Volume III
Proposal – Appendix Volume

Submitted to:

City of Nashua
New Hampshire

RFP1305-061505

Operation and Maintenance of the Water Utility

July 14, 2005

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VEOLIA Water

David W. Ford, P.E.

Senior Project Manager/Engineering Services Manager

Education:

BS, Civil Engineering, Worcester Polytechnic Institute, 1979

Registrations/Certifications:

Registered Professional Engineer, New Hampshire, 1987
Wastewater Treatment Operator, New Hampshire (currently inactive)
Water Distribution System Operator, New Hampshire (currently inactive)

Professional Memberships/Activities:

Water Environment Federation
American Water Works Association
American Public Works Association

Background:

Mr. Ford is a Senior Project Manager and Engineering Services Manager with the Capital Program Management group (CPM) of Veolia Water North America – Northeast, LLC (Veolia Water). In this role he is responsible for managing and supporting design/build, design/build/operate (DBO) and capital project work at contract operations, maintenance and management (O&M) projects sites in the State of New Hampshire, as well as in the other areas served by Veolia Water's Northeast Business Center.

Mr. Ford is experienced in directing and supporting all manner of design and construction projects for municipal water and wastewater facilities. This experience includes directing labor resources and managing operations, maintenance, budgeting, permit compliance, design and construction of water and wastewater systems, plus other public infrastructure. Mr. Ford has been responsible for developing capital improvement and operating budgets, engineering contract and construction contract administration, and for projects that were accomplished using the DBO approach.

Prior to joining Veolia Water, Mr. Ford was Director of Public Works for the City of Rochester, New Hampshire. In that role he was responsible for operation, maintenance and new construction associated with City's water and wastewater systems, roadways and drainage systems. His duties also included communicating with state and federal regulating agencies and making presentations to clients, planning boards, various elected officials and the public.

Mr. Ford has also served as a Quality Assurance Engineer, with responsibility for implementing and coordinating design activities associated with the Quality Assurance Program at a nuclear power station. Among his quality assurance duties were multidisciplinary audits of design calculations, drawings and specifications, and development and presentation of training classes on design quality control procedures. In addition, he has prepared construction drawings and specifications, cost estimates and permit applications for various civil and environmental engineering projects for private, municipal and institutional clients.

Experience:

- ***2000-Present***: Serves as Senior Project Manager with Veolia Water's Capital Program Management group (CPM), with responsibility for supporting O&M projects in the State of New Hampshire and the other areas served by the Northeast Business Center. Prior to this, served as the Northeast Regional Service Center Manager for Veolia Water's engineering and construction group. Both roles have involved responsibility for providing engineering and construction oversight and support for capital improvement and related projects in New England and New York, and for providing engineering and construction support for water and wastewater treatment plants being contract operated and managed by Veolia Water in that service area. Key experience includes:
  - Oversight and management of facility improvements completed using a DBO approach for the City of Cranston, Rhode Island's 23-MGD secondary wastewater treatment plant. Plant is being upgraded to a tertiary wastewater treatment facility. Direct responsibility for the management of $1.5 million in improvement projects, providing oversight of engineering and construction contractors.
  - Managing the final phases of upgrades for the City of Lynn, Massachusetts' wastewater facilities, and providing support for the combined sewer overflow design/build project for the City.
  - Member of the startup and transition team, and will provide project management support for a 20-year DBO contract to provide Total Asset Management for regional merchant biosolids operations for the Borough of Naugatuck, Connecticut. This agreement involves providing O&M for the Borough's 10-MGD secondary wastewater treatment plant and sludge incineration facilities. Veolia Water is also providing oversight of a $19 million capital improvement program, which includes upgrade of the biological nutrient removal treatment units, as well as the installation of a new 70-wet-ton-per-day fluidized bed incinerator and sludge dewatering equipment.

- ***1997-2000:*** Served as the Public Works Director for the City of Rochester, New Hampshire, with direct responsibility for:
  - Directing the design of upgrades for a 5-MGD advanced wastewater treatment plant. (Design and Construction Cost: $20 million).
  - Directing the design of 4.5-MGD water treatment plant and activated carbon filter replacement project.
  - Directing engineering and construction for multiple sewage pumping station upgrades.
  - Directing a water treatment plant SCADA system upgrade project implemented using the design/build approach. (Construction Cost: $150,000).

- ***1992-1997:*** Served as the Superintendent of Public Works for the City of Wolfeboro, New Hampshire's Public Works Department. Had direct responsibility managing the design of $500,000 in improvements as part of the upgrade of a secondary wastewater treatment plant.

- ***1990-1992:*** Served as a Project Manager with Provan & Lorber, Inc., Contoocook, New Hampshire.

- ***1986-1990:*** Served as a Project Engineer with Phillips Engineering, Ossipee, New Hampshire.

- ***1981-1986:*** Worked as an Engineer with Stone & Webster Engineering, Boston, Massachusetts.

- ***1981:*** Worked as an Engineer with Tibbets Engineering Corporation, New Bedford, Massachusetts.

- ***1979-1980:*** Worked as an Engineer with Bernard Johnson, Inc., Washington, D.C.

Philip G. Ashcroft

President - Veolia Water North America – Northeast LLC

Education:

London Executive Program, London Business School
BSc, Geology, Physics, Chemistry, Durham University

Professional Affiliations:

Institute of Directors
Institute of Water Officers, Eastern Region President

Background:

Mr. Ashcroft is the President of Veolia Water North America – Northeast, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). In this role he is responsible for managing a business operations group that provides operations, maintenance and management (O&M), design/build/operations (DBO) and related services to municipal, other government and industrial clients in the State of New Hampshire, the other New England states and New York. This includes over 40 current projects, employing over 550 operations, administrative and management staff.

Mr. Ashcroft has more than 34 years of business and corporate management experience, which has included work experience in the process and manufacturing industries. Prior to joining the Veolia Water operations group in North America, he managed the operations of Three Valleys Water, a water supply system that serves 2.4 million people in communities north of London, England; a utility operations group that is a subsidiary of Veolia Water.

Mr. Ashcroft's work has involved the management of organizational changes, both direct and line-functional responsibilities, bringing to bear his ability to restructure major business environments by reviewing business performance, implementing new working practices and improving labor utilization to radically improve efficiency and profit performance. This has included the successful merger of North Surrey Water and Three Valleys Water in England.

Experience:

- ***2005-Present:*** Serves as the President of Veolia Water's Northeast regional operations group, which is responsible for the delivery of O&M, DBO and related services to municipal/governmental and industrial clients in the Northeast business center's service area. Serves as the Project Principal for O&M and other projects undertaken by the Northeast Business Center in the State of New Hampshire and other parts of the region.
- ***2001-2004***: Served as Senior Vice President of Major Utility Operations for Veolia Water North America, with responsibility for transitioning major utility operations in North America to the management systems and operating and administrative standards of Veolia Water Canada and Veolia Water. Participated in strategic planning and the development of the corporate-wide asset management program.
- ***2001-2002:*** Served as Operations Director of Three Valleys Water, directing the merger of Three Valleys Water with North Surrey Water. Three Valleys (a subsidiary of Veolia Water, S.A.) is responsible for the entire water system serving an area north of London, England (population of 2.4 million). O&M responsibilities included the maintenance of the surface water and groundwater treatment plants; supervision and maintenance of the distribution system, including meter reading and connections; and billing, collections, connections and customer information requests. Two major water treatment plants are a part of this system, including the Iver Treatment Works (a 63-MGD water facility, which uses physical treatment, advanced chemicals, polishing and disinfection with ozone and granular activated

carbon adsorption), and the Clay Lane Treatment Works (a 42-MGD plant that uses physical treatment, advanced chemicals, polishing and disinfection treatment plant with granular activated carbon adsorption).

- ***2000***: Served as Managing Director, North Surrey Water, and Head of Operations, Three Valleys Water Plc./Veolia Water. Managed the merger of North Surrey Water with Three Valleys Water to achieve greater synergies and operational efficiencies while driving a major change program in both companies.
- ***1998-2000:*** Served as Operations Director, Three Valleys Water Plc/Vivendi, the largest of the Veolia Water UK Water Operations companies. This system served approximately 1 million customers and a population base of more than 3 million. Key accomplishments included reducing operating expenditures by £3 million in the first year, for a system with annual revenues of over £145 million. Developed and introduced processes to fundamentally review business performance and then to radically improve efficiency.
- ***1993-1998:*** Served as Divisional General Manager and Divisional Director, South West Water Services, Ltd., England. Held profit and loss responsibility within a geographical area of 2,500 sq km for all clean and wastewater products and services. Developed a company-wide integrated distribution networks strategy and HR strategy.
- ***1990-1993:*** Served as Director and General Manager, Armitage Shanks Integrated Systems, a manufacturer and distributor of washroom systems. Restructured the company, introduced Total Quality Management to achieve ISO 9000. Re-equipped the manufacturing facility with leading edge technology and introduced systems to achieve computer integrated manufacturing.
- ***1988-1989:*** Served as Vice President and General Manager, Williams Brothers, a subsidiary of Blue Circle, Inc., Atlanta, Georgia. Responsible for three businesses, two ready-mix concrete and one aggregates.
- ***1986-1988:*** Served as Human Resources Manager, Blue Circle Cement in England. Introduced radical improvements in labor utilization and a new package of terms and conditions at all of this company's cement producing plants.
- ***1982-1986:*** Served as Operations Manager, Blue Circle Cement, Dunbar Cement Plant, England. Responsible for operations at a multi-kiln plant with one million tones per year output. Increased productivity by 100% while maintaining plant output through the introduction of new working practices and the rebuilding of the plant with new technology and processes.
- ***1980-1982:*** Served as Industrial Relations Manager, Blue Circle Cement, Corporate Office, England. Advised line managers across the spectrum of Industrial Relations issues within an aggressive multi-union environment.
- ***1970-1980:*** Worked as a Graduate Trainee, Plant Operations Manager, then Deputy General Manager, Blue Circle Cement. Held various line management roles in Production and Distribution at the Northfleet plant in Kent and the Maison plant in Suffolk.

J. Joseph Burgess

President - Veolia Water North America

General Background:

Mr. Burgess is the President of Veolia Water North America Operating Services, LLC. In this role, he manages the company's operations and project performance, with responsibility for customer satisfaction, service delivery and overall performance for industrial and governmental clients.

Mr. Burgess joined Veolia Water in 2002 as the Vice President and General Manager of the Northeast Business Center of Veolia Water North America Operating Services, LLC (Veolia Water), and in that role, he managed a business operation that provides contract operations, maintenance and management (O&M), design/build/operations (DBO) and related services to municipal, other government and industrial clients in the six New England states and New York.

Mr. Burgess then served as the Senior Vice President and Chief Operating Officer for Veolia Water, directing the delivery of O&M, DBO and related services throughout North America.

Mr. Burgess has a strong base of experience with strategic planning, operations management and leadership. He was a founding member of the Water Partnership Council, a water industry group dedicated to helping communities and companies in the U.S. meet their water and wastewater needs in the safest, most environmentally sound and cost effective manner possible. This group is formed of Veolia Water, together with other leading providers of operational services for water and wastewater treatment facilities, and was established in 2001 to advance the cause of sustainable water quality.

Mr. Burgess joined Veolia Water from Covanta Water Systems, where he was the Executive Vice President for that company's water systems operations. While with that company, he was responsible for the startup of this firm's water business, currently a $70 million a year division, and was instrumental in establishing the company as a design/build and DBO services provider.

Experience:

- ***1/2005-Present:*** Serves as the President of Veolia Water North America Operating Services, LLC, the parent company for the regional entities of Veolia Water which are involved in the delivery of O&M, DBO and related services to municipal/governmental and industrial clients throughout North America. Provides oversight and management support for the operations of Veolia Water North America – Northeast, LLC, which is responsible for the delivery of services to clients in the State of New Hampshire and other parts of the Northeast.
- ***2003-Present:*** Served as Senior Vice President and Chief Operating Officer for Veolia Water, with responsibility for directing the performance and ensuring the quality of contract O&M, DBO and related services for municipal and industrial clients throughout North America.
- ***2002:*** Served as General Manager for the Veolia Water Northeast Business Center, which provides O&M, DBO and related services to government and municipal clients in New England and New York. Responsible for regional management and direction of multiple projects to ensure client satisfaction, contract compliance and budget control. This included providing oversight and management support for Veolia Water's O&M projects in the State of Rhode Island, including our current contract with the Narragansett Bay Commission for the O&M of the Bucklin Point Wastewater Treatment Facility.

- ***1997-2002:*** Served as the Executive Vice President for Covanta Water Systems, Fairfield, New Jersey. Responsible for startup of Covanta's water business, a provider of DBO services for water, wastewater, stormwater and desalination treatment facilities; a business unit with over $70 million in revenue.
  - Directed and provided oversight of over $200 million of construction activity with Covanta acting as prime contractor. Coordinated design/estimating activities on all bids. Responsible for final pricing decisions, project execution and performance.
  - Acquired the DualSand™ technology patent in 2000; this business unit achieved $15 million in revenue in the first year of commercial operations of this technology.
  - Established the company as a leading competitor in the DBO, filtration and desalination markets.

- ***1989-1996:*** Served as Vice President of Business Operations for Covanta Energy, Fairfax, Virginia.
  - Held profit and loss (P&L) responsibility, and served as the primary client contact for the region with 10 operating waste-to-energy facilities and revenues exceeding $225 million. Generated income/cash growth of over 10% annually through maximizing waste deliveries, special waste programs and cost control.
  - Created a regional management structure that improved service delivery for financial analysis, cash flow, budgeting, planned maintenance, environmental compliance and safety services.
  - Re-permitted the Alexandria, Virginia, and Lake County, Florida, facilities to allow for medical waste processing, increasing income at those facilities by more than 20%.

  Prior to this he served as the Regional Business Manager for Covanta Energy in Fairfax, Virginia, the largest waste-to-energy facility in North America.
  - Renegotiated facility service agreements to allow for outside jurisdiction waste streams and special waste streams to be processed at facility, which increased the facility's revenues by over $10 million annually.
  - Renegotiated the Fairfax facility's power purchase agreements to reduce costs by over $2 million annually.
  - Managed change order requests for the Fairfax facility construction effort within 3% tolerance budget.
  - Petitioned the State of Virginia for sales tax exemptions on all environmental equipment, including odor control equipment, successfully and saved the project $2 million.
  - Established a steering committee to develop an initial safety program for Covanta waste-to-energy facilities. Sat on initial corporate safety committee and established the company's safety reporting and audit programs.

- ***1981-1985:*** Worked in various positions with Monsanto Company in Houston, Texas.
  - Joint Venture accountant for Monsanto/Cononco petrochemical JV. Served on the JV divestiture team, with responsibility for developing methodologies for setting sales price and ongoing cost sharing for over $600 million of shared site utility and services infrastructure. Developed and assisted with negotiating pricing for sale of phenolic resin business. Served as Cost Control Supervisor for construction and startup of $110 million Alimet™ manufacturing facility.

Education:

BA, Accounting and Finance, University of Florida, Gainesville, Florida, 1981

Professional Affiliation:

Water Partnership Council – Founding Member

C. Jill Beresford

Business Manager/Financial Partner – Northeast Business Center

Education:

University of Guelph, (English) Canada
M.B.A., Boston University, 1991

Background:

Ms. Beresford is the Business Manager and Financial Partner for Veolia Water North America – Northeast, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). In this role she is responsible for coordinating the delivery of support resources for Veolia Water O&M teams at various facilities in the New England and New York service area. Ms. Beresford draws from the regional resource team of Veolia Water, which provides experts in management, technical and operations areas.

Ms. Beresford's background and experience includes more than 27 years of finance and business management experience in the U.S. and internationally.

Experience:

- ***2005-Present***: Serving as the Business Manager and Financial Partner for Veolia Water in the Northeast Business Center.
- ***2003-2005:*** Served as the Vice President of Business Operations with Adelphia Media Services. Hired to implement the turn-around, bankruptcy emergence/sales process plans and infrastructure building for one of Adelphia's three regions. Adelphia is the third largest bankruptcy in U.S. history and the largest surviving Chapter 11. Job responsibilities included working with bankruptcy team for legal review of over 10,000 contracts for the region; re-statement of financials for S.E.C. purposes back to 1999; documenting, writing and implementing Sarbanes-Oxley processes; building infrastructure of $100 million region with 200 employees.
- ***1988-1999:*** Worked in a variety of roles with BPI Packaging Technologies, Inc., a company that converted plastic resins into film for industrial applications and retail carry-out bags for the grocery, convenience store and food packaging markets. The Company conducted an IPO in 1990 to fund an aggressive expansion, following a successful turn-around from near bankruptcy in 1989. The Company grew from $6 million to $30 million annual sales by 1997. A strategic decision by the CEO mid-1997 resulted in a reduction of sales to $10 million within six months and a return to near-bankruptcy conditions. In June 1998, the Board of Directors replaced the CEO and Chairman of the Board, resulting in a promotion to the interim CEO, Chairman of the Board position. The balance sheet was restructured in early 1999 through a combination of debt and equity financing funded by a private investor and resulted in a change of control.

  - Interim Chairman of the Board/CEO/CFO (1998 – Jan 1999) - Promoted by Board of Directors to Interim Chairman/CEO/CFO position following the termination of former Chairman/CEO.

  - President and Chief Operating Officer (1996 – 1998) - Responsible for all performance improvement in day-to-day activities of 24/7/363 manufacturing facility with primary focus on developing strategy to increase sales of patented and proprietary high margin products.

  - Chief Operating Officer (1993 – 1996) - Responsible for all day-to-day activities of the Company with primary focus on start-up of a new facility and requisite infrastructure.

- Vice President of Marketing (1988 – 1993) - Responsible for niche-marketing the Company in a commodities industry.

- ***1978-1986:*** Served as Vice President and Account Director with Grey Advertising in Canada. Responsible for management of Procter & Gamble (six brands), General Foods (two brands) and Beecham Products (five brands).

William (Benn) B. Bullock, II

Environmental, Health, Safety and Security (EHS&S) Manager

Education/Training:

AS, Management, Johnson and Wales University, Providence, Rhode Island, 1978
BS, Management, Johnson and Wales University, Providence, Rhode Island, 1980
Supervisory Training Program - USFilter and General Dynamics
Veolia Water EH&S Train the Trainer Courses
HAZWOPER – Spill Response Training
Process Safety Management Training
Hazardous Waste Management/SARA Title III Training
Fleet Safety/DOT Training

Background:

Mr. Bullock is an Environmental, Health, Safety and Security (EHS&S) Manager for Veolia Water North America – Northeast, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). He provides oversight, management and enforcement for the EHS&S programs at contract operations, maintenance and management (O&M), design/build, and design/build/operate (DBO) projects sites throughout New York and New England. In addition, he manages environmental compliance and health and safety for process water and related business units for other affiliated company facilities and operations.

Mr. Bullock is skilled in developing and implementing site-specific health and safety plans and emergency response plans and performing injury and accident investigations. He also has over 33 years of experience in project management, health and safety management and industrial operations.

Experience:

- ***2000-Present:*** Serves as the Veolia Water EHS&S Northeast Regional Manager, with responsibility for health and safety and environmental compliance for operations, facilities and projects in the Northeast Region and Eastern Canada. This includes oversight for more than 180 facilities in the states of Massachusetts, New Hampshire, Connecticut, Washington, D.C., Delaware, Maryland, Maine, New Jersey, New York, Pennsylvania, Rhode Island and Vermont, as well as Eastern Canada.

- ***1996-2000:*** Served a Plant Manager with Veolia Water for a Regeneration Plant in South Windsor, Connecticut. Was instrumental in bringing this Process Water facility and into HS&E compliance.

- ***1969-1996:*** Worked in progressively responsible positions with General Dynamics Corporation's Electric Boat Division in Groton, Connecticut, ending career at this firm as a Facilities Manager. Spent 25 years involved in the submarine construction business. Responsibilities at General Dynamics included supervision of the management and trade's personnel in charge of maintenance, testing and certification of the facilities 365 cranes. Had direct involvement with the facility EH&S department, the Navy, OSHA, NRC (nuclear regulatory commission), Connecticut State and Federal agencies.

- ***1966-1969:*** Served in the U.S. Navy stationed in New London, Connecticut.

Robert R. Burton

Director of Special Projects

Certifications:

Grade IV water Plant Operator, Iowa
Grade III Wastewater Plant Operator, Indiana

Professional Memberships/Activities:

American Water Works Association

Background:

Mr. Burton is a Director of Special Projects with Veolia Water North America – Central, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). He is assigned to Veolia Water Indianapolis, and is responsible for the development and implementation of the Operations Division's annual Business Plan, including process improvements and benchmarking, and budget management for the $39 million annual budget.

Mr. Burton has more than 12 years of experience in the operations and environmental management of water and wastewater treatment facilities, water distribution systems, sewer collection systems, public works departments, including client relations, budget renewals, new project development, compliance monitoring, budget preparation and reporting, and monthly and annual reports.

Experience:

- ***2003-Present:*** Serves as the Director of Special Projects with Veolia Water Indianapolis LLC, which operates and manages Veolia Water's 20-year, $1.5 billion contract with the City of Indianapolis, Indiana, which includes all operations, maintenance and management (O&M), capital project work and customer service facets of the City's waterworks system, a system that currently serves 1.1 million people. Responsible for budget management for the Operations Division's $39 million annual budget. Developed a forecasting and variance reporting system for the Division. Led process improvement activities for all aspects of the Division; field services, distribution, production, procurement, fleet and warehousing. Led the development of the Operations Division's 2005 operating budget. Currently leading a team to develop an IT disaster recovery/emergency response plan for the Indianapolis project.
  - Served as the Director of Field Services (2003-2004), responsible for the Distribution, Field Services and CCS areas of the company. Assisted with the transition of the newly formed department, reorganization of the department personnel, work flow process improvements, budget development and development of the interdependencies and synergies between Field Services and other departments as well as outside agencies and contractors.
- ***2000-2003:*** Served as Project Manager for Veolia Water's O&M project with the City of Boonville, Indiana. Managed the daily operations of a 1.44-MGD wastewater treatment plant, 2.1-MGD water treatment plant, distribution and collection systems, combined sewer overflows, 12 lift stations, and meter reading. Assisted the City with plans and oversight for the construction and startup of a new 5-MGD wastewater treatment facility.
- ***1998-2000:*** Served as Project Manager for Veolia Water's O&M project with the City of Storm Lake, Iowa. Responsibilities included oversight of daily operations and maintenance activities of the 4.65-MGD water treatment plant, 10 water wells, 5-MGD wastewater treatment plant and 17 lift stations. Ensured effective facility performance, budget management and permit compliance.
- ***1997-1998:*** Served as Operations Manager for Professional Services Group's (predecessor company) O&M project with the City of Boonville, Indiana. Managed the operations of the 2.1-MGD groundwater treatment facility and 1.7-MGD activated sludge wastewater treatment plant. Responsibilities included

laboratory supervision, QA/QC program implementation, telemetry operation, regulatory reporting, training and computer operation. Supervised the construction of a 500,000-gallon elevated storage tank, prepared monthly operations and financial reports to the City.

- ***1993-1996:*** Served as Water Treatment Plant Operator for the City of Henderson, Kentucky. Responsible for the operation of a 12-MGD surface water treatment facility. As Wastewater Plant Maintenance Operator (1992-1993), provided maintenance to the 7-MGD activated sludge wastewater treatment plant.

Scott A. Edwards

Vice President - Marketing Communications

Education:

BA, Psychology, Louisiana State University

Background:

Mr. Edwards is Vice President of Marketing Communications for Veolia Water North America Operating Services, LLC (Veolia Water). He provides strategic direction to the company's marketing and communications activities.

At Veolia Water, Mr. Edwards is responsible for marketing communications and community relations functions related to the company's operations in the U.S. and Canada, playing a leadership role in the development of the company's public relations, public affairs, community relations, strategic business development and industry relations nationwide.

He has more than 15 years of experience in the marketing communications field and eight years of experience in environmental services. He has received a number of communications industry awards for his clients. Mr. Edwards also plays an active role in Veolia Water's corporate communications program.

He actively travels throughout the country understanding how water impacts our nation's communities and businesses. Given his experience and expertise, he understands that Veolia Water must continue to serve as a good corporate steward and citizen.

Experience:

- ***1997-Present***: Responsible for integrated marketing and communications programs for the water and wastewater outsourcing/privatization market leader. Responsible for all facets of marketing communications including national and local communications, advertising (print and broadcast), media relations, trade shows, community relations, advertising, direct marketing, sales literature, newsletters/magazines, speech writing, videos, editorials, event and trade show management, market research and related functions.

- ***1994-1997***: Responsible for market information, sales support and all communications for a publicly traded environmental services and recycling company.

- ***1989-1994***: Managed business-to-business and issues accounts for various governmental affairs, industrial, energy and real estate clients at a leading Houston advertising and public relations firm.

- ***1986-1989***: Began career and received strong public relations experience in a variety of settings for consumer, professional services and industrial clients.

Donald G. Ellis

Vice President and Human Resources Manager

Education/Training:

BS, Business Administration, University of Dayton

Training Seminars: Hiring, FMLA, ADA, Workers Compensation and DER compliance

Professional Membership:

Pittsburgh Human Resources Association

Background:

Mr. Ellis is Vice President and Human Resources and Labor Relations Manager with Veolia Water North America Operating Services, LLC (Veolia Water). He is responsible for managing human resources support for Veolia Water Canada, Inc. project sites, as well as those of Veolia Water at other sites across North America. Mr. Ellis is responsible for working with local management teams to transfer staff and to hire any other local staff required for operations and related projects.

Mr. Ellis has more than 25 years of experience and has been involved in developing human resources policies and procedures and worked with managers to administer benefits and other personnel programs. He has a strong base of experience in supporting the human resource needs of contract operations, maintenance and management (O&M) project sites.

Experience:

- ***2000-Present:*** Serves as the Human Resources and Labor Relations Manager for VWCanada and Veolia Water, and supports startup and transition activities nationally. Provides human resource management for the general administration of Veolia Water's Human Resources department.
- ***1996-1999:*** Served as Human Resource Supervisor for Cutler-Hammer/Eaton Corporation, Beaver, Pennsylvania. Duties included performing all human resource functional activities in support of a plant employing 680 people with two unions and sales of $150 million. Administered all personnel policies, AA Plans, ADA/FMLA guidelines, and other routine plant activities; coordinated and developed training programs; obtained labor agreements; recruited and staffed hourly and salaried personnel.
- ***1988-1996:*** Served as Human Resource Manager for WHEMCO, West Homestead, Pennsylvania. Primary human resource focal point for four plants spread throughout three states, employing 500 people in both union and non-union settings. Developed employee handbook, implemented self-funded medical and workers compensation programs, negotiated labor agreements, established job requirements and training programs in support of ISO 9001 and improved training process.
- ***1984-1988:*** Served as Personnel Superintendent for Wheeling Pittsburgh Steel Corporation, Steubenville, Ohio. Served as a labor contract administrator responsible for the administration of personnel policies, employee benefit programs, labor contracts, grievance resolution, expediting arbitration and recruiting involving 3,500 employees. Initiated meetings with state representatives.
- ***1973-1984:*** Worked with United States Steel (USX), Mon Valley Works, Pittsburgh, Pennsylvania. Held various positions throughout the Works including Labor Contract Administrator, Safety Engineer, Industrial Engineer and Laborer.

William J. Fahey

Project Manager

Education:

MBA, University of Massachusetts, 2000
BS, Marine Engineering, Massachusetts Maritime Academy, 1987

Registration/Licenses:

Grade 5-C Wastewater Treatment Plant Operator
United States Coast Guard License – Third Assistant Engineer of unlimited horsepower, steam or diesel

Professional Affiliations:

American Water Resources Association
American Society of Civil Engineers

Background:

Mr. Fahey is a Project Manager with Veolia Water North America – Northeast, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). He has more than 18 years of engineering, construction and operations and maintenance and management (O&M) experience related to wastewater collection and treatment systems.

Mr. Fahey is involved in supporting projects in the State of New Hampshire, as well as other parts of the region. Prior to this, he served as the Asset Manager for Maintenance at the Massachusetts Water Resources Authority's (MWRA's) Deer Island Wastewater Treatment Plant. In this role, Mr. Fahey directed a group of engineering and operations staff, consultants and others in providing maintenance services for this facility, which is the second largest secondary treatment plant in the U.S.

Mr. Fahey is experienced in managing staff, budgets, asset management programs, and capital replacement plans. His background also includes process engineering and project management in industrial wastewater, industrial pretreatment as well as all aspects of preventive, predictive and corrective maintenance.

Experience:

- ***1999-Present:*** Serves a Project Manager with Veolia Water in the Northeast business center, providing support to engineering and O&M projects in the region.
  - Served as the Asset Manager, Maintenance, for Veolia Water Systems (the engineering and construction arm of Veolia Water), assigned to the MWRA, Boston, Massachusetts. Responsible for developing long-term strategic maintenance plan for the $3.4 billion Deer Island Wastewater Treatment Plant. This plan includes a balance of preventive, predictive, corrective and reliability centered maintenance. Other responsibilities include managing a staff of 13 and a budget of $1.5 million; developing and maintaining the capital replacement plan; and implementing and managing the Facility Asset Management Program. Mr. Fahey also develops the model for all plant maintenance and asset management; ensuring optimization of the plant's

Computerized Maintenance Management System and plans and schedules all maintenance work and inventory resource allocation.

- Served as owner representative on a comprehensive maintenance optimization strategy implementation on a Primary Clarifier Battery, which resulted in substantial savings for the Authority. It is anticipated that this program will reduce maintenance costs by 40% to 60%.

- ***1996-1999:*** Served as Program Manager, Construction Coordination, with Veolia Water Systems, assigned to the MWRA. Responsible for the management of $13 million in warranty claims for the Deer Island plant. Responsibilities included coordinating activities of the maintenance staff and contractors to ensure timely completion of warranty items; managing daily activity of the Construction Coordination Department; and serving as technical liaison to the Authority's legal division on all warranty claims.

- ***1994-1996:*** Served as Project Manager, Process Engineering, for Veolia Water Systems, assigned to the MWRA. Managed all process engineering activities for the operation of the wastewater systems from initial check out and startup, through integration and then final operation. Responsible for coordinating and completing operability surveys of assigned construction packages. Worked with multidisciplinary design teams and construction personnel to resolve and correct defective design and construction. Worked with process control and operations staff to troubleshoot problem systems. Represented Deer Island O&M departments at startup meetings.

- ***1988-1994:*** Held various engineering and project management positions with Veolia Water Systems, assigned to the MWRA. Responsibilities included conducting inspections of industrial wastewater discharges in the MWRA district to ensure compliance with federal, state and local laws; inspecting various industrial process and wastewater treatment systems; providing technical support to MWRA legal staff in regard to wastewater compliance issues; reviewing proposed industrial treatment plant designs to ensure that systems adhered to proper engineering design practices; and conducting inspections of new and existing gas/oil separators, ensuring that new construction complied with applicable regulations.

- ***1987-1988:*** Served as Diesel Power Plant Operator for E&C, assigned to the MWRA. Responsible for O&M of diesel and electric pumps; and monitoring water flow, chlorine residual, and reservoir levels.

John H. Fritsch

Project Manager

Education:

AA, Applied Science, North Shore Community College 1971
New England Regional Wastewater Institute
Coursework in Wastewater Treatment and Laboratory, Lowell University
Coursework in Power Plant Operations, The Peterson School of Steam Engineering

Certifications/Licenses:

Grade I Water Operator Certification, New Hampshire, #2169
Grade 4 Wastewater Operator Certification, New Hampshire, #608
Grade 4 Wastewater Operator Certification, ABC, #S487226R5
Grade 7 Wastewater Operator Certification, Massachusetts, #0767
CPR/First Aid Certification
40-Hour Hazardous Waste Site Operations Health and Safety Training
8-Hour Hazardous Waste Site Supervisor Health and Safety Training
24-Hour Hazardous Material Technician Certification

Professional Memberships:

New England Water Pollution Control Association
New Hampshire Wastewater Treatment Plant Operators Association
New Hampshire Water Pollution Control Association; Education Committee

Background:

Mr. Fritsch is a Project Manager with Veolia Water North America – Northeast, LLC, and is based in New Hampshire. He has over 28 years of experience operating treatment facilities, with an emphasis on managing groundwater remediation facilities.

Mr. Fritsch has been involved in nearly every phase of facility operation, from managing startup activities, to daily facility operation and through to site closure procedures.

Experience:

- ***1991–Present:*** Serving as Project Manager for Veolia Water's contracts with the New Hampshire Department of Environmental services for remediation activities at the OK Tools Site and Gilson Road Superfund Site in Nashua, New Hampshire. Administered the contract O&M of a 0.43-MGD groundwater treatment facility. Responsibilities included contract negotiation, client relations, and management of the annual budget. Oversaw daily standby maintenance activities, including sludge landfill closure, supervised a staff of 14, forecasted and monitored budget, and performed process troubleshooting. Currently managing the dismantling of the treatment system and post-closure activities for this site.

- ***1991:*** Served as Startup Manager for Metcalf & Eddy Services, Inc. (a Veolia Water predecessor company). Responsible for startup activities at a groundwater treatment facility in Garden City, New York. Treatment involved groundwater extraction, air stripping and liquid- and vapor-phase carbon with on-site regeneration.

- ***1986-1991:*** Served as Chief of Operations for Metcalf & Eddy Services, Inc. Managed operations of a groundwater treatment facility in Nashua, New Hampshire. Operations included contaminated groundwater pumping, metal removal, multi-media sand filtration, high-temperature air stripping, vapor incineration, extended aeration, wastewater treatment, a 180-kW steam turbine and generator and soil gas extraction system.

- ***1977-1986:*** Worked as a Senior Operator for the Greater Lawrence Sanitary District of North Andover, Massachusetts. Responsible for the operation of a 52-MGD activated sludge wastewater treatment plant with primary sedimentation, cyclonic grit removal, activated sludge, chlorination, dissolved air flotation, vacuum filtration, belt filter presses and multiple hearth incineration systems.

- ***1973-1977:*** Worked as an Operator for the Boston Metropolitan District Commission in Deer Island, Massachusetts. Participated in the operation of the 400-MGD Deer Island primary wastewater treatment plant with sludge thickening, anaerobic sludge digestion and chlorination.

James P. Galipeau

Senior Area Manager - Northeast Business Center

Education:

Coursework in Business, University of Massachusetts (Dartmouth)
Business Studies, American Management Association
Wastewater Treatment, California State University, Sacramento
Multiple Hearth Incineration Process, Jones & Henry
Wastewater Technology Collection Systems, NEIETC
Hazardous Waste Operations/Emergency Response, Operations Level
Hazardous Waste Operations/Emergency Response, Technician Level

Certifications/Licenses:

Grade 7C Wastewater Treatment Plant Operator, Massachusetts
Grade 2 Collection System, New England Water Pollution Control Authority
Grade IV Wastewater Treatment Plant Operator, Association of Boards of Certification

Professional Memberships:

Water Environment Federation
New England Water Pollution Control Association

Background:

Mr. Galipeau is a Senior Area Manager with Veolia Water North America - Northeast, LLC (Veolia Water), an autonomous business unit of Veolia Water North America Operating Services, LLC. He has more than 16 years of experience in the operation and maintenance (O&M) of industrial and municipal wastewater treatment facilities. Mr. Galipeau has additional experience in safety, hazardous waste labeling, handling and storage and in compliance and reporting responsibilities with OSHA, DEP and the U.S. Environmental Protection Agency.

Experience:

- ***1998-Present:*** Serving as an Area Manager with Veolia Water, with responsibility for providing oversight, management and support for O&M and design/build/operate (DBO) projects in New Hampshire, Massachusetts and Rhode Island, as well as other parts of the region. Responsibilities include contract, financial and technical oversight and support to facility project managers, as well as client support and customer service for projects including:
  - Total asset management of the City of Taunton, Massachusetts' wastewater treatment facility and Pollution Prevention (P2) program. The City is funding $11 million in capital improvements at its 8.4-MGD wastewater plant. In addition to traditional operation and maintenance, Veolia Water assumed complete responsibility for all facility maintenance and repair expenses as well as capital repair or replacement items. Project work is being implemented using a design/build/operate approach.
  - Contract O&M for the Town of Smithfield, Rhode Island's wastewater facilities.
  - Contract O&M for the Narraganset Bay Commission's 31-MGD Bucklin Point, Rhode Island, wastewater treatment facility. Upon assuming responsibility for the wastewater treatment plant, Veolia Water immediately funded and implemented numerous capital improvements to improve facility performance that included installation of Stamford baffles in the final clarifier; electrical soft starts on

the four 25-MGD tidal effluent pumps; a dissolved air flotation pump; return sludge variable frequency drives; and dissolved oxygen monitors. These enhancements improved performance while reducing electrical costs.

- Contract O&M for water and wastewater facilities for the cities of Brockton, Cohasset, New Bedford, Lynn, and Fall River, Massachusetts.

- ***1994-1998:*** Served as Project Manager for the contract O&M for the City of New Bedford, Massachusetts' 30-MGD wastewater treatment facility. Responsibilities included management of the technical operation, physical maintenance and analytical programs; development of maintenance, clerical, technical and subordinate supervisory staff positions; administration of contract and assisting with pre-startup activities related to the City's new secondary treatment facility.

- ***1993-1994:*** Served as Operations Manager for the contract O&M of the City of New Bedford, Massachusetts' water pollution control facility. Responsible for ensuring effective plant performance and compliance with permit standards. Planned, organized, directed and controlled the operation of the City of New Bedford's water pollution control facility on all shifts.

- ***May 1993-September 1993:*** Served as Regional Safety Supervisor for contract O&M projects in the Northeastern U.S. Developed comprehensive safety, risk management and hazard communication programs at 12 privately contracted water and wastewater plants in New Jersey, New York, Rhode Island, Massachusetts and Ontario, Canada.

- ***1990-1993:*** Served as Chief Operator for contract O&M of the maintenance of the City of New Bedford's 30-MGD wastewater treatment plant, Massachusetts. Responsible for technical operation and physical maintenance of the City's wastewater treatment plant during scheduled shifts. Duties included operation of a multiple-hearth incinerator, daily laboratory analysis and liquid stream process control.

- ***1987-1990:*** Worked as an Environmental Technician for Olin-Aegis, Inc., New Bedford, Massachusetts. Responsible for the operation and maintenance of a privately owned wastewater treatment plant and fluorocarbon solvent recovery system. Duties included liquid stream process control, solids handling and effluent analysis using an atomic absorption photo spectrometer.

Lora L. McCormick

Project Director/Customer Service Specialist

Education:

Master of Business Administration, University of Indianapolis, 1997
Bachelor's Degree, Franklin College, Franklin, Indiana, 1989

Professional Memberships:

American Water Works Association, QualServe Peer Reviewer
President, Greater Indianapolis YWCA, 2004-2005
Board Secretary, Alumni Association of University of Indianapolis, 1999-2005
Executive Women's Leadership Program, United of Central Indiana, 1999 Graduate
Chairman, Metropolitan Board of Zoning Appeals, Indianapolis, 1996-1999

Background:

Ms. McCormick is a Project Director with Veolia Water North America – Central, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). In this role, she is primarily involved with the provision of customer services and client relations for Veolia Water's water system operations and management contract with the City of Indianapolis, Indiana. Ms. McCormick also supports other operations, maintenance and management (O&M) contracts for the other areas served by the Central business center.

Ms. McCormick's experience includes directing customer services provided to utility clients, including meter reading, call center, payment processing, and management reporting. She has more than 20 years of experience in water and wastewater and other industries in customer service and client relations management, including contract administration, performance measurement development, project management and transition planning.

Experience:

- ***2003-Present:*** Serves as Project Director with Veolia Water in Indianapolis. Oversees provision of customer services to utility clients including the Indianapolis Department of Public Works, Elkhart Water and Wastewater Utilities, and the Town of Speedway. Led development of definitions, measurements and auditing processes for 40 performance incentives established in Veolia Water's contract with the City of Indianapolis, Department of Waterworks. Incentives valued at approximately $8 million per year. Additionally, supports other Veolia Water contracts and development projects in the Central business center, as well as other efforts nationally.
- ***1997-2003:*** Served as Director of Strategic Planning and Performance Management for Indianapolis Water, prior to transitioning to the Veolia Water Indianapolis LLC team at the start of the new operations and management contract. Involved with the management and implementation of initiatives in customer service, water purification, operational improvements, and improved employee communications and customer growth. Co-authored State law to make public water service available to low income residents with contaminated private wells; this resulted in providing water service to 1,000 low income households in 2000. Developed financing program and executed marketing plan to extend water mains to residents in existing residential areas that were on private wells; during a three-year span, over 1,600 residents participated in program to obtain public water service.

- ***1991-1997:*** Served as Analyst in Finance and Accounting Department of Indianapolis Water, the private company that managed the City of Indianapolis, Indiana's water system prior to the current contract with Veolia Water. Responsible for forecasting cash flow and managing banking relationships and $20 million credit lines.

Daniel C. Moran, P.E.

Process Engineer

Education:

MS, Civil Engineering, University of Texas at Austin, 1992
BS, Mechanical Engineering, University of Notre Dame, Indiana, 1985

Registrations/Licenses:

Professional Engineer, Indiana
Grade WT-5 and WT-3 Water Treatment Plant Operator Certification, Indiana
Class A-SO Wastewater Treatment Plant Operator Certification, Indiana

Professional Memberships/Activities:

American Water Works Association (AWWA)
AWWA Academic Awards Committee (1999-2002)
AWWA Taste and Odor Committee (2000-2003)

Background:

Mr. Moran is a Process Engineer with Veolia Water North America – Central, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). He is assigned to Veolia Water Indianapolis, and is responsible for process and water quality issues for the drinking water production facilities.

Mr. Moran has more than 20 years of engineering experience, including evaluation and implementation of process modifications to optimize water treatment plant performance; oversight of capital improvement upgrades to water treatment facilities; and negotiation with regulatory agencies on compliance issues. Process evaluations include design of pilot and/or bench scale testing programs aimed at meeting increasingly stringent water quality goals. Previous experience includes planning, design and implementation of environmental engineering projects for commercial and industrial clients.

Experience:

- ***2003-Present:*** Serves as Process Engineer for Veolia Water Indianapolis, LLC, which manages and operates Veolia Water's 20-year, $1.5 billion contract with the City of Indianapolis, Indiana, which includes all O&M, capital project work and customer service facets of the City's waterworks system, a system that currently serves 1.1 million people. Responsible for process and water quality issues for the drinking water production facilities, which consist of 12 water treatment plants with a combined capacity of 212 MGD. Also responsible for process control, operational troubleshooting, capital integration and research and development. Manages algaecide application program to mitigate problematic algal blooms in three water supply reservoirs. Coordinates research partnership with Indiana University-Purdue University at Indianapolis on watershed and reservoir management aimed at understanding and improving quality of Indianapolis water supplies, particularly related to problematic algae blooms. Coordinates Indianapolis Water involvement with various outside groups, including universities, consultants, and governmental agencies, on other treatment and water quality research and development activities.

- ***2002-2003:*** Served as Production Director, Veolia Water Indianapolis, during one-year transitional period, with responsibility for management of a $14 million budget and 86 personnel. Department responsible for operation, maintenance and water quality of 12 water treatment plants and control of 22 pumping stations.

- ***1998-2002:*** Served as Process Engineer for Indianapolis Water Company. Professional responsibilities consisted of evaluation and implementation of process modifications to optimize water treatment plant performance; oversight of capital improvement upgrades to water treatment facilities; and negotiation with regulatory agencies on compliance issues. Process evaluations included design of pilot and/or

bench scale testing programs aimed at meeting increasingly stringent water quality goals. Specific projects included development of operations protocol for disinfectant application at a 16-MGD water treatment plant, which resulted in reducing disinfection by-product concentrations while directly saving over $1,500,000 in planned facility upgrades; design review and construction oversight for the conversion of gaseous and solid water treatment chemicals to equivalent liquid chemicals at four water treatment plants with a combined capacity of 172 MGD; disinfection benchmark evaluations calculations used as the basis for design of three chlorine contact basins with over 11 MG of combined capacity; operation of conventional treatment, ozone disinfection and UV pilot plants.

- ***1995-1998***: Served as Senior Project Engineer, EarthTech, Indianapolis, Indiana. Provided consulting engineering services to commercial, industrial and governmental clients related to environmental regulations. Projects included groundwater remediation, hazardous waste treatment and management, and industrial permitting.
- ***1992-1995***: Served as Engineer, Hargis and Associates, Inc., La Jolla, California. Provided consulting engineering services primarily related to groundwater contamination and remediation. Worked extensively with large aerospace manufacturing clients on chlorinated solvent contamination issues.
- ***1990-1992***: Served as Graduate Research Assistant, Department of Civil Engineering, University of Texas at Austin, Texas. Conducted laboratory experiments to evaluate the effect of particle size and operating parameters on deep-bed water filtration. Operated a pilot-scale filter column and monitored for head loss, turbidity, and particle counts. Experiments were conducted at various flow rates and using various sized media on softened water from the Davis Water Treatment Plant in Austin, Texas. Developed laboratory procedures for accurate particle size measurements
- ***1985-1990***: Served as Design Engineer, LTV Aerospace & Defense, Dallas, Texas. Designed mechanical and hydraulic systems for advanced aircraft. Provided oversight and evaluation of full-scale system tests for first flight qualification of mechanical and hydraulic systems. Developed installation specifications to ensure proper operation of systems prior to flight.

Publications:

- Moran, D.C., A. Brassart, and J.M. Jeter. 2001. Variable Source Water Quality and Enhanced Coagulation Step 2 Testing: A Potential Compliance Nightmare. Proc. of the 2001 AWWA Annual Conference. Washington, D.C.: AWWA.
- Malley, Jr., J.P., B.A. Petri, G.V. Hunter, D. Moran and M. Nadeau. 2001. Full-Scale Implementation of Ultraviolet Disinfection in Groundwater Treatment Systems. Denver, Colorado. AwwaRF and AWWA.
- Petri, B.M., G. Fang, J.P. Malley, Jr., D.C. Moran, and H. Wright. 2000. Groundwater UV Disinfection: Challenges and Solutions. Proc. of the 2000 AWWA Water Quality Technology Conference. Salt Lake City, UT: AWWA.
- Moran, D.C., M.C. Moran, R.S. Cushing, and D.F. Lawler, 1993. Particle Behavior in Deep-Bed Filtration: Part 1 – Ripening and Breakthrough. JAWWA 85(12) 69.
- Moran, M.C., D.C. Moran, R.S. Cushing, and D.F. Lawler, 1993. Particle Behavior in Deep-Bed Filtration: Part 2 – Particle Detachment. JAWWA 85(12) 82.
- Moran, D.C., M.C. Seib, R.S. Cushing, and D.F. Lawler, 1992. Particle Size in Filtration: Dynamics of Ripening, Breakthrough and Breakoff. Proc. of the 1992 AWWA Annual Conference. Vancouver, B.C.: AWWA.

Chandra Mysore, PhD, PE, DEE

Director for Drinking Water Programs

Education:

Ph.D., Environmental Engineering, University of Colorado
MS, Water Resources and Environmental Engineering, University of Hawaii
MS, Irrigation Engineering, University of Hawaii
BE, Civil Engineering, National Institute of Engineering, India

Registrations:

Professional Engineer: Georgia and Louisiana
Diplomate in Environmental Engineering, with expertise in Water and Wastewater Treatment

Professional Memberships/Activities:

American Academy of Environmental Engineers
American Water Works Association
International Ozone Association
International UV Association

Background:

Dr. Mysore is the Director for Drinking Water Programs with the Central Technical Support (CTS) group of Veolia Water North America Operating Services, LLC (Veolia Water). The role of this group is to provide technical support services to facilities owned, operated and managed by Veolia Water companies throughout North America.

Dr. Mysore has more than 20 years of experience in water, wastewater, soil and groundwater treatment systems employing advanced oxidation processes (Ozone/UV/H_2O_2), membranes, and biological filtration while working for local, federal, private and academic institutions.

Dr. Mysore has participated in numerous bench-scale, pilot and full-scale studies and has extensive experience in the design, construction, startup and commissioning of water and wastewater treatment systems. He was a part of the Veolia Water team for the design of Tampa Bay Water's new 66-MGD surface water treatment plant. This included managing and directing a bench-scale study aimed at characterizing the NOM (DOC=12-40 mg/L) and conducting enhanced coagulation studies (simulating the ACTIFLO® process) to determine coagulant dosages. Recommended static mixer with side stream for ozonation and participated in the preparation of the proposal, equipment selection, reviewing computations, plans, and specifications, design, permitting of the ozonation process. This static mixer design resulted in tremendous savings in capital, operation and maintenance costs with a small footprint for the ozonation process. He supported process studies at pilot-scale and studied bromate formation. Dr. Mysore also participated in partnership meetings and startup for Tampa Bay Water's new surface water plant.

Dr. Mysore has performed considerable research work in the area of membrane treatment, dealing with many of the issues and challenges that face your current desalination plant. He is currently managing the development of a low-pressure membrane knowledge base, which is focused on developing a comprehensive source of knowledge related to MF/UF membrane system planning, permitting, startup, and operations and maintenance. For this project, Dr. Mysore is overseeing the data garnering effort from Veolia Water utilities around the globe.

Experience:

- ***1998–Present:*** Serves as the Director for Drinking Water Programs with the CTS group of Veolia Water. The role of this group is to provide technical support services to facilities owned, operated and managed by Veolia Water companies throughout North America. Prior to this work as a part of the research and development team for Veolia Water's North American Technology Center in Atlanta. Involved in managing projects related to water and wastewater, submission of proposals to the USEPA, writing reports, presenting papers at national and international conferences, publishing in peer-reviewed journals and assisting in privatization efforts (operations, maintenance and management, O&M, and design/build/operate, DBO, projects) and troubleshooting at water plants. Also supervises several engineers, scientists and technicians.

  - Served as part of the Veolia Water due diligence, startup and support teams for the 20-year, $1.5 billion contract with the City of Indianapolis, Indiana. This project includes all O&M and customer service facets of the City's waterworks system, which serves more than 1.1 million people. This system is being managed and operated by Veolia Water under a long-term privatization agreement, and includes four surface water treatment plants, ranging in size from 16 to 96 MGD, and eight groundwater treatment plants, ranging in size from 0.86 to 12 MGD. Identified ozone-BAF process as the most suitable process to control taste and odor problems, reduce DBPs, algal toxins and inactivate microorganisms such as Cryptosporidium.
  - Provided technical support for the Wilsonville, Oregon project (15-MGD) design/build/operate project for a new water treatment plant. Reviewed water quality data and recommended static mixer with side stream for ozonation over the conventional fine bubble diffusion process with a technical report. The technical report compared the two process on a qualitatively and quantitative basis. Provided sections in the preparation of the proposal. Veolia Water was awarded the contract to operate the plant. Assisted in troubleshooting problems at the plant.

  Current and completed research work includes:

  - Micro- and Ultrafiltration Performance Specifications Based on Microbial Removal Efficiency" - This project was awarded is focused on developing a systematic performance testing protocol and specification for microfiltration (MF) and ultrafiltration (UF) membranes with respect to removal of viral and submicron bacterial pathogens thru bench-scale and pilot-scale studies. Dr. Mysore oversaw the pilot studies in the U.S. at various water utilities.
  - "Natural Organic Matter Fouling of Low Pressure Membranes " - This project focuses on improving the understanding of fouling of low pressure membranes by NOM through bench- and pilot-scale studies. Dr. Mysore will be overseeing the piloting effort in the U.S.
  - "Integration of Membrane Filtration into Water Treatment Systems" – This project will provide performance and operating data including a look at how effective membranes address water quality and public health issues. The review will also address the rationale of why membranes were added to the treatment train. Various configurations of membrane integration will be outlined (from RO to MF). Non-technical data, such as public perception of quality, will be included. Dr. Mysore oversaw gathering of the information at the various Veolia Water utilities that have integrated membranes into their processes.
  - "Optimization of Membrane Treatment for Direct and Clarified Water Filtration" - This project focuses on conceptual assessment, bench-scale investigations and field–scale evaluations to provide a comprehensive database from which the drinking water community can best decide when and how to integrate MF/UF technologies into their treatment plants particularly for integration of membranes into direct or clarified water filtration plants. Dr. Mysore is overseeing the pilot-study effort at the Atlanta/Fulton County water treatment in Georgia, a facility that is contract operated by Veolia Water.

- ***1996-1998:*** Served as Principal Engineer with Gwinnett County, Georgia. Performed hydraulic modeling of the water distribution system for Gwinnett County. System serves 500,000 residents, includes three pressure zones, 2,300 miles of water mains, 12 pump stations and 13 storage tanks. Reviewed existing storage and determined any additional storage that may be required to help meet peak demands and fire flow requirements, predicted future water requirements, impact of new lines and pump stations on the distribution system and evaluated low pressure conditions in several areas around the country. Participated in the upgrading and expansion of the water treatment plant (100 MGD to 150 MGD) and provided technical support in the installation of an ozone disinfection system at the Lanier water treatment plant in Georgia. Ozone is transferred to water by a side-stream venturi injection-downflow tube system, which achieves high ozone transfer efficiency.

Keavin L. Nelson, P.E.

Operations Manager and Vice President/Engineering Services Manager

Education:

BS, Civil Structural Design/Construction Management, Pennsylvania State University, 1977
MBA studies in progress, Pennsylvania State University

Registrations/Certifications:

Registered Professional Engineer: Pennsylvania, Maryland and the District of Columbia
Grade AO STP Wastewater Treatment Certification, Pennsylvania

Background:

Mr. Nelson is the Operations Manager for Veolia Water North America – Northeast, LLC, and has dual responsibility as the Vice President and Engineering Services Manager with the Capital Programs Management (CPM) group of Veolia Water North America Operating Services, LLC (Veolia Water) in the Northeast. In this role, he is responsible for directing and supporting design/build, design/build/operate (DBO) and capital project work at contract operations, maintenance and management (O&M) projects sites in the State of New Hampshire, as well as in the other areas served by Veolia Water's Northeast Business Center.

Mr. Nelson has over 28 years of progressive experience in the water and wastewater service industry, including 15 years of senior level management with responsibilities for multi-site operations, profit and loss, strategic planning, process re-engineering, design/build project team development, management and execution, business development and client and labor relations. With Veolia Water, Mr. Nelson has served in a variety of roles, ranging from Development Manager on major procurements to Vice President of Operations for projects in the U.S. and Canada.

Experience:

- ***2005-Present***: Serves Operations Manager for Veolia Water's O&M and related projects in the Northeast Business Center, and also as the regional Engineering Services Manager with Veolia Water's CPM group. In this dual role, focuses on managing and growing Veolia Water's existing O&M business, and also on seeking new DBO and capital project opportunities with existing and new clients in the Northeast.
- ***2003–2005***: Served as a Technical Manager with Veola Water, with responsibility as a national project resource, and as the Team Leader on major project development efforts. Most recently worked on addressing the O&M and capital project issues at the Wilmington, Delaware, wastewater O&M project.
- ***2001-2003:*** Served as Regional Vice President of Municipal Business Development in Veolia Water's Mid-Atlantic Service Center. Responsible for the development and execution of municipal infrastructure and utility system privatization opportunities in a six-state region.
- ***2000-2001:*** Served as General Manager, North Region, of ADS Environmental, Inc. Managed all metering and assessment contracts, including profit and loss, marketing, and resource management. Services included sewer flow surveys, sanitary sewer evaluation surveys, metering equipment sales and installation, with regional gross revenue of $12 million. Managed marketing and operations staff for a 15-state territory.

- ***1997-2000:*** Served as Vice President of Engineering for U.S. Water, LLC. Directed the engineering and technical approach in the development of privatization project proposals, including assembling design/build teams in joint venture partnerships and managing project development. Activity included the direction and management of project teams to formulate the operational and technical strategic approach and design/build capital projects execution and transition to private operations. Operations responsibility included management of privatization transition, labor contract negotiations, process and operations optimization and environmental compliance.
- ***1994-1997:*** Served as Vice President and Project Manager for Wheelabrator EOS, Inc., a Veolia Water predecessor company. Developed privatization project strategies in the U.S. and Canada including development and management of project teams to formulate the technical approach, develop the required design/build teams and projects from conceptualization to execution. Joined the company in 1994 as the Vice President of Operations, responsible for the execution of all contracts for operation and ownership of water and wastewater facilities in the U.S. and Canada; also managed contract negotiations and labor agreements.
- ***1977-1994:*** Served in increasingly responsible positions for Buchart-Horn, Inc., an engineering and architectural firm specializing in water and wastewater projects. As Vice President/Regional Manager (1989-1994), was responsible for regional profit and loss, sales and client relations. As Assistant Vice President/Director of the Construction Management Division (1984-1989), managed the 55-person division, which executed all construction management and design/build services throughout the Mid-Atlantic region. Held full profit and loss responsibility for the Division. Joined the company as a Staff Engineer and served in this position for seven years.

Paul F. Noran, P.E.

Technical Manager

Education:

MS, Civil Engineering, University of Southern California
BS, Civil Engineering, San Jose State University

Registrations:

Professional Engineer:
Maine, New Hampshire, New Jersey, North Carolina, Pennsylvania, New York, Ohio, Illinois and California

Professional Memberships/Activities:

Chairman of the Engineering and Construction Division of the American Water Works Association (AWWA) – 1995-1999
Chair of Strategic Planning Committee for the Technical and Educational Council of the AWWA
Member of American Society of Civil Engineers

Background:

Mr. Noran is the Collection and Distribution Systems Technical Services Manager with Veolia Water North America Operating Services, LLC's (Veolia Water's) Central Technical Support (CTS) group. The role of this group is to provide technical support services to facilities owned, operated and managed by Veolia Water companies throughout North America.

In this role, Mr. Noran provides leadership for maintenance and asset management for Veolia Water and Veolia Water Canada Inc. contract operations, maintenance and management (O&M), design/build/operate (DBO) and related projects. He is also involved in recommending changes to improve operations, performance and customer satisfaction and in performing due diligence on systems being considered for operating contracts.

Mr. Noran has more than 32 of years of progressively responsible experience in the management of water supply systems, and in solving problems related to engineering, construction, operation, water supply, and wastewater collection and treatment facilities. He has specialized expertise in implementing best management practices for operating and managing water utilities.

Nationally, Mr. Noran was a participant in the U.S. Environmental Protection Agency's (EPA's) Blue Ribbon Committee to review treatment technologies and costs for small systems compliance. He has also been active in the AWWA and served as Chairman of the Engineering and Construction Division from 1995 to 1999.

Experience:

- ***2002-Present:*** Serves as the Collection and Distribution Systems Specialist with the CTS group of Veolia Water. Involved with project support, technical assistance and research and development activities related to solving problems in engineering, construction, operation, water supply, and wastewater collection and treatment facilities.
- ***2000-2002:*** Served as a Technical Manager with Veolia Water, involved in developing products that will enable our firm to gain the advantage in competing for new operating contracts and in recommending process changes to improve operations, performance and customer satisfaction.
  - Worked as part of the due diligence, technical, transition and startup teams for the 20-year, $1.5 billion contract with the City of Indianapolis, Indiana. This project includes all O&M and customer

service facets of the City's waterworks system, which serves more than 1.1 million people. This system is being managed and operated by Veolia Water under a long-term privatization agreement, and includes four surface water treatment plants, ranging in size from 16 to 96 MGD, and eight groundwater treatment plants, ranging in size from 0.86 to 12 MGD.

- ***1979-1999:*** Served as Vice President of Consumers Water Company, a publicly traded company with $100 million of annual revenues, with responsibility for water supply systems serving 750,000 people in a five-state area. Provided overall leadership and quality assurance for the multi-state utility, including all aspects of utility engineering and operations, with emphasis on major capital projects including infrastructure renewal and replacement. Overall responsibilities included working with operating companies to identify and implement process improvements and managing capital investments of $30 million of new investment each year. Led company's initiatives in the areas of environmental compliance, risk management and protection of shareholders investments. Directed engineering and construction for all major projects. Developed recommendations for capital investment to deliver shareholder earnings, improve customer satisfaction, improve the existing infrastructure and grow the business. Identified and developed strategic alliances to enhance growth.
- ***1973-1979:*** Served as Assistant Director of Hialeah Water and Sewer Department, Hialeah, Florida, a major utility serving 100,000 people. Responsible for planning and managing water and wastewater operations, including a staff of 115. Provided mission and direction to employees, and developed successful customer quality service.

David L. Peterson

Laboratory Supervisor

Education:

Bachelors Degree in Chemistry and Biology
Masters Degree in Biochemistry
Doctorate in Biochemistry

Registrations:

Grade WT3, Water Treatment Plant Operator, Indiana Department of Environmental Management
Grade WT5, Water Treatment Plant Operator, Indiana Department of Environmental Management
Grade DSL, Water Distribution System Operator, Department of Environmental Management
Class A-SO, Wastewater Treatment Plant Operator, Indiana Department of Environmental Management
American Chemical Society Member
American Society for Quality Member
American Water Works Association Member

Background:

Dr. Peterson is a Laboratory Supervisor with Veolia Water North America – Central, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). He is assigned to Veolia Water Indianapolis, is responsible for supervising a unique, state-of-the-art laboratory in instrumentation and methodology. Taste and Odor Compounds are quantified down to the parts per trillion level using Solid Phase Microextraction (SPME) methodology. Besides performing compliance and incentive monitoring, the laboratory has piloted process optimization using both traditional and new approaches. Using both his laboratory and plant operations experience, he provides sound direction to the team concerning treatment chemicals and techniques.

Experience:

- ***1994-Present:*** Serves as the Laboratory Supervisor for Veolia Water Indianapolis, LLC, which operates and manages Veolia Water's 20-year, $1.5 billion contract with the City of Indianapolis, Indiana, which includes all O&M, capital project work and customer service facets of the City's waterworks system, a system that currently serves 1.1 million people. Responsible for the operation and supervision of the purification laboratory. Performs TOX analysis on special basis and serves as alternate for all other analyses during absences. Supervises compliance, incentive and process testing and reporting. Prepares capital budget and plan for laboratory needs.
- ***1985-1994:*** Served as Corporate Quality Assurance Officer for Heritage Laboratories, Inc. Responsible for certifying all reports to clients and assuring compliance to EPA methods. Managed numerous large projects. Audited other laboratories and maintained and administered State, federal and private certifications.
- ***1982-1985:*** Served as Corporate Environmental Laboratory Supervisor for Cummins Engine Company. Operated and maintained Hewlett Package GC/MS. Performed study on raw rubber vulcanization off gases. Analyzed samples per OSHA/EPA/SM methodology. Calibrated and maintained sampling equipment. Served as Corporate authority on methods and chemistry. Supervised union laboratory technicians. Set up and maintained all laboratory instruments.
- ***1976-1982:*** Served as OSHA/RCRA Laboratory Supervisor for the Indiana State Board of Health. Supervised analytical chemists performing analyses, Served as Department of Labor laboratory expert. Calibrated and maintained all laboratory instrumentation. Performed special projects and special monitoring. Performed XRD analysis of bulk asbestos samples for schools.

Michael Schnack

Manager of Human Resources - Northeast

Education:

MBA, Management, University of Rhode Island
BA, Liberal Arts, Providence College

Professional Memberships/Activities:

Society for Human Resource Management
Planning Commissioner, Town of Jamestown, Rhode Island

Background:

Mr. Schnack is the Manager of Human Resources for Veolia Water North America – Northeast, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). He has over 10 years of human resources experience, and has managed all areas of Human Resources, including employment, employee relations, wage and benefit administration, labor relations, regulatory compliance and training.

Experience:

- ***2001-Present***: As Manager of Human Resources for Veolia Water in the Northeast, responsible for human resource activities and employee and labor relations in the service area that includes projects in the State of New Hampshire. Involved in coordinating benefits, human resources support and transition support for Veolia Water contract O&M projects in New England and New York.

- ***1998-2001:*** Directed all human resource activities, including benefits administration, compensation, compliance, recruiting and payroll administration for United Methodist Elder Care, East Providence, Rhode Island. Experienced with labor and employee relations, training, and developing personnel policies and procedures. Served as a labor contract administrator responsible for the administration of personnel policies, labor contract, grievance resolution and arbitration.

- ***1997-1998:*** Managed branch business and employment activities for Arbor Associates, a temporary staffing firm with offices in Boston, Worcester and Providence. Responsible for job development, customer and employee relations, compliance and training.

- ***1992-1997:*** Managed employment programs in the mental health field, providing employment training and counseling, job development, job analysis, career planning, job and skills training, and program marketing. Also experienced in employee relations, recruiting, screening and interviewing job candidates and supervision of personnel.

M. Scott Schrang

Assistant General Counsel

Education:

JD, University of Arkansas School of Law
BA, Business Administration and Economics, Austin College

Professional Memberships:

State Bar of Texas
American Bar Association

Background:

Mr. Schrang is the Assistant General Counsel for Veolia Water North America Operating Services, LLC (Veolia Water) and the Legal Counsel for Veolia Water North America – West, LLC, an autonomous business unit of Veolia Water. He has more than 15 years of experience in corporate law, specializing in litigation management, municipal law and environmental matters.

Experience:

- ***1997-Present:*** As Assistant General Counsel for Veolia Water, responsible for litigation management, employment and labor matters, contract drafting, municipal law, environmental and general corporate legal matters.

- ***1993-1997:*** Served as Counsel for a large industrial and residential overhead door company and its subsidiaries. Responsibilities included contract drafting, litigation management, patent and trademark administration, antitrust matters, acquisitions, product liability, labor relations, real estate and all distributor matters concerning the firm and its subsidiaries.

- ***1990-1993:*** Served as Staff Attorney for a large consumer electronics company. Responsible for all legal matters for the firm and subsidiaries, emphasizing contract drafting, litigation, patent and trademark administration, licensing agreements, antitrust, product liability and personnel matters.

- ***1988-1990:*** Served as Assistant City Attorney for the City of Fort Worth. Drafted and revised City ordinances and handled zoning and litigation matters.

- ***1987-1988:*** Served as an Associate for a private law firm. Handled commercial litigation and bankruptcy.

Joey J. Tolbert

Financial Analyst, Municipal Business Development

Education:

MS, Management Information Systems, Southern Illinois University at Edwardsville
AS, Accountancy, Southern Illinois University at Edwardsville
AAS, Accounting, Lewis & Clark Community College

Certification:

Certified Illinois Municipal Treasurer

Professional Memberships/Activities:

Southern Illinois University at Edwardsville Accounting Club
Phi Theta Kappa Honorary Fraternity
Phi Kappa Phi Honor Society
Beta Gamma Sigma
Rotary International (Past President, Wood River Rotary Club)
Loyal Order of the Moose, Lodge 1349
Southwestern Illinois Manager's Association
Government Finance Officers Association
Downstate Illinois Government Finance Officers Association
Illinois Municipal Treasurer's Association
River Bend Growth Association
Wood River Jaycees (Past President)
Southern Illinois University at Edwardsville Alumni Association Board of Directors
International City Management Association

Background:

Mr. Tolbert is the Financial Analyst, Municipal Business Development, for Veolia Water North America Operating Services, LLC (Veolia Water). He provides a financial and management support for operations, maintenance and management (O&M), design/build/operate (DBO) and related project and new business efforts in the U.S. and Canada.

Mr. Tolbert has more than 25 years of experience in finance, with and emphasis in the area of municipal finance. He has specialized experience in the areas of: personnel management, governmental administration and compliance; collection and disbursement of municipal funds; management of pension funds; preparation of budgets and financial statements; and oversight of all municipal financial obligations.

Experience:

- ***1999–Present***: Serves as the Financial Analyst, Municipal Business Development, for Veolia Water, with involvement in supporting ongoing projects and new business efforts.

- ***1998–1999:*** Served as Financial Marketing Manager for Professional Services Group (PSG), a Veolia Water predecessor company. Provided financial analysis and marketing support to senior business development staff. Assisted client cities in developing alternative, innovative approaches to achieving

funding for capital improvements. Provided support to senior management and business development staff to aid their understanding of municipal finance.

- ***1994-1998***: Served as City Manager and City Chief Administrative Officer for City of Wood River, Illinois. Responsible for the overall operations and functions of the City, including personnel and administrative issues and governmental compliance.
- ***1987-1998:*** Served as City Treasurer for City of Wood River, Illinois. Responsible for the collection and distribution of all City funds; had fiduciary responsibility for pension funds.
- ***1995-1987:*** Served as Director of Finance for City of Wood River, Illinois. Had oversight of all City accounting functions, including general ledger, payroll, accounts payable and receivable, utility billing, investments, budget preparation, annual tax levy and timely preparation of City financial statements.
- ***1991-1994:*** Served as part-time instructor for Lewis and Clark Community College, Godfrey, Illinois. Taught Accounting I and II and Governmental and Fund Accounting.
- ***1989:*** Served as Acting City Manager for City of Wood River, Illinois. In a temporary capacity, was the City's Chief Administrative Officer, with responsibility for the overall operations and functions of the City, including personnel and administrative issues and governmental compliance.
- ***1987-1998:*** Served as City Treasurer for City of Wood River, Illinois. Responsible for the collection and distribution of all City funds; had fiduciary responsibility for pension funds.
- ***1984:*** Served as Office Manager for Missouri Mills, Inc., St. Louis, Missouri. Responsible for oversight of all functions of operations and provided support services for the trade floor of Merchants Exchange.
- ***1979-1984:*** Served as Grain Accountant for Peavey Company, Alton, Illinois. Responsible for the daily position of the firm in relation to the Chicago Board of Trade. Assisted grain traders in local, national and international grain trades.

Joe Tomashosky, CPA

Vice President of Finance

Education:

BA, Business Economics with Accounting Concentration, University of Pittsburgh, 1979

Certification:

Certified Public Accountant, Pennsylvania, 1981

Background:

Mr. Tomashosky is a Vice President of Finance for Veolia Water North America Operating Services, LLC. (Veolia Water). He is responsible for the financial aspects for business development of long-term contracts, and project financing analysis and risk assessment.

Since joining Veolia Water in 1994, Mr. Tomashosky has held positions of increasing responsibility, including Vice President of Finance and Group Controller for the Industrial Equipment Group of Veolia Water; Vice President, Assistant Treasurer, Assistant Secretary and Officer of Veolia Water North America.

Mr. Tomashosky has more than 25 years of experience in finance with emphasis on business growth through acquisition and long-term contract development.

Experience:

- ***1994-Present***: Serves as a Vice President of Finance for Veolia Water, with responsibility for project finance analysis, risk assessment and support for new business initiatives.
- ***1991-1994:*** Served as Chief Financial Officer for Koppel Steel Corporation, Koppel, Pennsylvania, the largest wholly owned subsidiary of the publicly traded NS Group.
- ***1987-1991***: Served as Vice President of Finance and Chief Financial Officer for Genesis Packaging Systems, Pittsburgh, Pennsylvania, formerly a Greenfield startup of ALCOA and CMB.
- ***1985-1987:*** Self-employed CPA, Baltimore, Maryland.
- ***1983-1985:*** Served as CPA for Arthur Andersen, Baltimore, Maryland.
- ***1981-1983:*** Served as Chief Financial Officer for Key Oil Company, Weston, West Virginia, and Titusville, Pennsylvania.
- ***1981-1991:*** Adjunct Instructor of Accounting, University of Pittsburgh, Titusville, Pennsylvania; University of Charleston, West Virginia; and York College, York, Pennsylvania.
- ***1978-1981:*** Served as CPA for Donald Sarp & Company, Greensburg, Pennsylvania.

Debbie Willis

Director - Customer Relations

Education:

University of Indianapolis – Supervisor Certificate
Dwyer School of Business – Data Entry Certificate

Professional Memberships:

American Water Works Association (AWWA)
Society of Consumer Affairs Professionals (SOCAP)

Background:

Ms. Willis is a Customer Relations Director with Veolia Water North America – Central, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). In this role, she is primarily involved with the provision of customer services and client relations for Veolia Water's water system operations and management contract with the City of Indianapolis, Indiana.

Ms. Willis has over 25 years of experience in the utility service business, with 10 of those years in Business Supervision. She coordinated the transition and training for her area when the sewer billing process for the City of Indianapolis was combined with the billing and customer relations operations of the Indianapolis Water Company.

Over the past year, Ms. Willis has been instrumental in contractual incentives for call answer and abandoned rates for Veolia Water's contract with the City of Indianapolis. She also worked closely with the Information Technology staff to implement technology and program enhancements as well as working with other Veolia resources. Additionally, Ms. Willis has assisted in directing a customer relations team that provides billing, cash application, collections and contact center services to some 18 municipal clients.

Experience:

- ***2003-Present:*** Serves as Director for Customer Relations with Veolia Water in Indianapolis. Responsible for a customer service staff of approximately 60 which includes call center operations, customer complaint resolutions, collections and cash applications, remittance processing and billing services quality assurance.
- ***2000-2003:*** Served as the Manager of Customer Contact for Indianapolis Water, prior to transitioning to Veolia Water. Managed team leaders for call center operations, and successfully implemented Interactive Voice Response (IVR) and recording system technology.
- ***1998-2000:*** Worked as an Accounts Payable Clerk for Grand Strand Water & Sewer, Myrtle Beach, South Carolina.
- ***1993-1995:*** Served as the Supervisor Customer Accounts for Indianapolis Water. Responsible for coordinating and prioritizing the work load for 10 accounting clerks, initiating new customer accounts, auditing accounts for billing accuracy, and approving billing adjustments and refunds. Duties also included supervising reconciling payments to deposits and cash collected to daily receipts and reconciling bank statements. Also responsible for supervising wire transfers in excess of $100,000 daily and approving agent invoices for payment.

- ***1988-1993:*** Worked as the Supervisor of Customer Accounts for Indianapolis Water. Supervised and trained data entry clerks, billing adjustment clerks and relief clerks, coordinated and scheduled relief for three departments and interviewed and hired new employees. Also served as backup for the customer contact supervisor and administered progress reports and annual reviews.
- ***1985-1988:*** Worked as a Customer Service Trainer Representative with Indianapolis Water. Was responsible for training new employees, preparing training and reference manuals and assisting with supervision. Also served as relief in all positions.
- ***1977-1985:*** Worked as a Customer Service Representative with Indianapolis Water. Performed all customer contact functions in the water industry, including orders to restore service, discontinue service, high bill complaints, billing adjustments, payment arrangements, water quality and cold weather problems.
- **1972-1977:** Worked as a Data Entry Operator with Indianapolis Water.

James Washburn

Director of Network and Infrastructure

Education/Training:

Technical courses for MCSE
CCDA Course for Cisco Certification

Certifications:

Cisco Certified Design Associate
3.12, 4.11 and 5.1 CNE

Background:

Mr. Washburn is the Director of Network and Infrastructure for Veolia Water North America Operating Services, LLC. He was responsible for building the network and infrastructure for Veolia Water's 20-year water system management and operations contract with the City of Indianapolis, Indiana.

Mr. Washburn currently manages Veolia Water's corporate data center, which is located in Indianapolis, as well as the company-wide network for Veolia Water.

Mr. Washburn has over 24 years of experience, which includes project management, help desk management, hardware and software support and local and wide are network installations and support.

Experience:

- ***2000-Present:*** Serves as the Director of Network and Infrastructure for Veolia Water. Manages IT policies, procedures and service level agreements; the IT departmental budget and process improvements. Review, analyzes, recommend and implements network hardware, software, topologies, architecture and tools. Technical responsibilities include server management, network monitoring, telephony management, data security, virus/security protection, server/data availability and remote accesses. Project lead for the corporate data center relocation to Veolia Water's Indianapolis facility. Facilitated migration of corporate held desk support to Veolia Water in Indianapolis. Project lead for 300 user Office 97 to Office CP migration.
- ***1999-2000:*** Served as Senor Systems Engineer for Microage, Indianapolis, Indiana. Managed 300-user help desk. Provided technical support for Local and Wide Area network products. Installed and managed Novell 4.11 server and NT 4.0 server. Consultant for various clients on Lan/Wan server, and desktop issues.
- ***1998-1999:*** Served as Systems Engineer for Vanstar, Indianapolis, Indiana. Managed a 3,270 terminal replacement with IBM PC for Indianapolis Water. Developed and implemented corporate Indianapolis Water LAN/WAN.
- ***1985-1998:*** Served as Systems Network Engineer for Memorex Telex Computer Products. Provided PC hardware and software support, and local and wide area network installation and support.
- ***1981-1985***: Served as Avionic Sensor Systems Specialist for the U.S. Air Force. Maintained computerized infrared and laser target designation systems.

Roy P. Wood, Jr.

Area Manager

Education/Training:

AS, Dundalk Community College, Baltimore, Maryland

Other Training:

- Zenger Miller Effective Supervision
- Water Fluoridation Operating Training Certificate of Competency
- Lead and Copper Rule
- Well Rehabilitation and Maintenance
- Road Safety for Water Utilities

Certifications:

Grade VI Wastewater Plant Operator, Massachusetts
Grade IV Water Distribution Operator, Massachusetts
Grade IV Water Treatment Operator, Massachusetts

Professional Memberships:

American Water Works Association
Massachusetts Water Pollution Control Association
New England Water Pollution Control Federation
Water Environment Federation

Background:

Mr. Wood is an Area Manager with Veolia Water North America – Northeast, LLC, an autonomous business unit of Veolia Water North America Operating Services, LLC (Veolia Water). He has more than 20 years of experience in the management of water and wastewater treatment facilities.

Mr. Wood's specialized expertise includes water treatment and distribution operation and maintenance, advanced wastewater treatment and collection system operation and maintenance, technical evaluations, proposal preparation, community and customer relations, and facility economics.

Experience:

- ***1997-Present:*** Serves as Area Manager for Veolia Water, providing oversight, management and support for operations, maintenance and management (O&M) and related services in the State of New Hampshire, and other parts of the region. Provides direct supervision and oversight for water and wastewater treatment facilities in this services area. Manages a staff of project managers in the operation and maintenance of these facilities and ensures contract obligations are met. Also assists with financial management, personnel selection, client interfacing and technical troubleshooting. Provides support to the sales group and is routinely engaged in due diligence efforts.

- ***1996-1997:*** Served as Plant Manager for Veolia Water's contract operations for the Town of Westborough, Massachusetts' water treatment plant and 11 remote water stations. Responsibilities

included process control, maintenance management, budgeting, staffing, training, scheduling, accounting, client and public relations, and all other activities associated with plant operations.

- ***1989-1996:*** Served as Plant Manager for Veolia Water's contract operations for the Town of Sturbridge, Massachusetts' wastewater treatment plant and collection system and water treatment plant and distribution system. Responsibilities included process control, maintenance management, budgeting, staffing, training, scheduling, accounting, client and public relations, and all other activities associated with operating the plant consistent with the terms of the contract.

- ***1987-1989:*** Served as Assistant Plant Manager for Veolia Water's contract operations at Leominster, Massachusetts. Coordinated operations and maintenance activities at the wastewater treatment plant, including scheduling personnel, purchasing, and providing input relative to process control.

- ***1986-1987:*** Served as Operations Coordinator for Veolia Water at the Blue Plains Wastewater Treatment Facility, Washington, D.C.

- ***1985-1986:*** Served as Lead Operator for Veolia Water at the wastewater treatment facility at the Calvert Cliffs Nuclear Power Plant in Maryland.

- ***1984-1985:*** Served as Plant Operator for the Howard County Department of Public Works at the Little Patuxent Wastewater Treatment Facility, Howard County, Maryland.

William J. Wolf, CPA

Controller

Education:

BS, Business/Accounting, Indiana University School of Business

Professional Memberships:

Indiana State Board of Public Accountancy

Background:

Mr. Wolf is a Controller with Veolia Water North America – Central LLC, an autonomous business unit of Veolia Water North America Operating Services LLC (Veolia Water). In this role, he is responsible for oversight of all financial reporting and audits as well as developing and implementing business plans.

Experience:

- ***2004-Present:*** Serves as Controller for Veolia Water in the Central U.S. and with Veolia Water Indianapolis LLC, which operates and manages Veolia Water's 20-year, $1.5 billion contract with the City of Indianapolis, Indiana. Oversees financial closing, reporting and reconciliation. Coordinates annual independent audits and compiles annual reports. Supervises and reviews recording of utility plan and operation and maintenance expense accounting records maintained under regulatory accounting.

- ***2000-2004:*** Served as Comptroller for American Water Works Service Company, Indiana. Oversaw preparation of annual strategic business plan including market plan, business development plan, regulatory/rate plan, detailed five-year financial plan and balanced scorecard. Monitored and investigated actual-plan variances, initiated cost control initiatives, reviewed financial position and profitability, and coordinated with operations in execution of business plan. Implemented and oversaw ongoing application of International Accounting Standards for consolidation of data with parent company. Devised and executed action plans to integrate acquired companies, including information systems and procedures, with goal to maximize accretion to EPS. Provided financial counsel and advice to al functions for strategic and operational decision-making. Administered information technology services function for three-state region including oversight of five-member professional staff. Coordinated annual independent audit; compiled annual report; analyzed effect of new and proposed tax law, GAASP and IAS; and prepared Form 1120.

- ***1999-2000:*** Served as Director, Accounting and Assistant Treasurer for Indiana-American Water Company, Inc., Indiana. Automated the tax provision and return process by integrating directly from general ledger to Insource CS tax system. Analyzed tax effects of proposed transactions; analyzed and forecasted effective tax rates; identified tax savings opportunities.

- ***1993-1999:*** Served as Assistant Director, Accounting and Assistant Treasurer, Indiana-American Water Company, Inc., Indiana. Implemented JD Edwards ERP system, including job cost, inventory, fixed assets, PO, payroll and GL. Maximized integration of all modules and trained end users. Prepared income, property and other tax returns and calculated current and deferred income tax provisions. Oversaw financial closing, consolidation, reporting and reconciliation.

- ***1992-1993:*** Served as Comptroller and Assistant Treasurer for Consolidated Water Services, Inc., Indiana. Administered loan agreements and cash position. Coordinated banking services and issuance of long-term securities with institutional investors through private placement, including issuance of tax exempt financing under state program. Responsible for administration of accounting, reporting, budgeting and financing for nine subsidiaries in five states.
- ***1990-1992:*** Served as Assistant Director of Accounting and Assistant Treasurer, Consolidated Water Services, Inc., Indiana. Prepared accounting, financial, regulatory and tax reports. Performed financial closing and reporting for five entities with over 25 operating locations. Coordinated year-end audit and preparation of schedules and documentation for independent accountants. Implemented automated property and customer billing mainframe computer systems.
- ***1985-1990:*** Served as Supervising Senior Accountant for KPMG Peat Marwick, Indiana. Simultaneously managed several client audit engagements while meeting strict reporting deadlines. Supervised staff testing and performance, coordinated audits directly with client senior management from planning state to completion. Reviewed accounting systems and controls in various industries including manufacturing, financial institutions, transportation, agribusiness and utilities. Analyzed financial statements for compliance with GAAP, SEC and IRS reporting requirements. Coordinated specialized engagements including acquisition auditing, compilation and review and tax services. Assessed client risk and designed appropriate audit procedures and reviewed and performed analytical and detail substantive audit testing. Prepared tax returns.

Appendix B

Part One

Veolia Water – Supplemental Experience Information

VEOLIA Water

Savage Wells/OK Tools Superfund Site, Milford, NH

Groundwater Remediation Project

Veolia Water North America – Northeast, LLC (Veolia Water), under a contract that began in 2002, is providing remediation management services for the State of New Hampshire Department of Environmental Services (NHDES). Our firm provides remediation services at the OK Tools portion of the Savage Wells Superfund site. The 0.345- MGD system provides groundwater treatment and source reduction through DNAPL (dense non-aqueous phase liquid) collection and management of migration.

Veolia Water currently operates the on-site remediation systems at the OK Tool portion of the Savage Wells Superfund site.

The cleanup of the OK Tools portion of the Savage Wells Superfund Site began in 1993 when, under supervision of the U.S. Environmental Protection Agency (EPA), the State of New Hampshire began the design of the groundwater remediation system that was put into operation in March 1999. Subsequent modifications of the Record of Decision (ROD) for this site's recommended remedy (including the use of a passive barrier to contain contaminant migration as well as the use of air stripping, air sparging and soil vapor extraction and in-situ chemical oxidation) led the EPA and NHDES to jointly issue an Explanation of Significant Differences (December 1996). This revised remediation approach provides for treating groundwater contaminated with volatile organics, specifically tetrachloroethene (PCE) and trichloroethene, 1-1-1 trichloroethane (TCE), resulting from past industrial operations at the site. The Milford-Souhegan aquifer is classified as a Class IIB aquifer, a potential drinking water source.

The importance of this Aquifer has been highlighted by the pressures of population and industrial growth on water resources in the southern New Hampshire area. The Savage Wells had formerly supplied up to 45% of the Milford Township's potable water supply. When the contaminants were discovered in this supply source, emergency Federal funding was acquired to provide residents of a nearby trailer park with bottled water until a remedial treatment system could be constructed and the park connected to the municipal water supply.

The Veolia Water O&M agreement includes:

- Monitoring of influent water quality and pumping of groundwater from the extraction wells to the treatment plant.

Facilities	• 0.345-MGD groundwater remediation facility
Scope of Services	• Operate/Maintain/Manage • Engineering Services
Start Date	2002
Client Reference	Mr. Tom Andrews, P.E. State of New Hampshire Department of Environmental Services 6 Hazen Drive Concord, NH 03303-6526 Telephone: 603.271.2910

- Monitoring soil vapor extraction/air sparging systems.
- Preparing O&M Manuals for the facility, including protocols and SOPs.
- Providing Value Management services to evaluate the operational and cost effectiveness of treatment alternatives.
- Evaluating shallow extraction well dewatering of the soil vapor extraction zone of the aquifer to determine if all pertinent data is being generated.
- Updating the groundwater model to provide a more accurate representation of the water flow and chemical transport within the barrier.
- Annually evaluating the effectiveness of the systems and updating data and information such as the database and maps.
- Supporting the State and EPA in the preparation of the Five-Year Review, which will evaluate the implementation and performance of the remedy to establish its effectiveness in protecting human health and the environment.

GILSON ROAD SUPERFUND SITE, NASHUA, NEW HAMPSHIRE

Site Remediation and Closure

Veolia Water North America – Northeast, LLC (Veolia Water), under a contract that began in 1986, provided remediation and site closure support services for the Gilson Road Superfund Site for the State of New Hampshire Department of Environmental Services (NHDES). This contract was the first U.S. Environmental Protection Agency (EPA) Superfund groundwater cleanup that was implemented using a contract operations, maintenance and management (O&M) agreement. The site was contaminated with volatile organic compounds, which were removed with high-temperature air stripping. The 0.43-MGD groundwater remediation system also included in-situ volatilization and combustion of the removed organic materials. In 1996 the remediation operations at this site were successfully completed, and Veolia Water completed dismantling of the remediation system at this site was completed in 2001.

Veolia Water provided full-service contract O&M for the Gilson Road Superfund groundwater facility in Nashua, New Hampshire. This contract was the first EPA Superfund groundwater cleanup using a contract operations agreement. Total operating responsibilities at this site included process control, preventive and corrective maintenance, on-site laboratory analysis, and ensuring permit and regulatory compliance.

This project began in January 1986 when a Veolia Water predecessor company first entered into a contract with the State for the startup and contract O&M for the newly constructed 0.43-MGD groundwater plant at the Gilson Road Superfund site. This was the first EPA Superfund groundwater cleanup project implemented under a contract O&M agreement; the agreement was later transitioned to the NHDES.

Under the original contract, Veolia Water provided startup services and O&M, maintained all service agreements, inventories and purchase authority and operated the facility's on-site laboratory.

The treatment facility treated groundwater that was contaminated by the illegal disposal of hazardous wastes to the treatment level required by the Record of Decision (ROD). The treatment system at this site consisted of precipitation, coagulation and isolation of heavy metals; temperature controlled air stripping to remove volatile organics, PACT-biological treatment for non-volatile organics, soil gas extraction, and the incineration of organics extracted from the contaminated groundwater and soil.

Overall removal efficiency for volatile organic compounds by the air stripper was 99.7 percent, with removed compounds incinerated in a high-temperature vapor incinerator. Steam generated from the incinerator was used to produce electricity, heat the building and preheat the groundwater prior to air stripping.

The treated groundwater flowed at 300 gpm and contained 1 percent of input volatile organic solvents; 250 gpm were recirculated into the groundwater to pass through additional treatment cycles, while 50 gpm received biological treatment and was discharged to a local stream. Treatment residuals were stabilized and placed in a secure on-site landfill, which was closed and capped upon project completion.

The Veolia Water O&M team implemented several improvements and innovations at this site to provide for the most reliable, cost-effective operation. These enhancements enabled the facility to have maximum "uptime," and included:

- Placing all extraction well pumps on a biennial preventive maintenance program resulting in substantial cost savings. The pumps were pulled and inspected in house by plant personnel. Inspections included cleaning and the replacement of worn parts. (This work has previously been performed on a corrective need by an outside contractor.)
- Installing a bypass switch on the boiler interlock system to enable recirculation of flow through the recharge system during extended shutdowns to maintain homogeneous conditions. (The original interlock system prevented flow if the boiler was shut down.)
- Redirecting the soil gas extraction flow. When a soil gas extraction system was added to the facility in 1991, the original design was for the

soil gas to be added directly to the boiler/vapor incinerator separate from the stripper airflow. This added system exceeded the boiler capacity, making it difficult to operate and reducing its efficiency. Utilizing a computerized stripping tower program, we determined that the soil gas could be directed to the stripping tower without reducing its efficiency, and eliminate the need for the stripper air blower. This reduced the total airflow volume to acceptable limits.

- Constructing a baffle system to the bio tanks to aid in floc settling.
- Installing a polymer feed line and header system to the bio system.
- Installing a kill switch in the control room to safely shut down the facility at a local point in case of an emergency.
- Installing a curtain system to direct metal sludge from the plate and frame press to the dump truck.
- Installing a lime slurry feed system in the bio-tanks for pH control.
- Designing a catwalk and door extension that eliminated a safety concern associated with access to the bio-tanks.
- Overseeing the closure of the on-site sludge landfill.

As a result of a Remedial Action Evaluation Study completed in 1995, it was concluded that remedial action accomplished at the Gilson Road site had achieved the cleanup goal set forth in the ROD and the Supplemental ROD.

During summer 1996, Veolia Water supervised the closing of the on-site landfill, including fill, grading, drainage net and capping. A security system was installed, and a security company was contracted by Veolia Water to maintain site security when personnel are not on site. We also obtained a contractor to install a new boiler and tie it into the existing steam line system for building heat during winter months. At this point, the facility was then put in a standby mode in accordance with the requirements of the EPA, NHDES and the Remedial Action Evaluation Study.

Following this, all equipment at the site was maintained by the Veolia Water O&M Team in a ready state (able to be reactivated within four weeks if required). During this period all of the equipment was routinely exercised by Veolia Water, and was maintained in line with manufacturers' recommendations, and clean water loops were run periodically to test the equipment.

The State has implemented a long-term (30-year) monitoring program, as recommended by the NHDES, to collect data to document continued compliance with cleanup goals. As added protection for public health, a groundwater management zone was constructed to limit access to groundwater downgradient of the site

Facilities	0.43-MGD Groundwater Remediation Facility
Scope of Services	• Operate/Maintain/Manage • Site Maintenance • Emergency Response • Closure Assistance
Start Date	1986
Client Reference	Mr. Ken Kettenring, P.E. State of New Hampshire Department of Environmental Services 6 Hazen Drive Concord, NH 03303-6526 Telephone: 603.271.4060

In the almost 10 years that this plant operated, from April 1986 to December 1995, over 1 billion gallons of contaminated groundwater was treated.

In 1999, after the second five-year review of the Gilson Road site, the EPA and the NHDES determined that the contaminate levels at the site were reduced to the level that the groundwater treatment plant would not be restarted. A risk assessment found that there was no current or future risk to human health posed by site contamination.

At that point, Veolia Water began work on the final phase of this O&M contract, which involved the decommissioning and dismantling of treatment units, a process that was completed in 2001.

Today, Veolia Water provides site maintenance and emergency response for the State, which is using the facility for storage.

Water Supply System Public-Private Partnership

Veolia Water North America - Central, LLC (Veolia Water), is managing the nation's largest water public-private partnership. This 20-year, $1.5 billion contract with the City of Indianapolis includes all operations, maintenance and management (O&M) and customer service facets of the City's waterworks system, a system that currently serves 1.2 million people. This important project is expected to introduce a new level of performance in the water industry.

In April 2002, Veolia Water was awarded the nation's largest water public-partnership, with the City of Indianapolis. This 20-year, $1.5 billion contract includes O&M and customer service facets of the City's waterworks system that currently serves 1.2 million people.

As part of Veolia Water's approach to managing and implementing this project, we have engaged the services numerous local and national firms as subcontractors and suppliers and implemented an aggressive program to include minority-owned (MBE) and women-owned (WBE) business enterprises and contractors for ongoing projects. In 2002, Veolia Water well surpassed our goal for providing subcontracts to local MBE and WBE firms. In addition, our commitment to the Indianapolis community since 2002 has resulted in over $2 million to local non-profit organizations.

"The City of Indianapolis and Veolia Water have and continue to work closely together in a win-win partnership to realize economic and environmental benefits to our entire community, including a five-year rate freeze for our customers. We built this partnership with the interests of the citizens in mind and are pleased with the progress we've made in our first two years."
Mayor Bart Peterson

The Indianapolis water facilities include four water treatment plants, ranging in size from 16 MGD to 96 MGD; eight groundwater treatment plants, ranging in size from less than 1 MGD to 12 MGD; 4,000-mile distribution system; and numerous storage tanks. The Indianapolis system includes19 water pump stations along the distribution system and 12 high-service pump stations at the water treatment plants.

Like most water distribution systems, the Indianapolis water supply system is dynamic with several pressure zones. Fifteen districts and five sub-districts comprise the water system. A district and sub-district are part of the waterworks that is defined by the pressures within the area and is typically isolated from the remainder of the system by one or more pressure reducing valves (PRVs), bleeder valves or pump stations. The Harbour system is comprised of three districts while the Liberty, Darlington and IWC Morgan systems each contain only one district.

The new partnership was an integral part of Mayor Bart Peterson's plan to acquire the assets of the Indianapolis Water Company (IWC) from the regulated utility NiSource, which was required by federal law to divest all of its water utility assets due to a planned merger with Columbia Energy Group. The City first became interested in buying the water company's assets in late 2000, after it became clear that NiSource would have to sell the water company. On April 30, 2002, the City acquired the waterworks system from NiSource, and until the City's purchase of IWC, Indianapolis had been the largest city in the nation that did not own its own water utility.

Veolia Water assumed complete water system operation and management responsibility for the water system on May 1, 2002, and the transition process provided complete O&M responsibility to our firm.

This move by the nation's 12th-largest city marked the largest public-private partnership for water services in the U.S., and Veolia Water transitioned over 460 technical, professional and management level employees to our O&M and management teams.

Veolia Water was selected for this partnership because of our innovative transition plans, employee relations plans, technical approach,

experience, management fees, customer service and local commitment.

"Our partnership is summed up by two issues – local control and quality of life. Through our agreement with [Veolia Water], we are controlling our community's most precious resource, controlling the assets that treat and deliver the resource and stabilizing our water rated."
- Mayor Bart Peterson

In some cities, the sale of utilities has resulted in rate increases. However, due to the acquisition and Veolia Water partnership, water rates for the City of Indianapolis consumers will be frozen for the first five years. The City further contributes to lower operating costs because of favorable tax and interest rate structures.

Other critical factors in winning this project were our aggressive approach to resolving water taste and odor problems that have plagued the waterworks system for years, our commitment to invest in plant upgrades and our incentive-based compensation plan.

Under the incentive plan, a portion of our company's fees are paid only if we meet specified customer service, water quality, operations and other performance measures. By directly linking performance to compensation, this partnership is establishing a new model in the water outsourcing industry. In 2002, Veolia Water earned approximately 90% of the incentive-based compensation.

Water taste and odor problems have plagued some Indianapolis consumers for years. The City and Veolia Water have invested in plant upgrades and engaged Indiana University-Purdue University at Indianapolis in an aggressive research and development project to create a mode of excellence in drinking water quality and also address water taste and odor.

Though the Indianapolis waterworks system is in good condition, Veolia Water has committed to a higher level of performance to be achieved through incentives in customer service, water quality, capital improvements, operations and maintenance, and community involvement.

Veolia Water established a sophisticated customer service program that includes a 24/7 call center to manage customer concerns regarding their water service. The customer service organization is responsible for meter reading for some 325,000 connections. Veolia Water also provides billing and revenue collection for 600,000 accounts. In addition to billing for the waterworks, we provide sewer billing for Indianapolis, and we also supply utility billing for the nearby city of Elkart.

A major portion of this project is devoted to capital improvement projects that are being managed by Veolia Water and implemented by our firm's engineering and construction affiliate, in tandem with local contractors.

Facilities	• Four Surface Water Treatment Plants, ranging in size from 16 to 96 MGD • Eight Groundwater Treatment Plants, ranging in size from 0.86 to 12 MGD • 4,000-mile Distribution System • 31 Pump Stations • 8 Well Fields • 6 Ground Storage Tanks • 7 Underground Storage Tanks • 6 Elevated Storage Tanks
Scope of Services	• Design/Build • Operate/Maintain/Manage • Asset Management • Capital Improvements • Customer Service • Meter Reading (325,000 connections) • Billing/Collection (600,000 accounts) • Community Relations • Site Security Assessment
Start Date	2002 – Ongoing through 2022
Population Served	1.2 Million
Client Reference	Mr. Carlton Curry Director of Operations and Contracts City of Indianapolis Department of Waterworks 1220 Waterway Boulevard Indianapolis, IN 46205 Telephone: 317.264.7738

In the first two years of our contract, we implemented or completed some $94 million in capital work improve the City's aging water infrastructure. The City anticipates commissioning an additional $20-$40 million in capital projects in each of the 20 years of our contract. Veolia Water's engineering affiliate is managing this work, which is being performed by Veolia Water's staff, along with specialty contractors. Throughout these vast and ongoing improvements, Veolia Water provides continuous, uninterrupted water services for 12 water treatment plants having a daily production capability of 200 million gallons.

Veolia Water is initiating a new standard for water utility excellence at Indianapolis. Our specialists are completing the rigorous program to achieve ISO 9001:2000 and 14001:2004 registrations for the City. This effort is anticipated to be completed by the end of 2005.

The Indianapolis-Veolia Water partnership was recognized in 2004 with the National Council for Public-Private Partnerships *Service Award*.

BROCKTON, MASSACHUSETTS

Contract O&M of Municipal Water and Wastewater Facilities

Veolia Water North America – Northeast, LLC (Veolia Water) began providing full-service contract operations, maintenance and management (O&M) services for the City of Brockton's 68,137-m³/d tertiary wastewater treatment plant and two water treatment plants (90,849 m³/d and 4,921 m³/d) in 1988. Water system operations also include two raw water pump stations (151,416-m³/d production capacity) and two water towers. Wastewater system operations include two wastewater pump stations, sludge incineration operations including ash disposal and sludge disposal, and management of an Industrial Pretreatment Program. At the start of this contract, the citizens of Brockton faced serious taste and odor problems in their potable water supply, the result of metabolites secreted by algae and actinomycetes in Silver Lake. Veolia Water worked with specialists from the Veolia Water, S.A. research center in Paris, France, to modify and supplement the existing treatment facilities. Brockton citizens now enjoy some of the finest tasting water in the country and realize operating cost savings of over $500,000 annually. In 2000 our partnership was renewed for 20 years.

Veolia Water operates and manages the potable water and wastewater facilities serving Brockton. The first contract with the City was in 1988 and was innovative in that we provided the first year of O&M service for no cost because of our ability to achieve operational savings of more than $500,000 per year. Over the years the partnership between the City and Veolia Water has been recognized with awards and commendations, and, most recently, was renewed a 20-year term—making Brockton one of the longest-running contracts in the O&M industry.

Over our more than 15-year history in Brockton, Veolia Water has made significant enhancements to the water (WTP) and wastewater (WWTP) treatment processes and facilities, including:

- Cleaning of the sludge lagoons at a fraction of the City's budgeted cost (WWTP).
- Designing and building a filter cloth cleaning system that reduced cleaning time from two days to four hours (WWTP).
- Implementing chemical precipitation of phosphorous with ferrous sulfate to reduce odors, save operational time and equipment use and cut costs (WWTP).
- Installing recording turbidometers on each water filter and plant effluent (WTP).
- Building and installing fine bubble diffused aerators (WTP).
- Implementing a corrosion control program to reduce contaminant levels and drinking water and provide a protective coating for the distribution system (WTP).
- Turning this once garbage-filled 40-acre site into a showplace and bird sanctuary, replacing abandoned appliances, vehicles, oil barrels, etc., with a water garden, exotic fish (in an abandoned clarifier), trees and flowers.

Our fish giveaway is a popular event that ensures interaction between O&M staff and citizens while controlling overpopulation of the clarifiers.

***"Brockton is an example of how the public and private sectors can substantially benefit both environmentally and financially from long-term arrangements. The partnership has helped decrease pollution in our community that might not have happened had we not chosen to work with the private sector."* Mayor John T. Yunits, Jr.**

Water O&M

Veolia Water began a 10-year contract to operate Brockton's 90,849-m³/d water treatment plant in 1988. In addition, under this contract, we operate the City's other water treatment facility, the 4,921-m³/d Avon water treatment plant, a direct filtration plant using a Microfloc® system, and two raw water pump stations (151,416-m³/d production capacity) and two water towers. These water plants receive surface water from local lakes. Historically high in turbidity and organics, conventional treatment methods—coagulation, flocculation, sedimentation and filtration—ensure high quality drinking water. Currently, the two plants combined are producing approximately 39,746 m³/d of finished water.

City of Brockton, Massachusetts

At the start of this contract, Veolia Water immediately implemented a detailed audit and performance evaluation at the City's water plants to determine what changes were necessary to optimize plant performance. Based on the findings of the plant evaluation, a report was compiled and submitted to the City listing the immediate needs of the facility. We then immediately initiated two critical programs—corrosion control and filter media replacement.

The corrosion control program entailed the addition of zinc polyphosphate to the system to coat the interior of the distribution mains. This procedure successfully inhibited corrosion of the City's system, which eliminated red water complaints (about 1,500 per year).

The filter media project involved replacing the media and spent anthracite coal with granular activated carbon. This corrected the taste and odor problems the City was experiencing with their water. The water treatment plant now operates well within the state's water quality standards. In addition, nearly every component of the treatment process and the entire interior of the plant were completely refurbished, and the 40-acre plant site has been completely cleaned. Veolia Water also conducted a pilot test of ozone treatment for the water plants. This included planning, design and construction management, and O&M for the ozonation pilot plant, studying ozone's effects on raw and pre-filtered water.

Wastewater Facilities	• 68,137 m^3/d Tertiary Wastewater Treatment Plant • 2 Pump Stations
Water Facilities	• 90,849-m^3/d Surface Water Treatment Plant • 4,921-m^3/d Surface Water Treatment Plant • 2 Raw Water Pump Stations (151,416 m^3/d) • 2 Ground Storage Tanks (43,153 m^3/d) • 1-MGD Water Well (inactive)
Scope of Services	• Operate/Maintain/Manage • Industrial Pretreatment Program • Septage Receiving • Sludge Incineration with Ash Disposal On-site - 2,761 dry tons per year
Start Date	1988
Population Served	110,038
Client Reference	Mr Brian Creedon Water Systems Manager City of Brockton 39 Montauk Road Brockton, MA 02301 Telephone: 508.941.0265

Wastewater O&M

Veolia Water operates the City of Brockton's 68,137 m^3/d tertiary wastewater treatment plant, which is capable of managing peak flows of 62 m^3/d and currently treats about 234,695 m^3/d of municipal and industrial sewage. We also have responsibility for two pump stations, sludge incineration operations (including ash disposal) and sludge disposal (for 2,761 dry tons per year), as well as the City's Industrial Pretreatment Program.

This tertiary treatment plant uses biological and physical processes to reduce nitrogen and phosphorous in the final effluent. Sludge is incinerated and then the ash is landfilled. The facility is often subject to excessive flows and has one of the most stringent effluent discharge permit limits in the State. Despite this, we maintain compliance and have received numerous "Excellent" ratings from local environmental agencies.

A $60-million capital upgrade to the wastewater treatment plant had been engineered and was in progress when a Veolia Water predecessor company assumed O&M responsibility, and they oversaw the process, thereby minimizing downtime during construction of improvements.

Major improvements to the wastewater plant operations under Veolia Water have included switching from lime and ferric chloride to polymer for conditioning, which greatly increased the sludge processing capacity of the presses and incinerator while significantly reducing the cost of chemicals and energy. Implementing our computerized process control system resulted in a more efficient and cost-effective operation. Minor design changes allowed the plant to meet summer discharge limit requirements for the first time, further reducing operating costs. Single-stage nitrification saves many thousands of dollars in electrical, chemicals and manpower costs. An odor control system eliminated odors during the warm months.

Through the efforts of Veolia Water and subcontractors, and at savings estimated as high as $250,000, Veolia Water achieved compliance with new U.S. Environmental Protection Agency (EPA) sewage sludge regulations (503s). Brockton was only the second U.S. facility to receive a 503 incinerator permit.

Veolia Water responded to the City of Brockton's financial crisis by providing the first year of services at no cost, allowing the City to apply its water and wastewater treatment budget to other critical areas. In subsequent years, Veolia Water rebated any unused maintenance and repair funds to the City and shared savings gleaned through efficiencies.

The Brockton wastewater facility has one of the most stringent effluent discharge permit limits in the State. During the past three years, our operation has had no major violations. In addition, the facility received numerous *Excellent* ratings from local environmental advocacy group *Save the Bay*.

The Brockton project has twice been awarded the *Group Safety Award* from the Massachusetts Safety Council and has been a finalist for the Public Water System Award issued by the EPA.

The Brockton water facility was the 1998 second-place recipient of Best Large Plant in the State for Water Quality from the Department of Environmental Protection and the Massachusetts Water Works Association.

City of Lynn, Massachusetts

Municipal Water and Wastewater Treatment Facilities

Veolia Water North America – Northeast, LLC (Veolia Water) has worked with the City of Lynn for nearly 20 years. Today our firm provides comprehensive operation, maintenance and management (O&M) services and design/build services to the City under two separate projects. This includes contract O&M for a 15.3-MGD water treatment plant under a contract that began in 1987, and for a 25.8-MGD wastewater treatment plant, under a contract that began in 1985.

Contract O&M of Raymond F. Reardon Memorial Water Treatment Plant

The companies that are now a part of Veolia Water have operated the Raymond F. Reardon Memorial Water Treatment Plant (pictured above) since the facility was completed in 1989. Our O&M Team was selected by the Lynn Water and Sewer Commission (LWSC) in 1987 to provide startup services for the new plant, and then to provide contract O&M services under succeeding agreements.

The Lynn water treatment plant is designed to treat flows of 15.3 MGD on average, although peak flows of 23 MGD can be provided to the distribution system, if required. On average, the plant produces about 10 MGD of drinking water. The direct filtration treatment facility employs rapid coagulation and multi-media filtration (granular activated carbon, sand and gravel) to remove taste, odor and color-causing constituents from the raw water source. The water system has grown to include multiple surface water sources, including the Saugus and Ipswich rivers and several impounded reservoirs. These ponds act as natural settling basins since it is estimated to take two years for water to travel through them to the low service pump station.

As a part of this contract, Veolia Water provides O&M for the City's 36.8-MGD raw water pump station that feeds this water plant.

Over the past 18 years, Veolia Water has been an active partner with the LWSC in lowering the costs of plant operations and improving the quality of water delivered to the customer. The Lynn water project has achieved 13 years of zero lost-time accidents—an exemplary safety record. The Department of Environmental Protection and the Massachusetts Water Works Association named the facility Best Large Plant in the State for Water Quality in 1998. The project was in second place in 1997 and received an Honorable Mention in 1999.

O&M – Water Treatment Facility

Facilities	• 15.3-MGD Surface WTP • 3 Water Towers • Raw Water Pump Station (36.8-MGD) • 20-MG Low Service Reservoir (clear well)
Scope of Services	• Operate/Maintain/Manage • Capital Improvements
Start Date	1987
Population Served	80,000
Client Reference	Mr. Richard Dawe Superintendent of Water Treatment, Lynn Water and Sewer Commission 400 Parkland Avenue, Lynn, MA 01905 Telephone: 781.595.5200

Contract O&M of the Lynn Regional Wastewater Treatment Facility

In 1985, Veolia Water began a contract with the LWSC for the startup of the new $65-million wastewater treatment facility. The City's selection was based on two major factors: our outstanding record of success in new plant startups and on our excellent working relationships with local regulatory agencies. The wastewater treatment plant receives flows from four communities: the City of Lynn and the Towns of Saugus, Nahant and Swampscott. The facility is a primary and secondary treatment plant, with a primary design to remove settleable and floatable material and a secondary design to remove biodegradable organic and suspended solids. The plant can handle average daily dry weather flows up to 26 million gallons. During wet weather, the plant can treat as much as 111 MGD of sewage and storm flow. The plant uses activated carbon scrubbers to reduce odors from the influent weir well, grit chamber area and sludge thickening complex. The plant features a 12.5-dry-ton-per-day fluidized bed incinerator (two units currently not in operation, pending upgrade/replacement). Ash is disposed at an on-site landfill.

In 1990, Veolia Water oversaw a $53.8-million upgrade to secondary treatment at the wastewater plant. Between 1996 and 1998, we oversaw $10 million in capital improvements at this facility, which included variable frequency drives for influent and effluent pumping, process water pumping modifications, and a new indirect sludge dryer. The LWSC used State Revolving Fund funds for the most recent upgrades.

Veolia Water is currently implementing $14 million in capital improvements to the wastewater facility under a three-year program, using a design/build approach. These improvements include a larger fluidized-bed incinerator to replace the two existing incinerators; two high solids centrifuges; modernized SCADA controls; screening upgrades; and an odor control program that includes covering all preliminary and primary tankage and treating the odors from these tanks.

O&M – Wastewater Treatment Facility

Facilities	• 25.8-MGD Pure Oxygen Activated Sludge WWTP • 2 Fluidized Bed Incinerators • 12 Pump Stations
Scope of Services	• Operate/Maintain/Manage • Sludge Disposal (using an on-site landfill) - 4,938 dry tons per year • Industrial Pretreatment Program • Septage Receiving • Industrial Leachate • Capital Improvements
Start Date	1985
Population Served	123,880

LEOMINSTER, MASSACHUSETTS

Contract O&M of Municipal Water and Wastewater Facilities

In a contract operations, maintenance and management (O&M) project that began in 1983, Veolia Water North America – Northeast, LLC (Veolia Water) currently operates and manages the City of Leominster, Massachusetts' 9.3-MGD advanced wastewater treatment plant, a 4-MGD water treatment plant located at the Notown Reservoir, and a 1.2-MGD water treatment plant located at the Fallbrook Reservoir. The project has a 20-year record of no lost-time accidents and has won awards at the regional, state and national levels.

A Veolia Water predecessor company began O&M for Leominster's new wastewater facility in October 1983. Our outstanding record of success in new plant startups and O&M transitions contributed to the award of this contract. This operations project saved the City more than $300,000 a year, savings that were used to fund other important City projects. Our company phased out the existing treatment facility, which was the second activated sludge plant built in the U.S., and our composting and related experience helped the City evaluate alternative sludge-disposal options. A subsequent scope expansion added industrial pretreatment administration to the O&M contract responsibilities.

Thirteen years of successful operation were rewarded in 1996 when the City signed a new and expanded 20-year agreement with Veolia Water. The City's two water treatment plants were added to our scope of responsibility along with $4.5 million in design and construction for improvements to the water facilities. The City had estimated $8 million for the cost of these improvements.

One of the oldest public-private partnerships in the country, Leominster is saving some $300,000 per year in O&M fees and saved $3.5 million in design-construction costs through its contract with Veolia Water

Veolia Water's current O&M contract with Leominster involves operations and management of facilities including the:

- 9.3-MGD advanced wastewater treatment plant and on-site laboratory, with major process equipment includes a comminutor, rapid-mix and flocculation chambers, settling tanks and aerators, contact tanks, reaerator, sludge storage tanks, vacuum filters and lime slakers.

Water Facilities	• 4-MGD Surface WTP • 1.2-MGD Surface WTP • Chlorination Station • 2 Clear Wells (1 MG total capacity)
Wastewater Facilities	• 9.3-MGD Advanced Secondary Activated Sludge WWTP • 9 Pump Stations
Scope of Services	• Operate/Maintain/Manage • Design/Build • Industrial Pretreatment Program Management • Security Vulnerability Assessment • Septage Receiving • Sludge Hauling—1,590 dtpy
Start Date	1983
Population Served	36,000
Client Reference	Mr. Patrick LaPointe Director of Public Works City of Leominster 109 Graham Street Leominster, MA 01453 Telephone: 978.534.7590

- 4-MGD water treatment plant located at the Notown Reservoir. This is a conventional treatment plant whose processes include pre-chlorination, chemical addition, coagulation, flocculation, two-step sedimentation, activated carbon filtration, pH adjustment and post-disinfection.
- 1.2-MGD water treatment plant located at the Fallbrook Reservoir. This plant treats water

through rapid mix chemical addition, flocculation, upflow pulsating clarification, activated carbon filtration and disinfection.

Together, the two water facilities produce about 3 MGD of finished drinking water. The wastewater plant, capable of handling peak flows of 24 MGD, treats about 6.1 MGD on average.

The Notown water treatment plant underwent a major rehabilitation project under the current contract, including the complete replacement of all mechanical and electrical systems and extensive architectural improvements, while the Fallbrook plant received instrumentation upgrades; all accomplished using a design/build approach. In addition, a fully automated, off-site contact tank facility was built to ensure consistent water quality throughout the distribution system.

In March 2004, Veolia Water marked 20 years of no lost-time accidents at Leominster, and our operations at these water and wastewater facilities have been recognized with a number of awards at the regional, state and national levels, including:

- O&M Excellence Award from U.S. Environmental Protection Agency (EPA), Region I, in 1999 and 1988
- George W. Burke Safety Award from the Water Environment Federation, Region I, in 1998
- O&M Excellence Award (honorable mention) from Massachusetts Water Pollution Control Association in 1989
- O&M Excellence Award from Massachusetts Department of Environmental Quality Engineering in 1987

In 2002, we conducted a Security Vulnerability Assessment and Emergency Response Plan for the City's water treatment facilities to identify areas of water security risk and to recommend mitigation measures. This assessment focused on identifying critical assets used in the production and delivery of clean, safe water to those served by this system. The Security Vulnerability Assessment report provided recommendations to make those assets more secure.

Veolia Water has also conducted hazardous materials and emergency response training for the City's water and wastewater facilities, and provides routine operations and maintenance training.

O&M of Surface Water Treatment Plant

Veolia Water North America - South, LLC (Veolia Water), in a joint venture with a minority-owned business, provides operation, maintenance and management (O&M) services for the 90-MGD Atlanta/Fulton County North Area Water Treatment Plant. This contract began with the startup of this new regional plant in 1990 and includes operations responsibility for a raw water pumping station (240 MGD capability), and dual 54-inch raw water mains. Over the term of this contract, Veolia Water has worked with the facility owner, the Atlanta/Fulton County Water Resources Commission (AFCWRC) to triple the capacity of this plant using a variety of process improvement and capital improvement approaches. This state-of-the-art facility has also been recognized with a number of awards over the past decade, most recently with the 2004 Gold Award for outstanding compliance from the Georgia Water and Pollution Control Association (GWPCA).

Veolia Water, in a 50-50 joint venture with a minority-owned business enterprise, began O&M for the North Area Water Treatment Plant that opened in November 1990. Major process equipment at the plant includes: raw water traveling screens, grit removers, pumps, chemical addition/feed systems, meters, rapid-mix and flocculation chambers, declining rate filters, clear well storage, and finished-water pumps.

Veolia Water has reduced AFCWRC's water costs nearly $0.1 per thousand gallons over the past 13 years. Indeed, at the end of 2004, accumulated consumer savings in water rates alone totaled more than $14.9 million!

The project includes O&M responsibility for a 240-MGD raw water pumping station, dual 54-inch raw water mains, a 350-million gallon surface reservoir, and the treatment plant which are owned by the AFCWRC, an agency that provides drinking water to consumers in the North Fulton County area of metropolitan Atlanta. The raw water pumping station, located on the Chattahoochee River, and raw water main connect it to the surface water treatment plant. The potable water distribution mains consist of dual 54-inch mains that serve North Fulton County and a 48-inch main that serves the City of Atlanta.

The state-of-the-art facility attracts many visitors each month, from local school children to water treatment experts from around the world. Veolia Water is responsible for providing site tours and offers internship opportunities for local college students.

As one of the U.S.' largest drinking water treatment plants, the AFC facility captures considerable recognition. This multi-award winning partnership is a model for successful public-private partnerships.

The scope of work for this project has involved all aspects of facility O&M, as well as working with the plant owner, the AFCWRC, for facility expansion and upgrade. Over the past decade of O&M at this water plant, Veolia Water implemented a pilot program to increase the plant's 30-MGD production capability to meets its rated flow capacity of 45 MGD (as rated by the Georgia Environmental Protection Division, GEPD), with no capital expenditures.

Subsequent efforts further increased the plant's rated capacity to 56 MGD. The plant is designed for an ultimate treatment capacity of 135-MGD. The demand for potable water is so great that the Commission began Phase II earlier than planned to upgrade the plant to 90 MGD. The plant has been running at this new flow capacity since March 1998.

Veolia Water's O&M program has reduced the power, chemical, and overall operations costs for this facility. Cost savings are passed on 100 percent to the AFCWRC.

In addition, Veolia Water has had no change orders to the contract even though the plant capacity expanded to 90 MGD under our current contract.

The performance of Veolia Water, and our joint venture partner, has been recognized with a number of awards over the more than a decade

that we have operated and managed this facility, including:

- 2004 – GWPCA Safety Award for the Surface Water Category
- 2003- The facility received its sixth award for the Outstanding Operation of a Water Treatment Plant in the Category of 15 MGD and Above from the GWPCA.
- 2005 & 2001 - The facility received Gold Excellence Awards for Safe Drinking Water Act compliance from both the USEPA, Region IV, and the Georgia Environmental Protection Division (GAEPD).
- 2000 – The facility received Outstanding Operation of a Water Treatment Plant greater than 15 MGD from the GWPCA and an Award of Excellence for Superior Safety Record from the American Water Works Association. Additionally, the project was the Southern region winner of Veolia Water Excellence in Operations (OPEX) Award.
- 1999 – The facility received three honors from the GWPCA: Outstanding Operation of a Water Treatment plant greater than 15 MGD; Public Education Award; Safety Awareness Award.
- 1998 – A staff member received the Operator of the Year for District Three award from the GWPCA.
- 1997 – The facility received two USEPA, Region IV awards: Safe Drinking Water Excellence Award and Water Taste Challenge Award; three GWPCA honors: Safety Awareness Award, Outstanding Operation of a Water Treatment Plant in the Category of 15-MGD and Above, and Operator of the Year for District III; and the GAEPD Excellence Award – Safe Drinking Water Act. It also received the Education Award from Spelman College.
- 1996 – The GWPCA bestowed three awards on the facility: Outstanding Operation of a Water Treatment Plant in the Category of 15-MGD and Above, Safety Awareness Award and Plant of the Year. The USEPA gave a Certificate of Appreciation for the Drinking Water Taste Challenge Test.
- 1995 – The facility earned the EPA's Best Tasting Water in Georgia award.
- 1994 – The facility received the Drinking Water Taste Challenge Test Award from the USEPA, Region IV.
- 1992 and 1991– The facility received Outstanding Operation of a Water Treatment Plant in the Category of 15-MGD and Above from the GWPCA.

This O&M contract has been renewed three times.

In 2002, Veolia Water conducted a Security Vulnerability Assessment for the North Area Water Treatment Plant to identify areas of water security risk and recommend mitigation measures. This assessment focused on identifying critical assets used in the production and delivery of clean, safe water to those served by this system. This assessment was conducted in accordance with the requirements of the EPA and the Sandia National Laboratories Model protocols (which is the accepted standard for the industry).

Facilities	• 90-MGD Surface Water Filtration Plant • Raw Water Pump Station (Five pumps/240 MGD capability) • Clear Wells (Four 5.5 million gallon capacity units)
Scope of Services	• Operate/Maintain • Reservoir Maintenance (400 million gallon capacity) • Customer Service • Security Vulnerability Assessment
Start Date	1990
Population Served	350,000
Client Reference	Ms. Kathy Crews Interim General Manager A/F County Water Resources Commission 9750 Spruill Road Alpharetta, GA 30202 Telephone: 770.664.7455

Township of Maple Shade, New Jersey

Contract O&M of Water and Wastewater Facilities

Veolia Water North America – Central, LLC (Veolia Water) assumed operation of the Maple Shade's water and wastewater facilities in August 1988 while the Township was under consent orders from the New Jersey Department of Environmental Protection as well as the U.S. Environmental Protection Agency (EPA). Within 10 weeks, we brought the wastewater facility into compliance.

Veolia Water provides comprehensive O&M services for Maple Shade's 2.4- and 2-MGD ion exchange water treatment facilities. We also serve the Town's wastewater facilities, which include a 3.4-MGD advanced wastewater treatment facility and six pump stations ranging in capacity from 1,000 gpd to 3,000 gpd. Veolia Water also maintains approximately 55 miles of wastewater collection and water distribution systems.

Veolia Water assumed operation of these facilities in August 1988 while the Township was under consent orders from the New Jersey Department of Environmental Protection as well as the EPA. Within 10 weeks, we brought the wastewater facility into compliance.

Veolia Water has maintained the operation of the Township's aging water treatment plants and distribution system without violations and without loss of service. Water is treated for iron using ion exchange. Chlorination and pH adjustment are also part of the treatment process for disinfection and stabilization.

The Township's water facilities, which date in part from 1925, have undergone continuing rehabilitation to guarantee consistent water quality. This has included the development and implementation of a capital improvement program and the replacement of distribution lines and other equipment that was no longer functioning properly because of age.

In 1990, Maple Shade's advanced extended aeration wastewater plant was brought on-line. Veolia Water operated the facilities through startup and managed the transition to the new facility. On startup, the plant was brought into compliance and has maintained this level of performance. Veolia Water has also developed and implemented an industrial pretreatment program that led to the Township imposing fines on several industries.

Maintenance of all systems is managed through our proprietary computer data management system, which provides a proactive response to maintenance needs and record keeping for all maintenance activities. Veolia Water reimburses 100% of the unused repairs and maintenance budget each year. In addition, Veolia Water assists the Township with regulatory matters and has succeeded in defending the Township's position with DEP to raise the phosphate limits on its permit. The American Water Works Association awarded this project its President's Gold Performance Award two consecutive years.

Facilities	• 3.4-MGD Envirex Tertiary WWTP • Collection System (53 miles) • 6 Pump Stations • Biosolids Disposal — 438 dtpy • 2.4-MGD Ground WTP • 2-MGD Ground WTP • 5 Wells (1.8 MG) • 1 Elevated Water Tower/1 Standpipe (1 MG) • Distribution System (55 miles) • Meter Replacement Program
Scope of Services	• Operate/Maintain/Manage • Customer Service • Industrial Pretreatment Program • Security Vulnerability Assessment (Water Facilities)
Start Date	1988
Population Served	19,500
Client Reference	Mr. George Haeuber Township Manager Maple Shade Township Maple and Main Streets Maple Shade, NJ 08052 Telephone: 609.779.9610

SOUTHERN WATER AND SEWER DISTRICT, KENTUCKY

Operations and Management of Public Works

Under a contract that began in 2000, Veolia Water North America –South, LLC (Veolia Water) and the Southern Water and Sewer District of Floyd County, Kentucky, joined forces to expand the District's water system and find solutions to water losses. Veolia Water designed, financed and built 24 miles of new distribution system, adding three pumps and three tanks, to bring 500 additional connections into the water and sewer district. We are also responsible for the contract operations, maintenance and management (O&M) for the water system under a long-term agreement. The water system includes a 2-MGD surface water treatment plant, 285 miles of water lines, 25 pump stations and 24 water storage tanks. Veolia Water also provides meter reading, meter replacement, billing and collection, as well as customer service.

Veolia Water and the Southern Water and Sewer District of Floyd County formed a public-private partnership in May 2000 to expand the District's water system and find solutions to water losses. Under this long-term, 20-year, contract, our firm has designed, financed and built 24 miles of new distribution system, adding three pumps and three tanks, to bring 500 additional connections into the water and sewer district. A second expansion project followed to bring additional customers onto the system. A third segment is underway that will bring the total of additional lines to approximately 100 miles and new connections to some 1,500.

Under this contract, Veolia Water operates, maintains and manages the District's 2-MGD drinking water plant and existing distribution system. This multi-media surface water plant processes water from the Levisa Fork of the Big Sandy River to drinking water standards. The plant treats river water through flash-mixing, chemical addition, coagulation, flocculation, clarification, filtration and disinfection. The distribution system currently consists of 285 miles of lines, 13 pump stations and 24 ground storage tanks.

Unaccounted for water losses, estimated to exceed 50 percent, presented a serious financial and environmental burden for the community. Veolia Water immediately initiated a program of distribution line repair and meter replacement to curtail losses. At the end of the first year of operations, losses had been reduced by 20 percent.

Additionally, Veolia Water has implemented a management program to help integrate the Beaver-Elkorn and Mud Creek water districts into the newly formed Southern Water and Sewer District. All existing District employees were offered employment with Veolia Water at equal wages and better benefits. They are receiving training in new technologies and in our stringent maintenance and safety programs.

Facilities	• 2-MGD Surface Water Treatment Plant • Distribution System (285 miles) • 25 Pump Stations • 24 Water Storage Tanks (2.8 MG) • 0.1-MGD Extended Aeration Wastewater Treatment Plant (startup 3/05)
Scope of Services	• Operate/Maintain/Manage • Design/Build Services • Project Financing • Purchase 0.3 MGD • Meter Reading • Meter Replacement Program • Billing/Collection • Customer Service • Security Vulnerability Assessment • Capital Expansion Program
Start Date	2000 – Ongoing through 2020
Population Served	18,090
Client Reference	Mr. Brett Davis Deputy County Judge County Courthouse Martin County Prestonsburg, KY Telephone: 606.886.9193

Veolia Water developed an innovative plan to reduce the financial impact of the improvements and expansion on the District and the residents.

Many customers along the distribution system were not connected and multiple homes were connected to a single meter. We offered customers the opportunity to connect to the system at a reduced connection fee with a deferred payment plan. Additionally, we provided the District with a first-year concession fee.

District revenues will increase drastically as water losses are further curtailed and the customer base increases. In addition to arranging long-term financing for the District, we immediately began applying for State grants and low-interest loans to help the District expand even further.

Veolia Water rapidly mobilized to address the immediate needs of this client. In the first few weeks of the project, new equipment was provided to ensure extensive repairs and line and facility maintenance were done efficiently and correctly. Work included repairing water line and fire hydrants, locating valves, and modifying the water treatment plant.

In 2005, the District's customer base of 6,030 is nearly the twice the original 3,800 served prior to Veolia Water's O&M.

Operation and Management of Public Works

This public-private partnership, which began in 1987 with a contract for the operations, maintenance and management (O&M) of the City's wastewater system, now involves the operation and management of the public works and utility systems (water, wastewater, natural gas, and sanitation), systems that serve a population of more than 7,000. Over the years, Veolia Water North America –South, LLC (Veolia Water) has worked with the City to achieve cost savings, implement system improvements, and to lower the overall cost of service to the citizens of Pikeville. Over the course of the contract, Veolia Water has also saved the City over $1 million in capital costs and more than $200,000 in O&M costs, all while improving utility services to the citizens dramatically. This record of accomplishment has been recognized with a number of awards for this project, including the Governor's Environmental Award for Best Operated Water Treatment Facilities, and recognition as one of the top five small plants in the State of Kentucky, by the American Waterworks Association and the Kentucky/Tennessee Water Environment Association.

Under a contract that has been renewed or extended seven times, Veolia Water provides O&M for the City of Pikeville's utility systems, including water, wastewater, natural gas, and sanitation.

Our first contract with the City was in 1987, and involved providing complete O&M services for the City's existing trickling filter wastewater treatment plant, as well as their 4.8-MGD water treatment facility.

When Veolia Water assumed O&M responsibility, it was recognized that the existing wastewater treatment plant was overloaded, and was suffering from hydraulic and organic loadings (as high as three to four times the original design load) problems.

To address this problem, we assisted the City in building the new 2-MGD extended aeration wastewater plant. Using a DBO approach, Veolia Water worked the City's engineers to design and build this facility under a fixed, not-to-exceed price with a long-term warranty covering the plant and equipment. Veolia Water also assisted the City with the 201 Planning Process and obtained a new loan under the State Revolving Loan Fund. Construction of this new facility began in 1989, and it began treating flows in 1991 with first phase completion; the second and final phase of construction was completed in 1992.

This contract also involved providing startup and management services for a new regional water treatment plant. The City's new 6-MGD surface water plant utilizes processes that include chemical coagulation, flocculation, sedimentation, filtration, disinfection and fluoridation, and the system includes storage and high-service pumps. The raw water pumping for this plant station is equipped with a combination of in-stream filters and mechanical screens.

Veolia Water's contract was expanded in 1989 to include the operation of the Public Works Department, which encompasses water distribution, customer service, sewer collection, gas distribution, garbage collection and street maintenance.

One of the challenges of the Public Works function is the maintenance of the City's drainage system, which was constructed as part of a large-scale civil engineering project—where the Levisa Fork of the Big Sandy River was relocated out of downtown Pikeville along with a railroad line and road through a cut-through in a mountain. The resulting drainage system involves redirecting streams into a manmade lake, which acts as an equalization basin in heavy rain. A flood gate and pump are used on the creek to pump water out during high water events. The system consists of pipes and culverts of metal, PVC and concrete ranging in diameter from 6 to 48 inches. The pipes and catchbasins are cleaned on a periodic basis. The streams within the City are also cleaned periodically to remove debris and buildup of sediment and rock. In addition, Veolia Water operates a street sweeper daily to help keep coal dust generated from extensive truck traffic from clogging the stormwater system.

Over the course of this contract Veolia Water has handled several disaster flood events. In 1997, as a result of stream flooding, roads were washed out, a mudslide claimed two houses, culverts were blocked, and flood pumps were put into operation. This event occurred while utility O&M resources were severely strained, mobilizing to handle the multiple problems simultaneously. The successful management of these events

involved coordinating the assistance from outside contractors and the Kentucky Department of Environmental Services.

In late 1999, our contract was extended for an additional term. We provided $.5 million to match State and Federal funds for upgrades to the water treatment system. Improvements to the raw water intake station included a new grit cyclone and overall rehabilitation. At the treatment plant we added a fifth multi-media final filter, additional telemetry and converted from chlorine gas to sodium hypochlorite for disinfection. In the distribution system, we added a new 0.5 million gallon ground storage tank for finished water, a new pump station and more fire hydrants. These improvements resulted in a reduction in the City's ISO rating from six to four, which means lower insurance premiums and even more savings.

In 2003, we replaced all the collection, distribution and natural gas lines in historic downtown Pikeville.

The City of Pikeville again demonstrated its confidence in Veolia Water in 2004. Yet another scope expansion turned over responsibility for the City's landscaping and parks department. Veolia Water will provide regular mowing for the parks and cemeteries, landscape park entrances and maintain the ballfields and pool. Further, we are charged with event scheduling for public and sports teams' use of the parks and ballfields.

Veolia Water has also maintained a strong commitment to the Pikeville community over the years, working to improve the overall quality of life by providing donations and assistance to meet community needs. Among the community-related activities that we have sponsored and been a part of are:

- Hillbilly Days - Cooking and providing barbecue for the Annual City of Pikeville's Employee Picnic.
- Youth Sports - Sponsoring and assisting in coaching children's baseball and softball teams.
- Education - Donating to and sponsoring classes at Pikeville College, and teaching special courses on water treatment at Pike County Schools.
- Community Beautification - Working with the Chamber of Commerce and Downtown Association on beautification efforts.
- Community Betterment - Cooking and providing barbecue for the "Hammering in the Hills" Habitat for Humanity event, an event in which former President Jimmy Carter participated, where we provided meals to over 1,500 people.
- Tours and Open Houses - Sponsoring water plant tours, including one for students of Mud Creek Elementary School in Floyd County.

Wastewater Facilities	• 2-MGD Extended Aeration Wastewater Treatment Plant • Sludge Disposal — 388 dtpy • 14 Pump Stations • Collection System (54 miles)
Water Facilities	• 6-MGD Surface WTP • Raw Water Pump Station (4 MGD) • 18 Water Towers • 14 Water Pump Stations • Distribution System (74 miles)
Scope of Services	• Operate/Maintain/Manage • Full Public Works • Customer Service • Meter Reading and Meter Replacement Program (Water) • Collection and Distribution System Rehabilitation • Septage Receiving • Natural gas distribution • Sanitation (collection and transfer station) • Industrial Leachate • Customer Service • Parks/Cemetery Maintenance & Landscaping • Swimming Pool • Ballfield Scheduling
Start Date	1987 - Ongoing
Population Served	7,000
Client Reference	Mr. Donovan Blackburn City Manager City of Pikeville 118 College Street Pikeville, Kentucky 41501 Telephone: 606/437-5100

The public-private partnership between the City and Veolia Water has also been recognized with a number of awards. In 1999 and 2000, the Pikeville water plant was among the top five small plants in the state, according to the American Waterworks Association and the Kentucky/ Tennessee Water Environment Association. In 1989, the City's water facility received the Governor's Environmental Award for Best Operated Water Treatment Facilities, and the Outstanding Community Water Management award from the Kentucky Natural Resources and Environmental Protection Cabinet.

The City of Pikeville is a dynamic community, which has faced many challenges during the course of the Veolia Water's contract, and we have worked with the City to address these challenges by providing a comprehensive

range of support services and resources. Veolia Water has saved the City over $1 million in capital costs and $200,000 in O&M costs. In another example, Veolia Water implemented a water and gas meter change-out program, which has produced over $200,000 a year in additional revenue for the City, without raising water rates. In addition, Veolia Water provided $500,000 in capital to the City to match State and Federal funds for the upgrade of their water plant, and we prepared and received a two percent low-interest loan for the City to purchase new solid waste truck.

Total Asset Management for Municipal Wastewater Facilities

In 1998, in a historic first-ever agreement, the City of Taunton entered into a 20-year public-private partnership with Veolia Water North America - Northeast, LLC (Veolia Water) for the Total Asset Management of its wastewater treatment facility and Pollution Prevention (P2) program. In addition to traditional operation, maintenance and management (O&M) responsibility, Veolia Water assumed complete responsibility for all facility maintenance and repair expenses as well as capital repair or replacement items.

Veolia Water provides Total Asset Management for the City of Taunton's wastewater collection and treatment facilities. This includes operating and managing facilities that include an 8.34-MGD wastewater treatment system, 27 lift stations and biosolids (sludge) disposal for 1,570 dry tons per year. The plant has peak flow capabilities of 22.4 MGD and treats average flows of about 7.2 MGD.

The City's wastewater facility provides advanced treatment of municipal and industrial waste. This treatment facility uses preliminary bar screens and comminutors, an activated sludge treatment process, secondary clarification, with chlorine disinfection and dechlorination. Solids from the treatment process are dewatered, using a centrifuge, and then disposed of by landfilling.

This advanced secondary treatment plant operates with seasonal limits on ammonia, and treats influent flows for metals from local industrial process. Compliance issues, odors and combined sewer overflows netted the City an Administrative Order from the U.S. Environmental Protection Agency (EPA). Veolia Water brought the facility into compliance with the Order while saving the City of Taunton millions of dollars in construction costs. Throughout construction, compliance was exceptionally good and odors were reduced. Veolia Water also assists the City with all permit issues and represents them to environmental regulators.

This contract, a historic and first-ever type of agreement, began in 1998. It is a 20-year Public-Private Partnership with Veolia Water responsible for providing Total Asset Management of the City's wastewater treatment facility and P2 program. A unique aspect of this agreement with the City of Taunton is a P2 community awareness program, where our staff are responsible for developing and presenting an educational program to local businesses, industries and citizens, educating them as to how their day-to-day activities contribute to the abatement and prevention of pollution in Taunton. The City's Industrial Pretreatment Program (IPP) program calls for extremely low limits for silver, which is difficult for the 11 metals finishers industries to meet, and these educational efforts have aided these industries in striving to meet these requirements.

The City's IPP program involves monitoring and enforcement for 24 Significant Industrial Users (SIUs). This includes conducting site inspections and sampling events, preparing permits and enforcement actions, and submitting an annual report to U.S. Environmental Protection Area (EPA). Veolia Water also hosts a City-wide annual household hazardous waste collection day, and prepares a quarterly pollution prevention news-letter for distribution to local industries and City officials. We also collaborate with the Taunton River Watershed Alliance on a monthly volunteer river monitoring program for 17 sites along the Taunton River.

"We have effectively cut the cost for... necessary capital improvements by more than half...The City will save more than $62 million...while providing rate stabilization over the next 20 years."
- Mayor Robert G. Nunes

Under the Total Asset Management approach, Veolia Water has O&M responsibility, as well as complete responsibility for facility maintenance and repair expenses, and capital repair or replacement items.

The City has funded $11 million in capital improvements using State Revolving Fund money from the Commonwealth of Massachusetts. As this capital improvement work proceeded, the primary challenges of this project included the

normal operation of the facility and maintaining compliance. As various segments of the treatment process were taken off-line for upgrade or rehabilitation (or were interrupted for other work), Veolia Water project staff employed innovative methods for ensuring the continued effective operation of the wastewater facility.

Odors historically had been an issue for the wastewater plant's neighbors, and Veolia Water implemented a stringent odor control plan immediately at startup. A primary component of this plan was the Good Neighbor Advisory Committee. Comprising facility neighbors and project management, the members of this Committee work together to identify sources of odors and other possible nuisances, such as noise or night-time lighting, and reduce or eliminate them as quickly as possible. Through pagers or a special hotline phone number, area residents can notify project management at the first sign of a possible problem. Other steps to address odors have included process modifications and facility housekeeping.

Veolia Water is an active member of the Taunton community. Among the ways we have demonstrated our corporate citizenship are:

- $1000 annual scholarship to Taunton High School for students who pursue a career in environmental science.
- $1000 annual donation to the Adopt-A-Park program to clean up and improve City parks.
- $250 per year to Weir River Festival. The wastewater facility is located in the Weir section of Taunton along the banks of the Taunton River.
- $500 per year to the Mayor's Worthy Cause, a summer-time parks program for youth.
- Donations to the Taunton Patrolman's Association for Child Identification Program.
- Participate in "Project Intern," a program that places high school students in the workplace for real-life experiences.
- Assist students with science fair projects.
- Judge at the high school science fair.
- Member of the Taunton Public School Science and Technology Community Advisory Council.

Facilities	• 8.4-MGD Advanced Secondary Wastewater Treatment Plant • 30 Lift Stations
Scope of Services	• Total Asset Management • Design/Build • Operate/Maintain/Manage • Industrial Pretreatment Program • Septage Receiving • Industrial Leachate • Combined Sewer Overflow Management • Biosolids Disposal - 2,184 dry tons per year
Start Date	1998
Population Served	26,500

TAMPA BAY WATER, FLORIDA

Regional Water Facility – Design/Build/Operate Project

On October 11, 2002, Veolia Water North America - South, LLC (Veolia Water), dedicated a new water regional water treatment plant for Tampa Bay Water in Florida, completing a more than two-year design/build project. The project began in April 2000 when, following a year-long selection process among four competitive teams, Tampa Bay Water awarded a $135-million, 15-year (with a 5-year option) contract to Veolia Water for the design, construction and operation, using the DBO delivery approach, of the agency's regional surface water treatment plant. In 2003, the facility received the prestigious *Infrastructure Award* from the National Council for Public-Private Partnerships (NCPPP).

To implement this project for Tampa Bay Water, Veolia Water brought together a management and O&M team from the resources of our firm, a design/build team from our Engineering & Construction group, including local engineering and construction partners, and process and technical experts from our parent company, Veolia Water, S.A., to support the implementation of the ACTIFLO® treatment process. This new water treatment plant is designed to meet the treatment requirements of Hillsborough County; the Southwest Florida Water Management District; Florida Department of Environmental Protection; as well as those of the U.S. Environmental Protection Agency (EPA).

"Eighty million dollars represents compelling savings," said Jerry Maxwell, the General Manager of Tampa Bay Water. "These savings translate into lower water rates for our residents. Forward-thinking utilities have to consider the benefits of working with a private-sector partner that provides access to the latest technology and operational economies of scale."

Water from the three supply sources is treated to levels that exceed current EPA Safe Drinking Water Act requirements. In addition, the plant was constructed in an environmentally sensitive area and required an innovative process and design approach. Tampa Bay Water, a consortium of six municipalities, is the largest wholesale supplier of water in Florida, providing water to its members who in turn supply it to nearly two million residents of the area. Consumers reside in the cities of New Port Richey, St. Petersburg and Tampa and the counties of Hillsborough, Pasco and Pinellas.

Facilities	• 66-MGD ACTIFLO Surface Water Treatment Plant • 30-MGD Hydrogen Sulfide Removal Water Facility
Scope of Services	• Design/Build • Operate/Maintain/Manage
Start Date	• 2000 – Construction • 2002 – Operation and Maintenance
Population Served	1,500,000

The project began in April 2000 when, following a year-long selection process among four competitive teams, Tampa Bay Water awarded a $135-million, 15-year (with a 5-year option) contract to Veolia Water for the design, construction and operation, using the DBO delivery approach, of the agency's regional surface water treatment plant.

In August 2000, the plant capacity was increased to 66-MGD, raising the overall contract value to $144 million.

The project includes $79 million in capital (construction) costs, and $56 million in O&M fees, which are expected to generate a 21% savings, or about $85 million, over the 20-year life of the project.

The public-private partnership is Veolia Water's largest in Florida, and the plant is among the most technologically sophisticated in the world. The project is expected to save the region millions over the 15-year term of our contract, and costs are a significant issue in the Tampa Bay region because the agency was required to cut groundwater

pumping at long-producing groundwater wells at the end of 2002, and the plant is the cornerstone in the first phase of its regional Master Water Plan. Because the new sources of water are more expensive to develop and supply than the area's traditional groundwater, the agency – and the region's water customers – are concerned with rising costs.

In 2003, the facility design was recognized with several prestigious awards, including:

- *Infrastructure Award* from the National Council for Public-Private Partnerships.
- *Build America Award* from the Associated General Contractors of America.
- *Grand Prize – Design* from the American Academy of Environmental Engineers.

The NCPPP awards process is arduous and designed to identify the best in public-private partnerships. Tampa Bay Water and [Veolia Water] should be proud to be one of the few selected for this prestigious award."
- Richard Norment, Executive Director for the NCPPP

Other project awards include the *2003 Facility Excellence Award* from Region IV, Florida Water & Pollution Control Operators Association and a *Safety Award* from Veolia Water North America for one year no lost-time accidents.

Under a separate contract with this same client, Veolia Water, in 2002, began providing contract O&M of the S.K. Keller Hydrogen Sulfide Treatment Facility. This is a 30-MGD system that addresses the needs of groundwater supplies.

Design/Build/Operate Project for Wastewater Facilities

Seeking facility enhancements and upgrades with no up-front costs, the City of Woonsocket entered into a 20-year agreement with Veolia Water North America - Northeast, LLC (Veolia Water) in 1999. Improvements being implemented under this agreement are plant-wide, touching virtually aspect of the treatment process at the City's 16-MGD secondary activated sludge wastewater treatment plant. Veolia Water assembled a team of multi-disciplined professionals to implement this project, and worked with the City to secure tax-exempt financing.

Veolia Water is currently involved in a long-term, 20-year, design/build/operate (DBO) contract with the City of Woonsocket. This contract began in 1999, when the City, seeking to upgrade its wastewater plant with no up-front costs, selected Veolia Water for this contract.

The first step of the process involved the implementation of a design/build effort focused on wide-ranging improvements for this regional wastewater treatment facility. The improvements being managed and implemented by Veolia Water are plant-wide, touching virtually aspect of the treatment process at the City's 16-MGD secondary activated sludge wastewater plant. Preliminary enhancements included replacing the bar screens with in-channel grinder pumps, revamping the grit removal system, and making improvements to the aeration system to increase oxygen transfer efficiencies and optimize conditions for achieving nitrification/denitrification. New Gravisand® filters are being installed as part of this effort to provide for the polishing of secondary clarifier effluent, and to enhance the quality of treated water being discharged to the Blackstone River. Other planned enhancements and additions for the wastewater plant include the construction of a new chemical feed building for chemically-enhanced primary treatment, and a cover for the gravity thickener to control odors, as well as conversion of the existing aeration tanks, and the addition of a filtrate pump station to transport water to the thickener.

This City's plant is a municipal wastewater facility processing domestic and industrial wastes. Major processes include preliminary screening and grit removal, primary sedimentation, secondary treatment through activated sludge, secondary clarification, chlorine disinfection, dechlorination with sulfur dioxide and year-round nitrogen/phosphorus removal. Sludge is gravity thickened, then incinerated. Historically, NPDES permit compliance at the plant was poor, and the City was facing significant financial impacts resulting from regulatory consent orders. The City, and the other communities served by this plant, was also concerned about meeting new environmental needs resulting from more stringent discharge requirements being considered by the State of Rhode Island. Veolia Water assumed the risk of meeting these new discharge limits—now and for the next 20 years.

During the first six months of the contract O&M agreement, Veolia Water made great strides toward improving wastewater treatment and achieving total compliance with discharge limits. These accomplishments included:

- Complete rehabilitation of two aeration basins.
- Overhaul of a secondary clarifier, including the drive unit.
- Installation of a new SCADA system.
- Startup of the chlorination/dechlorination equipment.
- Chemical trials and conversion to a different polymer designed to enhance primary treatment through improved settling.

For the DBO project, Veolia Water assembled a team of multi-disciplined professionals, and worked with the City to secure tax-exempt financing for 20 years. In addition, a $3.9 million concession fee was paid by Veolia Water to the City and three other communities (North Smithfield, Rhode Island; and Bellingham and Blackstone, Massachusetts), to reimburse them for improvements made prior to our O&M agreement.

Woonsocket, Rhode Island

Included in the agreement between the City and Veolia Water was the provision to design and construct the necessary capital improvements for the treatment facility. This effort included preparing and receiving Rhode Island Department of Environmental Management's approval for the Facility Plan Amendment.

This wastewater treatment plant is designed to treat an average daily flow of 16 million gallons and peak flows of 32 million gallons. Daily flows currently average 12 million gallons.

This contract is anticipated to save the City of Woonsocket $7 million. The plant upgrades were completed ahead of schedule and for a fixed fee.

In the first two years of operation, this award-winning project has received five honors for operational excellence by the Narragansett Water and Pollution Control Association:

- 2003: Most Improved Treatment Plant Greater than 5 MGD and Most Efficient Treatment Plant Greater than 5 MGD
- 2002: Most Efficient Treatment Plant Greater than 5 MGD; New England Pump and Valve Award for Most Improved in Water Pollution Control--Large Plant Category; and Maguire Group Award for Outstanding Achievement in Water Pollution Control--Large Plant Category

Facilities	• 16-MGD Tertiary Wastewater Treatment Plant • 7 Pump Stations • 2 Siphons
Scope of Services	• Design/Build (Capital Improvements Program) • Operate/Maintain/Manage • Project Financing • Septage Receiving
Start Date	1999 (DB) 2001 (O&M)
Population Served	54,000

Even before all the upgrades were completed, the City's plant, once ranked worst in the State of Rhode Island, received top honors from the Narragansett Water Pollution Control Association, the Maguire Award for Most Improved in Water Pollution Control, and New England Pump and Valve Award for Outstanding Achievements in Water Pollution Control.

CRANSTON, RHODE ISLAND

Design/Build/Operate Project for Municipal Wastewater Facility

Veolia Water North America - Northeast, LLC (Veolia Water) is leading a team that is responsible for implementing a 30-year lease transaction for the City's entire wastewater treatment system. This project involves financing, design/build of capital improvements, and contract operations, maintenance and management (O&M) of the wastewater system. The City's wastewater system includes a 23-MGD secondary wastewater treatment plant, 22 pump stations and a 190-mile collection system.

In the late 1980s, the City of Cranston was under three separate consent orders and faced serious maintenance and staff problems while preparing to upgrade its 23-MGD secondary wastewater treatment plant to a tertiary wastewater treatment facility.

As a result, in 1989 they selected Veolia Water to provide full-service O&M for this wastewater plant and 22 pump stations. The City's plant is a secondary and tertiary facility processing domestic and industrial wastes, providing for year-round nitrification. Veolia Water also has O&M responsibility for the City's 190-mile collection system, as well as management of the City's Industrial Pretreatment Program and the merchant biosolids incineration and disposal program.

In 1997 the scope of this contract was expanded when Veolia Water, as the leader of a design/build/operate (DBO) team, was selected to implement a 25-year lease transaction for the City's entire wastewater treatment system. This DBO project involves:

- Financing, whereby the City receives an up-front, prepaid lease payment
- Design/build services for making certain capital improvements, including an upgrade to advanced wastewater treatment
- Continued private contract O&M for the wastewater facilities

Recent scope expansions added new capital work and extended the term of this contract to 30 years.

This plant has two incinerators, 10- and 20-dry-ton-per-day multiple hearth furnaces to process over 3,000 dry tons per year of biosolids from the wastewater treatment plant and an additional 3,000 from other sources. Ash from the incinerators is disposed in a landfill.

Facilities	• 23-MGD Activated Sludge WWTP • Collection System (190 miles) • 22 Pump Stations
Scope of Services	• Operate/Maintain/Manage • Design/Build • Project Financing • Industrial Pretreatment Program • Collection System Rehabilitation • Septage Receiving • Effluent Reuse • Meter Reading • Biosolids Disposal — 3,737 dry tons per year from WWTP and 4,766 from outside sources
Start Date	1989-1997 – Contract O&M 1997-2027 – DBO Contract
Population Served	140,000

"... [Veolia Water] was under the spotlight to achieve environmental compliance, but the company has proven itself and continues to be a fantastic water partner, operating and managing these municipal assets safely and responsibly while meeting and often exceeding strict permit requirements."
- Joseph LaPlante, NWPCA President

VEOLIA Water

Cranston, Rhode Island

In recent years, the State of Rhode Island has substantially reduced the amount of wastewater residuals (sludges) that can be disposed in its landfill. To address this need, Veolia Water conducted a pilot study, the result of which showed that the City could generate a revenue stream by accepting and processing biosolids from neighboring communities. To make this merchant type of approach possible, we performed a comprehensive maintenance evaluation. This resulted in a program to improve the mechanical condition of the facility, with particular emphasis given to the incinerators to ensure that they were reliable in terms of processing biosolids from other sources.

Odors have remained a constant challenge at this facility, and Veolia Water has established a Community Odor Committee to aid in identifying times and sources of odors. This proactive alliance has made great strides toward controlling odors from the plant. Planned capital improvements include advanced processes and equipment that will have a significant impact on our ability to mitigate this problem.

As a part of our O&M services approach, Veolia Water has provided integrated personnel training and safety programs. O&M staff at this facility are cross-trained and given opportunities for planned career advancement. Veolia Water has also instituted a unique and innovative incentive bonus plan for the plant's union workers.

This project has been recognized with a number of awards, including:

- Most Improved Large Plant in the State from the State Operators Association.
- Commendation for O&M Excellence from the State Department of Environmental Management.
- Best Large Plant in the State by the State Operators Association.

The Veolia Water O&M approach for the City of Cranston's wastewater facilities has reduced annual operating expenses for the wastewater facilities by more than $500,000, substantially defraying the costs associated with upgrading the plant.

CITY OF RICHMOND, CALIFORNIA

Design/Build/Operate Project for Regional Wastewater Plant

Veolia Water North America – West, LLC (Veolia Water) provides operation and maintenance (O&M) services for the City of Richmond's 16-MGD wastewater treatment facility. This is a design/build/operate (DBO) contract, with Veolia Water Systems (VWS) responsible for the design and construction of more than $7 million in capital improvements to bring the system up to optimum operating performance standards. The 20-year partnership is projected to save this city nestled on San Francisco Bay approximately $75 million dollars over contract term.

Veolia Water recently concluded a multi-million dollar rehabilitation of the City of Richmond, California's wastewater treatment plant, upgrading systems plant-wide. Completed in just two years, this project focused on restoring environmental compliance and addressing historic odor problems.

The project began in 2002 when the City of Richmond awarded Veolia Water a $60 million DBO contract to address the needs of its 16-MGD wastewater treatment plant. This 20-year contract involves long-term O&M of the wastewater facilities and included implementation of more than $7 million in capital upgrades and improvements for the wastewater treatment plant. The capital improvements program focused on upgrading, modernizing and automating existing systems at the plant.

Capital improvements included a new automated bar screen; rehabilitated primary clarifiers, rebuilt digesters and new domes, and rebuilt and improved aerators using Envirex® systems; new computerized controls throughout the plant; new disinfection system and equipment and controls; and a new chemical containment facility to enhance worker safety and environmental protection and improve facility appearance.

Using the DBO approach, Veolia Water has projected a $75 million saving for the City over the term of the agreement. These savings will be achieved through economies of scale, core competency focus and innovative technology and work practices.

In addition to the projected savings, the public-private partnership between Richmond and Veolia Water provides other benefits such as stabilized operations costs, better operating conditions and guaranteed environmental compliance and employment of facility personnel—all while leaving the facility ownership and rate-setting authority in the hands of the City of Richmond.

Facilities	• 16-MGD Wastewater Treatment Plant • Wastewater Collection System (185 miles) • Stormwater Drainage System (94 miles) • 13 Wastewater Lift Stations • 7 Stormwater Lift Station
Scope of Services	• Operate/Maintain/Manage • Design/Build • Capital Improvement Program • Sludge Disposal
Start Date	2002
Population Served	60,000

In a demonstration of its satisfaction with Veolia Water's work, in 2004, the City expanded our scope to include a similar effort to the 240-mile collection system—adding $17 million in capital to our O&M project scope. The scope of work includes a major rehabilitation of the City's collection systems and lift stations, as well as asset management of the systems when capital improvements are complete.

TOWN OF PLYMOUTH, MASSACHUSETTS

Design/Build/Operate Project for Municipal Wastewater Facilities

Veolia Water North America -Northeast, LLC (Veolia Water) provided design/build/operate (DBO) services for the replacement of the Town's existing wastewater facilities. This long-term agreement involved the design and construction of a new, 3.1-MGD sequencing-batch reactor (SBR) wastewater treatment plant, which is now being operated by our firm. The O&M project also involves maintaining the collection system and providing sludge disposal. Under this DBO project with Veolia Water, the Town expects to realize over $15 million in savings over the 20-year term of this agreement.

On June 28, 2002, Veolia Water started-up a new SBR treatment system for the Town of Plymouth, Massachusetts. This 20-year project is implemented using the DBO project approach and has involved the construction of a new 3.1-MGD treatment plant with three SBR tanks (providing a peak treatment capacity of 9 MGD).

Veolia Water is the DBO project manager and long-term operator for this facility, and our team for this project included: Veolia Water's engineering and construction affiliate (Veolia Water Systems), as the design/build engineer, and Veolia Water, S.A., as the project Guarantor.

Veolia Water worked with the Town to finance this project under U.S. Internal Revenue Service 97-13 rules, using funding from the Massachusetts State Revolving Fund for the $23.3 million in capital costs. Under the terms of this 20-year contract, which began in 1999, the Town owns the plant, and Veolia Water has full risk and responsibility for facilities operations, capital improvements and regulatory compliance for the new plant.

The new wastewater plant is located five miles inland from the original facility, and, under the terms of this contract, Veolia Water bears full risk and responsibility for equipment replacement, capital improvements and regulatory compliance. O&M responsibility includes managing the Town's sludge disposal operations (700 dry tons per year, dtpy), as well as operating and maintaining the wastewater collection and conveyance system.

A key challenge of this DBO project involved keeping the Town's existing wastewater plant in operation during the construction of the new facilities. This plant, now decommissioned, was an aged 1.75-MGD wastewater treatment plant that routinely exceeded the State's discharge limits for Plymouth Harbor.

Facilities	New Facilities: • 3.1-MGD Sequencing Batch Reactor WWTP • 8 Wastewater Pump Stations • Septage Receiving Station • Collection System (50 miles) Existing Facilities Operated on an Interim Basis until Decommissioned: • 1.75-MGD WWTP • 8 Wastewater Pump Stations • Collection System (50 miles) • Sludge Disposal
Scope of Services	• Design/Build • Asset Management (WWTP) • Interim O&M (Original Facilities) • Long-Term O&M (New Facilities and Collection System) • Biosolids (Sludge) Disposal - 700 dry tons per year
Population Served	16,000

State legislation enacted in Massachusetts in 1987 limited the discharge of treated wastewater into Plymouth Harbor to no more than 1.75 MGD. The new treatment facility is designed to discharge 1.75 MGD to Plymouth Harbor and the remaining 1.25 MGD to infiltration basins located on the new treatment facility site where water will percholate down to recharge the groundwater table. An equalization tank, located at the chlorine contact chamber, is used to control and limit effluent flows to the allowable permit limits.

The SBR treatment process involves screening and degritting of wastewater influent, which then flows to the SBR units that operate using a batch process approach, with intermittent filling, aeration, settling and decanting. Effluent from the basins is disinfected in a chlorine contact tank prior to discharge.

Three SBR units are included as a part of the plant design. Under normal operating conditions, with all three units in operation, only one unit is filled or decanted at any given time. Decanting is intermittent, approximately 6,700 gpm, and the downstream units are sized accordingly.

The design of this new wastewater plant also includes odor control systems and a new pump station at the site of the existing wastewater plant.

In an unusual staffing approach, all of the Town's existing wastewater treatment plant employees are leased from the Town, thereby allowing staff to continue in their municipal pension plan.