis above already takes this increased traffic-related emissions into account when calculating the benefit to the County. To fully understand any potential environmental impacts of this project, an Environmental Impact Study will be completed and a report will be generated and provided to the County.

C. Social

Eco-Systems requires [REDACTED] of land for the Project. We propose to utilize county owned land adjacent to the landfill. If constructed, this publicly owned land would be off limits to the public and not available for other use [REDACTED]. See above Environmental section for discussion of additional truck traffic on the property.

11. HEALTH AND SAFETY

Most accidents and injuries are preventable and effective leadership is critical to safe operations. Every Freepoint facility location is committed to: providing a safe place for workers and members of the public that visit that location; training employees to carry out their responsibilities in a safe and professional manner; and dedicating the appropriate financial and human resources to meet the company's safety and health objectives.

We are fully committed to eliminating hazards, protecting workers, and continuously improving workplace safety and health.

Please see the Freepoint Safety and Health Document included as a separate document in this submission for an outline and overview of our Safety Manual.

12. COMPATABILITY WITH ECONOMIC DEVELOPMENT GOALS

A. State of Virginia

The Virginia Economic Development Partnership has goals to invest in site development programs and assemble a portfolio of project-ready sites and buildings across Virginia. This Project involves a \$40 million investment in developing an MSW sorting line in the County which will create jobs and spur further development in Virginia in accordance with the State's goals.

B. Prince William County

The Department of Economic Initiatives aims to assist and incentivize projects that meet county goals and maximize value. The Project meets several of the following the County's solid waste management and recycling goals:

<p>Establish Prince William County as a leader in promoting sustainable growth that ensures the social, economic, and environmental health of the County</p>	<p>The Project recovers otherwise landfilled materials from the waste stream and creates value through mechanical or advanced recycling markets. This promotes the growth of environmental and circular economy jobs which benefit the overall health of the county.</p>
<p>Promote and expand the preservation and protection of natural resources and processes</p>	<p>The Project is predicted to divert up to █ of the County's waste stream from the landfill, thereby expanding the capacity and lifecycle of the County's landfill. This simultaneously reduces the need to utilize additional environmental areas for landfilling.</p>
<p>Increase revenue sources in the Solid Waste Enterprise Fund to avoid a negative cash balance (forecasted in FY 2024) and be able</p>	<p>The Project will increase the revenue stream from selling additional recyclable materials which were originally landfilled.</p>

to meet landfill's long-term operational needs and support future initiatives	
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The Department of Economic Initiatives also focuses on diversifying the County's economy. The Project seeks to improve solid waste management practices by separating out recyclable waste from the MSW stream. This process is an economic and environmental improvement from landfill solutions and contributes to diversifying both the solid waste management industry and the County's economy as a whole.

End of Proposal. Exhibits follow.

Exhibit 1

Operations Manager Resume: Jim Horrox

Rumpke Waste and Recycling, Inc.

- Oversaw multiple material recovery locations throughout the state of Ohio, processing over 175 thousand tons of recyclables per year.
- Collaborated with all collection lines of business (FL, RL, RO) to ensure route density and quality goals were met for commingled collection while minimizing disposal expense.
- Identified and completed due diligence on potential acquisitions for sourcing, processing, and selling recycled material to grow profitable market share throughout the Midwestern U.S.
- Partnered with numerous Solid Waste Districts in EPA region 5 to reduce landfill volumes and assist with special projects.
- Installed a Polypropylene sort to capture #5 plastic to leverage escalating value in 2020.
- Developed and deployed a labor management model where none had previously existed.
- Successfully shifted fiber and polymer commodity sales to domestic buyers when China's "National Sword" policy was enacted in Jan. 2018.
- Implemented a "tour and inspect" schedule for Rumpke's largest downstream commodity buyers.
- Met with numerous vendors (AMP, Machinex-Samurai, Stadler) to value-map the deployment of future robotics in the MRF environment.

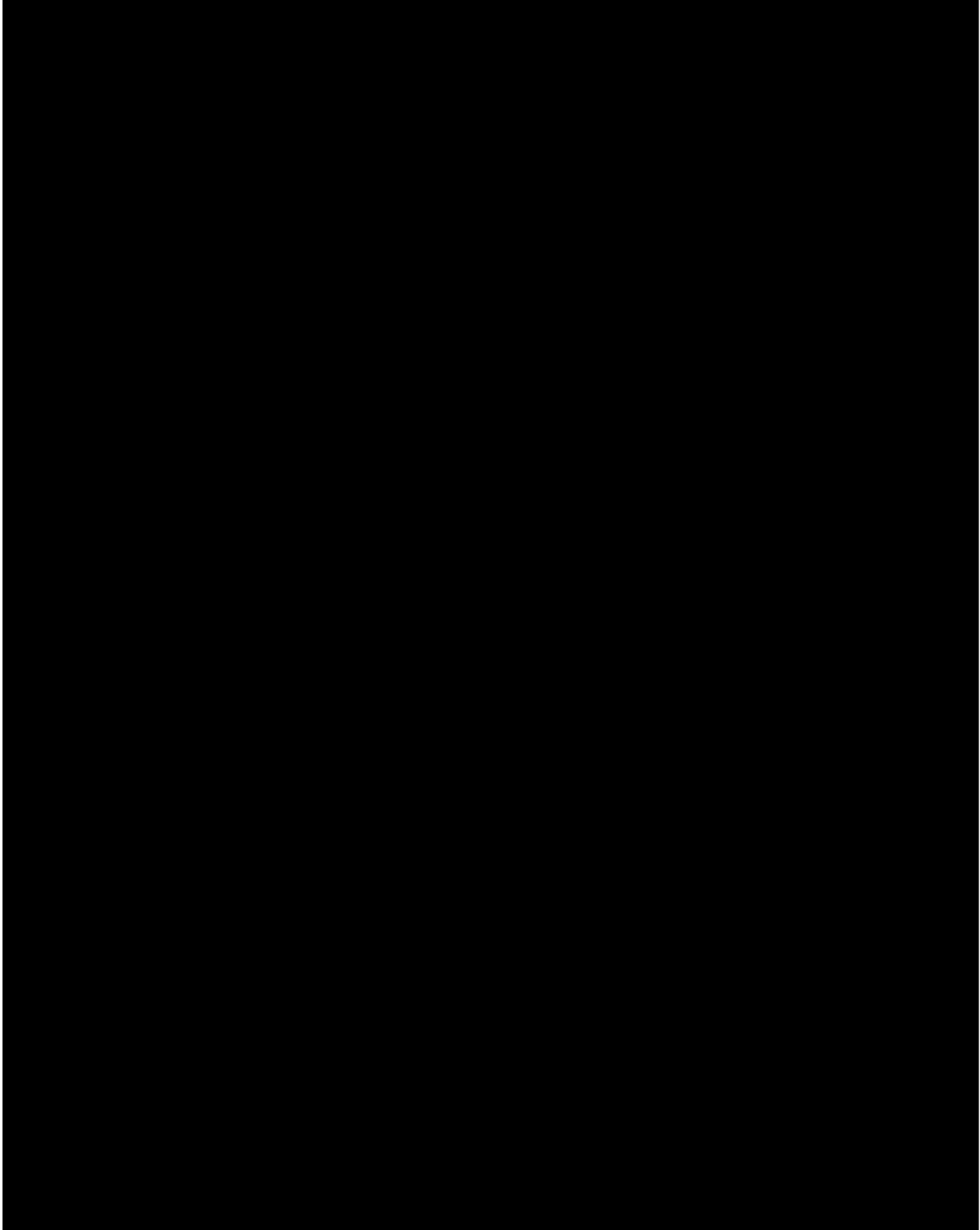
Waste Management

- Optimized material recovery functions of sites in Northeast Philadelphia and Lower Bucks County, processing over 240 thousand tons of recyclables per year.
- Cultivated a close relationship with the City of Philadelphia to drive efficiencies as the contracted single-source recycling partner.
- Managed increasing material contamination rates vs. cost/ton contract being paid to the City for Single-Stream, eventually evolving into a charge/ton contract.
- Planned/performed a system-wide upgrade of 4 T-Tech (Van Dyk) optical scanner units in the Philadelphia MRF to improve selection yields.

- Collaborated with RecycleBank to implement and track curbside rewards program for recycling volume growth by street/neighborhood in the City.
- Initiated OCC self-inspection program as a countermeasure when China's "Green Fence" policy was enacted in Feb. 2013.
- Installed resin sort for HDPE Natural vs. Pigmented to leverage escalating value of the former in 2012.

Exhibit 2

Parent Company Support Letter



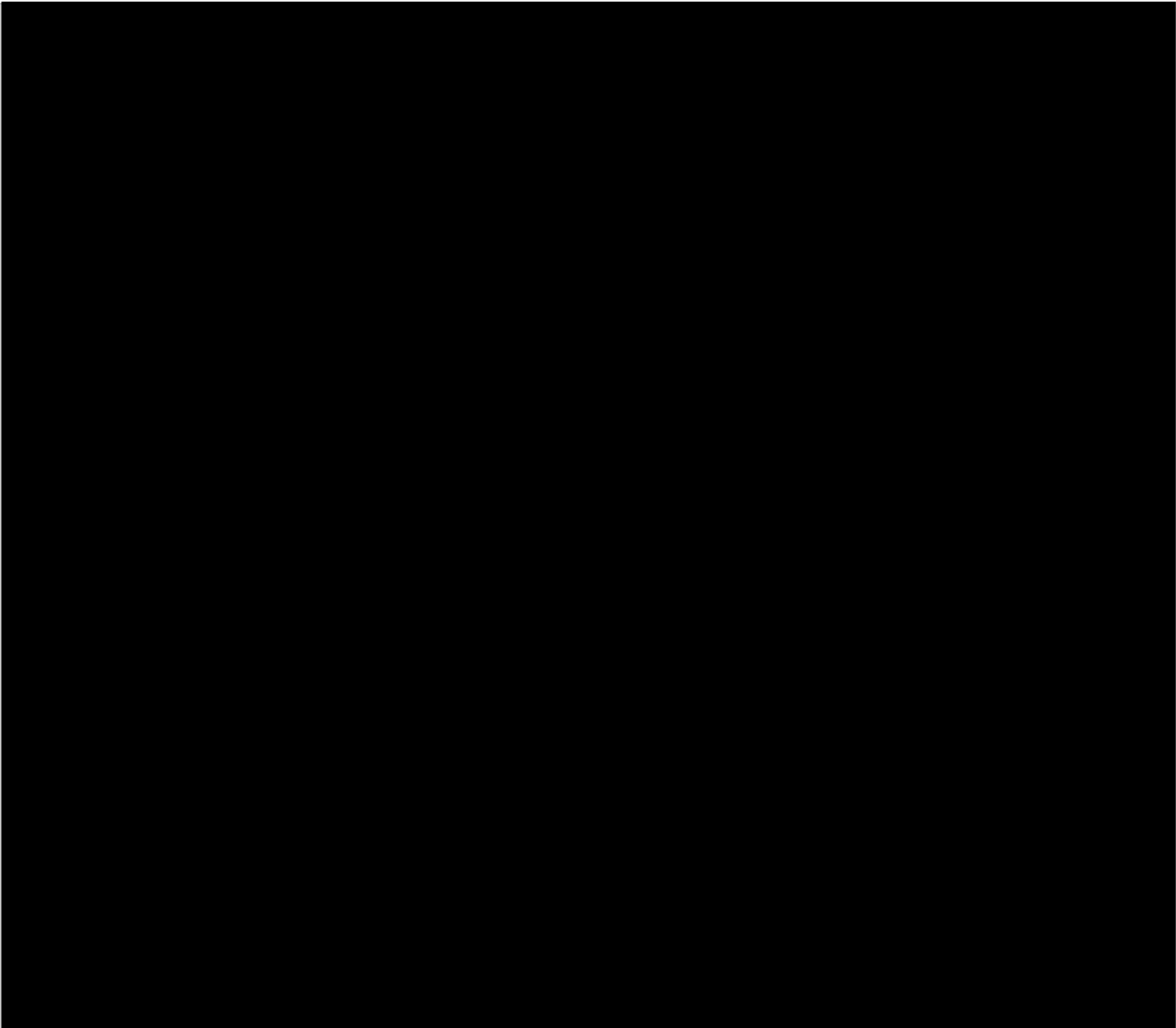
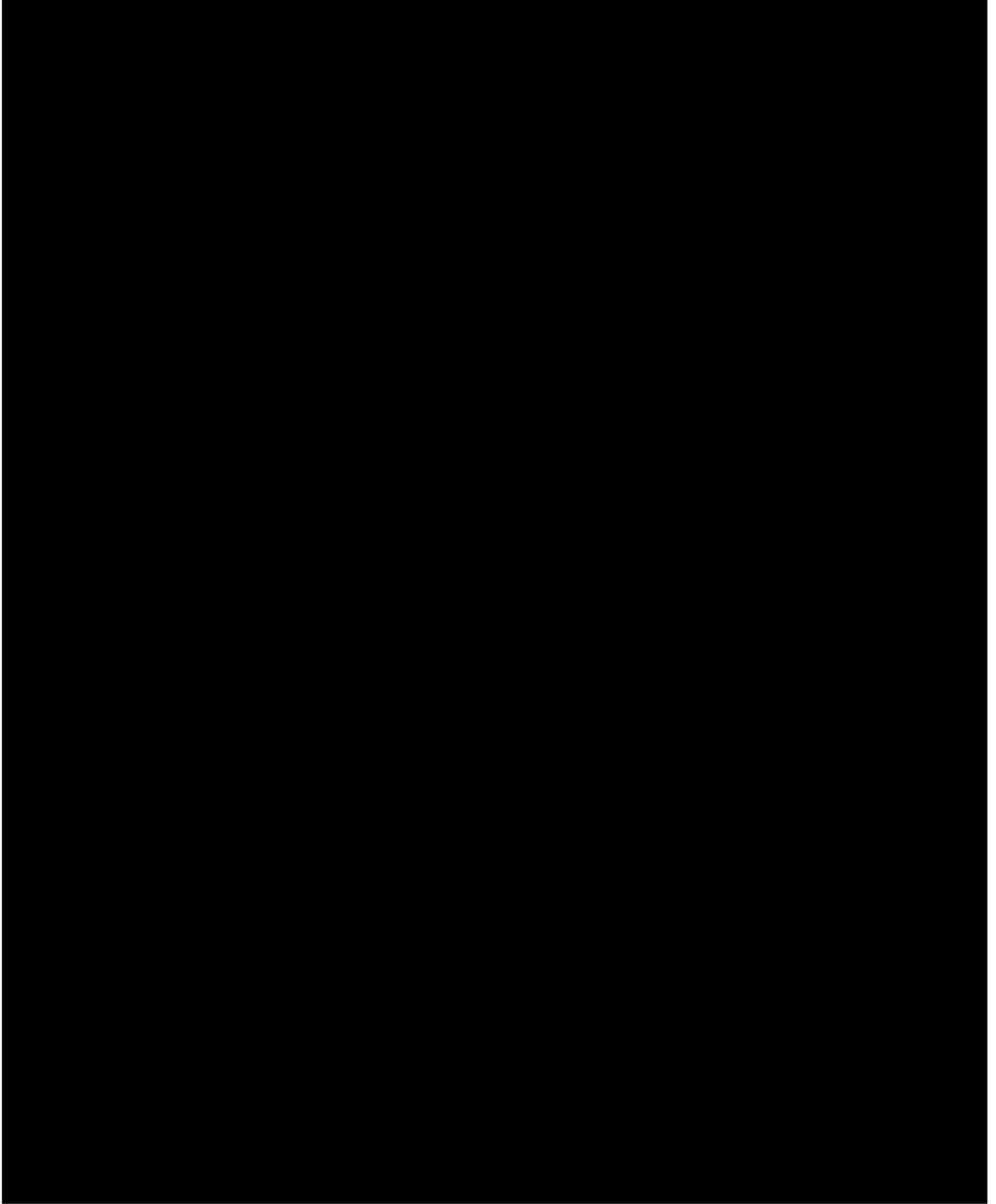
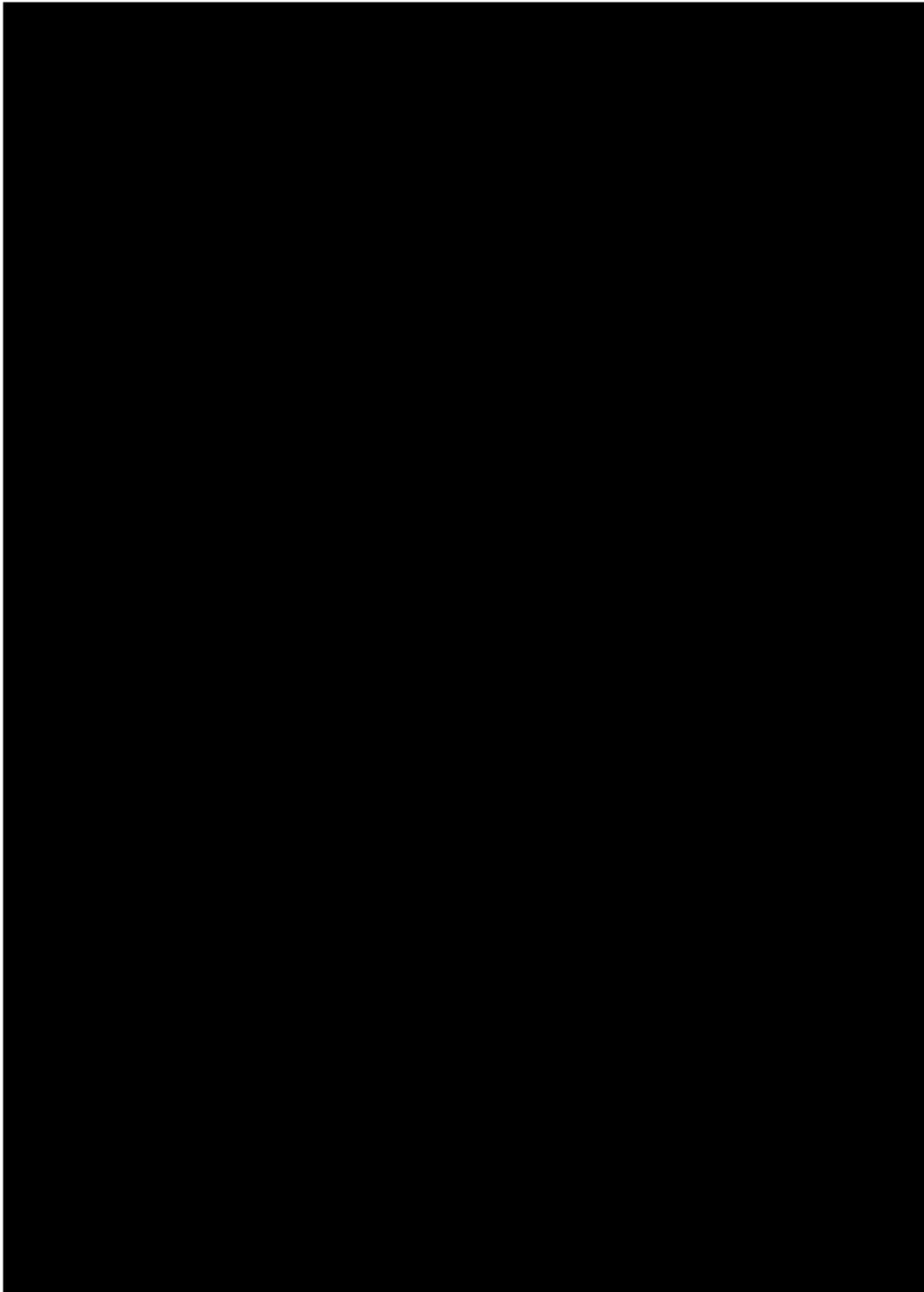


Exhibit 3

Summary Financial Statement





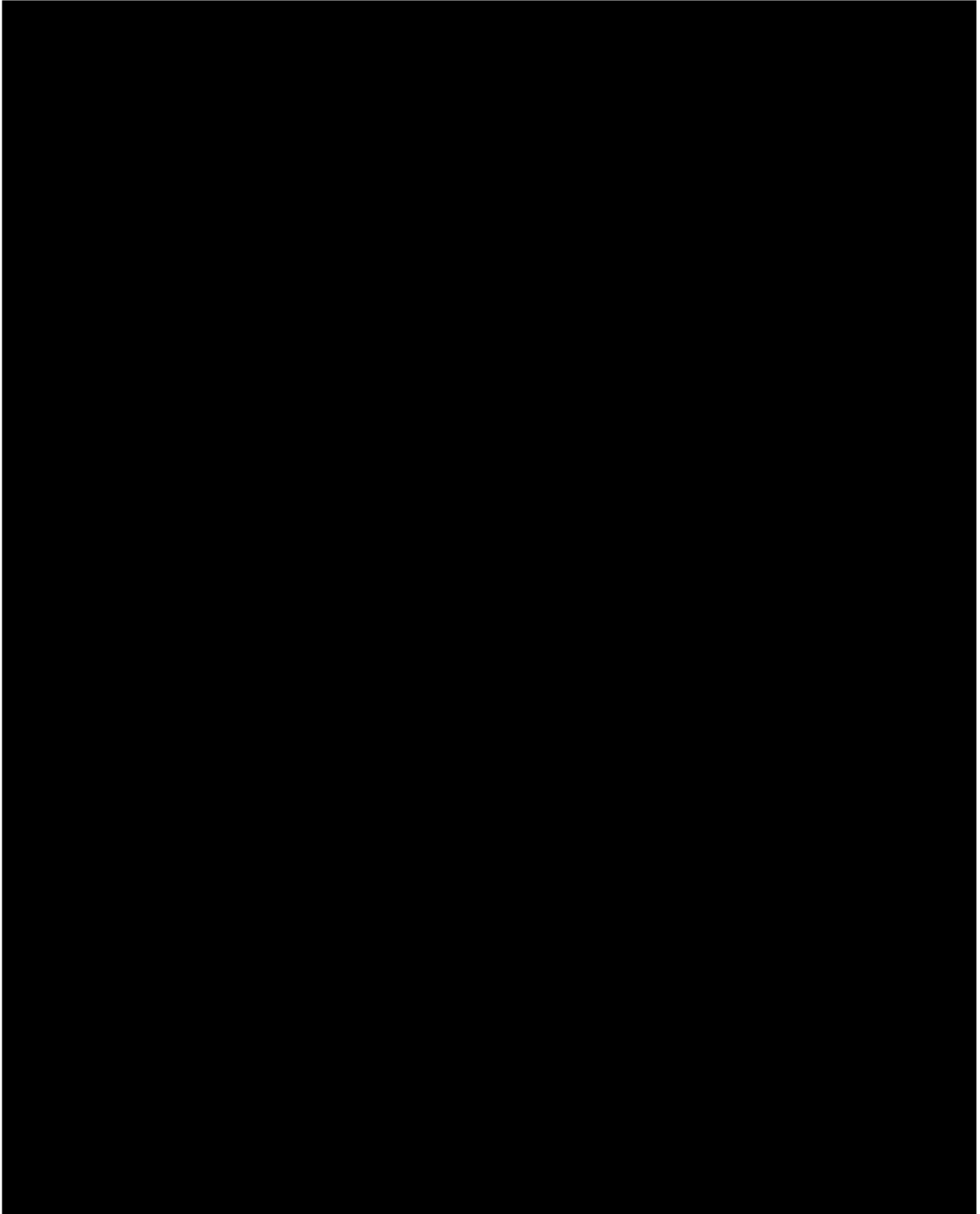


Exhibit 4

Susan Eppes Bio

Education

Master of Science in Safety Engineering, Texas A&M University
Bachelor of Science in Safety Engineering, Texas A&M University

Awards

2012 Environmental Industries Association Hall of Fame
2006 Waste Equipment Technology Association Distinguished Service Award
2004 Environmental Industry Association Distinguished Service Award

Committees and Appointments

- Chairperson, ANSI Z245 Accredited Standards Committee
- Chairperson, ANSI Z245.41, Facilities for the Processing of Commingled Recyclable Materials – Safety Requirements
- Chairperson, ANSI Z245.42, Waste Transfer Station – Safety Requirements
- Member, ANSI Z245.1, Mobile Wastes and Recyclable Materials Collection, Transportation, and Compaction Equipment – Safety Requirements
- Member, ANSI Z245.2, Stationary Compactors - Safety Requirements for Installation, Maintenance, And Operation
- Member, ANSI Z245.3/6, Safety Requirements for Refuse Bins/Containers
- Member, ANSI Z245.5, Baling Equipment –Safety Requirements for Installation,
- Maintenance, Modification, Repair and Operation

Certification/Affiliations

- Authorized instructor, OSHA 10/30-hour courses
- Certified Safety Professional (#8089), 1986, Board of Certified Safety Professionals
- Associates in Risk Management, 1995, Insurance Institute of America
- Member, American Society of Safety Professionals
- Member, Solid Waste Association of North America

Industry Experience

EST SOLUTIONS, INC., Houston, Texas 2002 – Present
President

EST Solutions is a full-service health and safety consulting firm that helps recycling and waste companies nationwide control the risks associated with on-the-job accidents, injuries and regulatory non-compliance.

WASTE MANAGEMENT, INC., Houston, Texas Director of Safety and Health, Recycle America	2000-2002
BROWNING-FERRIS INDUSTRIES, INC., Houston, Texas Director of Safety and Health (1998-2000) Manager, Safety and Industrial Hygiene (1994-1997) Manager, Safety and Loss Control Services (1991-1994)	1991-2000
IBM CORPORATION, Austin, Texas Staff Safety Engineer	1988-1991
NL INDUSTRIES, Houston, Texas Regional Safety Manager	1983-1988
MOBIL OIL CORPORATION, Houston, Texas Safety Engineer	1980-1983

Exhibit 5

Van Dyk Additional Qualifications

Van Dyk Recycling Solutions (VDRS) and our European partners Bollegraaf (who supplies our balers and complete systems), Lubo (who supplies our screens), TOMRA (who supplies our sensor based sorters), and Wal-Air (who supplies our density separators) have been leading the industry in design and manufacturing of residential and commercial single stream, paper, plastics, e-waste, municipal solid waste, and engineered fuel systems for over three decades.

No other provider can claim this kind of experience. And it is only through this experience that we have learned the best way to process the type of waste material you will be handling. More importantly, we have learned the best way to design and build systems that maximize the return on our customer's investment. Our company does not strive to provide the cheapest solution, but instead concentrates on the best overall solution for our customers and the solution that best returns their investment.

VDRS has been in business in North America for over 30 years. We have never failed to deliver the system purchased and have always met or exceeded our customers' expectations. VDRS has more repeat customers than any other systems designer/supplier in the industry and has been the preferred vendor for the world's largest recyclers for over ten years.

With over 1,700 installations in North America, we ensure that our customers are kept up and running with 32 service technicians employed directly by VDRS and located throughout North America.

VDRS also offers each customer the option of a Preventive Maintenance Inspection program specifically designed for their system and equipment to insure proper upkeep and maximum uptime.

We employ 65 people nationwide and just renovated a 288,000 square foot headquarters facility in Norwalk, CT. It houses our spare parts warehouse with \$19.5 million worth of spare parts, which we ship to all of our customers in the US, Canada, and Mexico. It also incorporates a high-tech test center to serve all of our North American customers, where we will test the separation of different materials all related to recycling. This test center incorporates four TOMRA sensor based sorting units (near-infrared (NIR), laser, x-ray, and precise metal detection), an elliptical 2D/3D separator and fine screens all set up in separate loops for the ability to perform multiple tests at the same time.

Our west coast operations are supported by our Torrance, CA sales and service office where 5 fulltime service technicians operate. The office serves as the

west coast service and parts outlet for our entire installed base in the western US.

Van Dyk by the Numbers	
32	Factory Trained Mechanics
\$19,500,000	In spare parts available for shipping next day
24/7/ 365	Free Telephone Support
98%	Problems solved over the phone
100%	Local support, no dealers
365 days	Parts are available for shipping

Exhibit 6

Van Dyk Multi-MRF Reference Facility
 Mustang Dewey Facility

Item	Information
Location	Santa Barbara, California
Design Team Role	Van Dyk is responsible for the design, engineering, manufacturing, project management, installation, start-up, training, service and support of the MRF equipment
Project Status	Fully Operational as of Q2 2021
Project Description	\$25M USD - 65 tph – Highly automated residential/commercial MSW and SS MRF designed to recover recyclables and produce power from anaerobic digestion
Reference Contact	John Dewey, (805) 259-9499, john@deweygroup.com



Photos of MSW sorted plastic from the Mustang Dewey Multi-MRF in Santa Barbara, CA

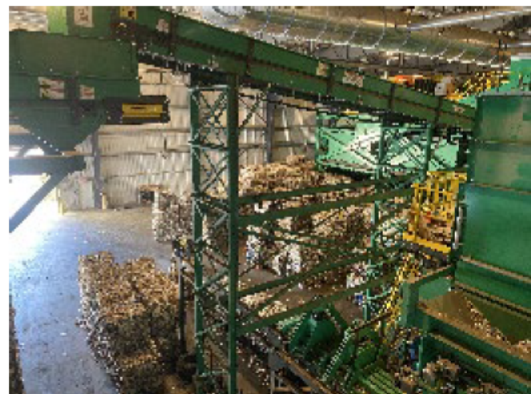


Exhibit 7

Tetra Tech References



Transfer, Recycling, and Processing Facilities Services

Local Knowledge with Nationwide Experience

Tetra Tech is comprised of senior industry leaders with decades of experience in transfer station and materials recovery facility (MRF) design and operations. Our skilled staff assists clients who transfer, transport, and process a wide array of waste and material types, that range from municipal solid waste (MSW) and construction and demolition (C&D) waste, to both conventional and unconventional recyclables.

Our diverse team of solid waste industry professionals are experienced in all facets of the solid waste cycle, from collections through recovery and disposal. We have a proven track record of providing our clients with competitive operational and market advantages. Tetra Tech's solutions reflect regional experience as well as methods, equipment, applications, and techniques that have been successful both nationally and internationally.

We are constantly refining our transfer and materials recovery facility designs based on industry innovations, client feedback, and knowledge gained from ongoing permitting and construction projects across the nation. These refinements enhance and improve facility operations, profitability, regulatory compliance, and energy efficiency.

At Tetra Tech, we understand that details often dictate the success of our client's business. We identify and focus on the important details and tailor our services to include assistance with ongoing operations and other areas where our knowledge of solid waste adds value. These services include brokering, professional testimony, vertical integration, client representation, construction management, oversight and certification, bid package review, and development and equipment design and specification.

What sets Tetra Tech apart?

- **Experience with transfer stations and MRFs**
Our staff has years of experience with transfer station and MRF design and operations.
- **Operationally efficient designs**
Our facility solutions incorporate innovative design elements, processing methods, equipment selection, and transportation alternatives.
- **Client focus**
We begin each project by getting a full understanding of the client's situation, really listening to their needs and asking the right questions.
- **Nationwide presence**
Offering perspective and knowledge of local business and regulatory issues, we also incorporate successful regional, national, and international solutions.
- **Our solutions improve clients' bottom line**
We create a financial edge for our clients, finding solutions that consider the entire waste cycle, including teaming solutions and/or vertical integration if beneficial.
- **Incorporating waste conversions**
Instead of using facilities as only a transfer station and/or MRF, we have experience in converting waste materials into alternative fuels or other marketable by-products.

Transfer Station Services Provided

Facility Planning

- Site review and selection
- Concept site layout and operations plans
- Concept building/equipment layout and operations plans
- Financial and operational analyses

Permitting

- Site plan approval process
- Solid waste facility permit applications
- Preparation of environmental and health
- Impact studies
- Air quality control system design and permit applications (new applications, modifications, and renewals)
- Solid waste management plan development

Design

- Preliminary design, design development, and construction
- Document preparation (plans and specifications)
- Construction cost estimates
- Project scheduling

Procurement

- Preparation of bid documents
- Bid solicitation
- Bid evaluation

Construction Services

- Quality assurance/quality control
- Field services
- As-built and certification package preparation

Existing Facility Review

- Operational review and improvements
- Organizational/business review and process
- Evaluation
- Restructuring
- Operations RFP preparation

Recent Experience

Tetra Tech prides itself on establishing close and productive relationships with our clients. A few recent examples of facility projects include:

LEMCOR, Inc. (NJ)

Design, solid waste permitting, air quality permitting, site plan approval, and onsite utility design, stormwater controls, and vehicle corridors for a 2,800 ton per day (tpd) MSW transfer facility, including transfer, maintenance, and office buildings.

Taylor Biomass Energy (NY)

Design and solid waste permitting for the expansion and conversion of an existing C&D facility to a biomass gasification waste-to-energy facility that contains state-of-the-art waste processing and separation equipment.

Orange County DPW (NY)

Design, procurement, construction management for a proposed transfer station/MRF, and design and permitting services for a permitted 8,300 sq ft transfer station.

Lizard Rock Designs (AZ)

Sizing evaluation, civil design and permitting of recycling facilities and transfer station for residential self-haul and small commercial waste as a part of the overall design of a new entrance facilities/administrative office campus at a landfill site.

Pellitteri Waste Systems, Inc. (WI)

Preparation of site and building plans including equipment selection, layout and traffic routing for a recyclable material and municipal solid waste transfer facility. A Conditional Use Zoning application including noise studies, and regulatory design submittals were successfully completed.

Central Waste, Inc. (OH)

Services for the preparation of a state solid waste transfer station permit and operating license for a 5,000 tpd transfer station, which required an existing building to be permitted to accept railroad-delivered solid waste and construction and demolition debris.



(East) - (877) 284-9070
(Central) - (877) 633-5520
(West) - (877) 633-5520

04/2015/15

Learn more at tetrattech.com



Exhibit 8

State of Virginia Certification

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, October 5, 2021

This certificate of registration to transact business in Virginia is this day issued for

Freepoint Eco-Systems LLC

a limited liability company organized under the laws of Delaware and the said limited liability company is authorized to transact business in Virginia, subject to all Virginia laws applicable to the company and its business.



STATE CORPORATION COMMISSION

Attest:



Clerk of the Commission