Risk Factors Comparison 2024-02-16 to 2023-02-17 Form: 10-K

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Certain states and localities may restrict the export of waste from their jurisdiction ~~,~~ or require that a specified amount of waste be disposed of at facilities within their jurisdiction. In 1994, the U. S. Supreme Court rejected as unconstitutional and therefore invalid, a local ordinance that sought to limit waste going out of the locality by imposing a requirement that the waste be delivered to a particular privately- owned facility. However, in 2007, the U. S. Supreme Court upheld a U. S. District Court ruling that the flow control regulations in Oneida and Herkimer counties in New York requiring trash haulers to use publicly- owned transfer stations are constitutional, and therefore valid. Additionally, certain state and local jurisdictions continue to seek to enforce such restrictions. Some proposed federal legislation would allow states and localities to impose flow restrictions. Those restrictions could reduce the volume of waste going to solid waste management facilities in certain areas, which may materially adversely affect our ability to operate our facilities and / or affect the prices we can charge for certain services. Those restrictions also may result in higher disposal costs for our collection operations. Flow control restrictions could have a material adverse effect on our business, financial condition and results of operations. There has been an increasing trend at the state and local levels to mandate or encourage both waste reduction at the source and waste recycling, and to prohibit or restrict the disposal in landfills of certain types of solid wastes, including yard wastes and leaves, certain construction or architectural wastes, food wastes, beverage containers, newspapers, household appliances and electronics such as computers, and batteries. Regulations reducing the volume and types of wastes available for transport to and disposal in landfills could affect our ability to operate our landfill facilities. Vermont, for example, enacted Act 148, containing among other things, a phased waste ban for recyclables, organics and leaf / yard waste. The law became effective July 1, 2012, with phased deadlines for compliance beginning 2014 through 2020. Vermont also passed a law requiring recycling of architectural waste from construction or demolition of a commercial project. The law became effective in January 2015. On November 1, 2022, new waste ban regulations took effect in Massachusetts, adding mattresses and textiles as materials banned from disposal or transport for disposal in Massachusetts, and lowering the threshold on commercial organic / food waste to facilities generating more than one-half ton of these materials per week. New York State revised its regulations governing solid waste management, 6 NYCRR Part 360, effective in November 2017. The revised regulations, among other things, include requirements to conduct landfill liner integrity testing and install radiation detectors at certain facilities. New York has also enacted the Food Donation and Food Scraps Recycling Law, requiring certain generators to separate and donate or recycle food scraps as of January 2022. Although there is no federal law governing extended producer responsibility (" EPR ") regulations ~~;~~ **,** many states have implemented or are contemplating EPR regulations for certain products. EPR regulations are intended to place responsibility **on manufacturers** for ultimate management or end- of- useful- life handling of the products they create. In addition to financial responsibility, an EPR program may include responsibility for local take- back or recycling programs. For example, several states in which we operate have EPR regulations for electronic waste. In 2021, the Maine Legislature passed EPR legislation for packaging, and rulemaking commenced in 2022. If broad EPR laws or regulations continue to be adopted, and are managed under a manufacturer implemented program, it could have an impact on our business. The EPA and environmental agencies within individual states in which we operate continue to consider and promulgate changes to water quality standards, action levels, remediation goals, and other federal or state regulatory standards for individual compounds or classes of compounds. These changes include the development of new or more stringent standards for " Emerging Contaminants ", including PFAS, pharmaceutical compounds, and a variety of synthetic chemical compounds used in manufacturing and industrial processes. In December 2016, **the** EPA designated ten chemical substances for risk evaluations under TSCA, and in December 2019, **the** EPA designated an additional 20 chemical substances for risk evaluation, based on the requirements of the June 2016 Frank R. Lautenberg Chemical Safety for the 21st Century Act. In ~~August~~ **April 2023, the EPA issued an Advance Notice of Proposed Rulemaking asking the public for input regarding potential future hazardous substance designations of PFAS under CERCLA. This request for input followed the EPA' s September** 2022 ~~, EPA~~ proposed ~~a~~ rule to designate two PFAS-- ~~perfluorooctanoic acid ("~~ PFOA ~~")~~ and ~~perfluorooctanesulfonic acid ("~~ PFOS ~~")~~ **, and their salts and structural isomers** -- as hazardous substances under CERCLA **. In March 2023, the EPA proposed to establish legally enforceable levels, called Maximum Contaminant Levels (MCLs), for six PFAS in drinking water** . Changes in regulatory standards for existing or emerging contaminants can result in higher levels of cost and effort associated with the performance of environmental investigations and ongoing compliance at our facilities. Information about our Executive Officers Our executive officers and their respective ages are as follows: NameAgePositionJohn W. ~~Casella72Chairman~~ **Casella73Chairman** of the Board of Directors, Chief Executive Officer and SecretaryEdmond " Ned " R. ~~Coletta47President~~ **Coletta48PresidentBradford J. Helgeson47Executive Vice President** and Chief Financial OfficerShelley E. ~~Sayward48Senior~~ **Sayward49Senior** Vice President and General CounselSean M. ~~Steves46Senior~~ **Steves47Senior** Vice President and Chief Operating Officer of Solid Waste OperationsKevin J. ~~Drohan42Vice~~ **Drohan43Vice** President and Chief Accounting OfficerPaul J. ~~Ligon54Senior~~ **Ligon55Senior** Vice President Sustainable Growth John W. Casella has served as Chairman of our Board of Directors since July 2001 and as our Chief Executive Officer since 1993. Mr. Casella also served as our President from 1993 to July 2001 and as Chairman of our Board of Directors from 1993 to December 1999. In addition, Mr. Casella has served as Chairman of the Board of Directors of Casella Waste Management, Inc., a wholly owned subsidiary of ours, since 1977. Mr. Casella is also an executive officer and director of Casella Construction, Inc., a company owned by Mr. Casella and his brother Douglas R. Casella, also a member of our Board of Directors, which specializes in general contracting, soil excavation and heavy equipment work, and which performs landfill- construction and related services for us. Mr. Casella has been a member of numerous industry- related and community service- related state, local, and national boards and commissions, including the Board of Directors of the Associated Industries of Vermont, the Association of Vermont Recyclers, the Vermont State Chamber of Commerce, the Rutland Industrial Development Corporation, the Rutland Regional Medical Center, the National Recycling Coalition, the Detachable Container Association and the Environmental Research & Education Foundation. Mr. Casella has also served on various state task forces, serving in an advisory capacity to the Governors of Vermont, New York, and New Hampshire on solid waste issues. Mr. Casella holds an Associate of Science degree in Business Management from Bryant & Stratton College and a Bachelor of Science degree in Business Education from ~~Castleton~~ **Vermont State** University. Edmond " Ned " R. Coletta has served as our President **since November 2023. Mr. Coletta joined us in December 2004, and has previously served as our President** and Chief Financial Officer ~~since~~ **from** July 2022 ~~. Prior~~ to ~~this role~~ **November 2023** , ~~he served as our~~ Senior Vice President, Chief Financial Officer and Treasurer from December 2012 to July 2022 ~~. Mr. Coletta joined us in December 2004~~ , ~~and served as our~~ Vice President of Finance and Investor Relations from January 2011 to December 2012 and ~~as our~~ Director of Finance and Investor Relations from August 2005 to January 2011. From 2002 until he joined us, Mr. Coletta served as the Chief Financial Officer and was a member of the Board of Directors of Avedro, Inc. (FKA ThermalVision, Inc.), an early- stage medical device company that he co- founded. From 1997 to 2001, he served as a research and development engineer for Lockheed Martin Michoud Space Systems. Mr. Coletta has served on the Board of Trustees for Killington Mountain School since May 2020. Mr. Coletta holds an MBA from the Tuck School of Business at Dartmouth College and a Bachelor of Science degree from Brown University in Materials Science Engineering. **Bradford J. Helgeson has served as our Executive Vice President and Chief Financial Officer since November 2023. From November 2013 to June 2022, Mr. Helgeson was the Executive Vice President and Chief Financial Officer of Covanta Holding Corporation (" Covanta "), a publicly- traded materials management and energy services company. Previously, he served as Vice President and Treasurer of Covanta from May 2007 to November 2013. Mr. Helgeson started in the environmental services industry as the Vice President of Finance and Treasurer at Waste Services, Inc. from 2004 to 2007 after an investment banking career at Lehman Brothers and Donaldson, Lufkin & Jenrette from 1998 to 2004. Mr. Helgeson holds a Bachelor of Arts degree in Economics and History from Bowdoin College.** Shelley E. Sayward has served as our Senior Vice President and General Counsel since January 2021, and prior to that in various roles in our legal department since November 2006. She was previously our Vice President and Assistant General Counsel from September 2014 until January 2021 and ~~was our~~ Associate General Counsel from September 2008 to September 2014. Prior to joining us, Ms. Sayward held sales and marketing roles with GlaxoSmithKline and Abbott Laboratories, as well as a sales and managerial position with First American Financial Corporation. Ms. Sayward holds a Bachelor of Arts degree from Middlebury College, completed a four- year law clerkship program, and is licensed to practice law in the State of Vermont. Sean M. Steves has served as our Senior Vice President and Chief Operating Officer of Solid Waste Operations since July 2022. He is responsible for our Operations Support, Fleet Management, Landfill Operations and Service Excellence functions. Mr. Steves most recently served as our Senior Vice President of Operations from April 2019 to July 2022. Mr. Steves joined us in April 2018 as our Vice President of Operational Initiatives. From 2016 until he joined us in April 2018, he was the Director of Operations Support for Republic Services, Inc. a provider of U. S. environmental services. Mr. Steves has extensive operations experience in the waste industry starting as a transfer station scale operator and has held roles of increasing responsibility, including Operations Supervisor, Operations Manager, and General Manager. Mr. Steves holds a Bachelor of Arts degree from DePaul University with a concentration in Sustainable Management. Kevin J. Drohan has served as our Vice President and Chief Accounting Officer since April 2022. Mr. Drohan joined us in August 2021 as our Corporate Controller. Prior to that, from 2015 until he joined Casella, Mr. Drohan served as the Corporate Controller for Sprague Resources, LP (" Sprague "), then a publicly- traded regional provider of industrial, commercial, and residual energy products. From 2007 through 2015, Mr. Drohan held various finance and accounting roles of increasing responsibility at Sprague. Prior to Sprague, Mr. Drohan held accounting and audit roles at Stanley Black & Decker, EY, and BerryDunn. Mr. Drohan is a Certified Public Accountant and holds an MBA and a Bachelor of Science degree in Business Administration from the University of New Hampshire. Paul J. Ligon has served as our Senior Vice President of Sustainable Growth since December 2019 and oversees our Sustainable Growth teams including sales, marketing, customer care, sustainability, and community engagement teams. From 2012 to December 2019, Mr. Ligon led the development of our **Resource** Solutions business focused on delivering sustainable services to commercial, industrial, and municipal customers. Prior to joining us, Mr. Ligon was a managing director for Waste Management' s Organic Growth Unit in Houston from 2003 through 2011 and a Senior Scientist with the Tellus Institute for Resource and Environmental Strategies from 1990 to 2001. Mr. Ligon holds ~~a~~ **an** MBA from the Tuck School of Business at Dartmouth College and a Bachelor of Science degree in Environmental Science from the University of Vermont. ITEM 1A. RISK FACTORS The following ~~material~~ factors, among others, could cause actual results to differ materially from those indicated by forward- looking statements made in this Annual Report on Form 10- K and presented elsewhere by management from time to time. The risks and uncertainties described below are those that we have identified as material, but are not the only risks and uncertainties facing us. Our business is also subject to general risks and uncertainties that affect many other companies, including overall economic and industry conditions, especially in the ~~northeastern~~ **eastern** United States, where our operations and customers are principally located, changes in laws or accounting rules or other disruptions of expected economic or business conditions. Additional risks and uncertainties not currently known to us or that we currently believe are not material also may impair our business' s results of operations and financial condition. We have in place an Enterprise Risk Management process that involves systematic risk identification and mitigation covering the categories of strategic, financial, operational, and compliance risk. The goal of enterprise risk management is not to eliminate all risk, but rather to identify and assess risks; assign, mitigate and monitor risks; and report the status of our risks to the Board of Directors and its committees **on a quarterly and annual basis** . Risks Related to Our Business and Industry We are subject to general macroeconomic risks in the waste industry that are impacted by economic factors outside of our control, which, if realized, may adversely affect our business, operating results and financial performance. **Our** ~~To varying degrees, our~~ business is directly affected by general macroeconomic risks in the waste industry that are impacted by economic factors outside of our control, which if realized may negatively impact our business, results of operations, and financial performance. These risks related to general macroeconomic conditions include those with respect to consumer confidence, global supply chain disruptions, inflation, labor supply, fuel prices, interest rates and access to capital markets. Economic factors, such as ongoing or potential geopolitical conflict, pandemics, recessions, or similar national or global events, ~~adversely impact macroeconomic risks that~~ have caused and may continue to cause, economic disruption across our geographic footprint resulting in reductions in business, ~~consumer~~ **consumers** and construction activity. Negative economic conditions can result in decreased consumer spending and decreases in solid waste volumes generated in the collection and disposal businesses, which negatively impacts our ability to grow through new business or service upgrades and the sales price of commodities in our recycling business, and may result in customer turnover and reduction in customers' waste service needs ~~. For example, in fiscal year 2020 revenues declined as we experienced decreased demand for our services as a result of the novel coronavirus (" COVID- 19") pandemic as some of our commercial collection customers requested service level decreases, construction activity decreased and volumes into our landfills declined due to lower economic activity. Demand for services has since improved as local economies have reopened and the economic effects of the COVID- 19 pandemic have diminished~~. Furthermore, residual macroeconomic effects associated with these economic factors ~~that~~ have negatively impacted **, and may continue to negatively impact,** the global supply chain, labor markets and distribution networks leading to heightened inflation across labor, select services and goods, and capital investments **. Inflationary increases in costs, including current inflationary pressures associated primarily with labor, certain other cost categories and capital items, have materially affected, and** may ~~also~~ **continue to** materially ~~adversely~~ affect **,** our operating **margins** and ~~financial results in a manner that is not currently known to us~~ **cash flows. In addition, fuel cost increases may materially impact** ~~or~~ **our operating margins and cash flows.** ~~that we do not currently consider to present significant~~ **Significant** ~~risks to~~ **components of** our ~~operations~~ **operating expenses, including labor, fuel and third- party services, have been impacted by sustained inflation** . To the extent these economic factors increase macroeconomic risks and adversely affect our business and financial results, it may also have the effect of heightening many other risks described in this section, any of which could materially and adversely affect our business, results of operations and financial condition. See Item 7. " Management' s Discussion and Analysis of Financial Condition and Results of Operations " of this Annual Report on Form 10- K for further discussion. If we are unable to attract, hire or retain key team members and a high- quality workforce, or if our succession planning does not develop an adequate pipeline of future leaders, it could disrupt our business, jeopardize our strategic priorities and result in increased costs, negatively impacting our results of operations. Our operations require us to attract, hire, develop and retain a high- quality workforce to provide a superior customer experience. This includes key individuals in leadership and specialty roles, as well as a very large number of drivers, technicians and other front- line and back- office team members necessary to provide our ~~environmental~~ services. We experience significant competition to hire and retain individuals for certain front- line positions, such as commercial truck drivers, from within and outside our industry. This competition ~~may come~~ **comes** from other waste management companies **as well as** ~~, but it also comes from~~ other employers who hire drivers and maintain fleets, such as companies that provide courier delivery services, including United Parcel Service, Inc. ~~and~~ **,** FedEx Corporation **and Amazon** , as well as from a tightening labor market. As a result, certain positions currently experience, have historically experienced, and may experience in the future, high turnover rates or labor shortages, which can lead to increased recruiting, training and retention costs. If we are unable to hire and retain sufficient numbers of drivers to service our collection and disposal routes and mechanics to maintain our trucks, our financial condition and operating results could be materially impacted ~~. Additionally, the market for employees that serve on our digital team is highly competitive. As we have accelerated our investments in our digital platform, it is increasingly important that we are able to attract and retain employees with the skills and expertise necessary to implement and manage our technology- led strategy~~. We also compete to attract skilled business leaders, and our own key team members are sought after by our competitors and other companies. We make significant investments, and engage in extensive internal succession planning, to provide us with a robust pipeline of future leaders. If we are not able to attract, hire, develop and retain a high- quality workforce with the necessary skills and expertise, as well as key leaders, or if we experience significant employee turnover, it can result in business and strategic disruption, increased costs, and loss of institutional knowledge, which could negatively impact our results of operations. Also see Item 1A." Risk Factors — We are subject to general macroeconomic risks in the waste industry that are impacted by economic factors outside of our control, which, if realized, may adversely affect our business, operating results and financial performance" of this Annual Report on Form 10- K. Significant shortages in diesel fuel supply or increases in diesel fuel prices could affect our operating expenses and results. The price and supply of fuel is unpredictable and fluctuates based on events beyond our control, including among others, geopolitical developments, supply and demand for oil and gas, actions by the Organization of the Petroleum Exporting Countries and other oil and gas producers, war and unrest in oil producing countries and regional production patterns. Fuel is needed to run our fleet of trucks, equipment and other aspects of our operations, **including our reliance on various third- party transporters** and **service providers.** ~~price~~ **Price** escalations ~~for~~ **of** fuel increase our operating expenses. In fiscal year ~~2022~~ **2023** , we consumed approximately **11.** 9 ~~. 5~~ million gallons of diesel fuel in our solid waste operations. Although we have a fuel cost recovery program, which is the energy component of our energy and environmental fee program that floats monthly based on reported diesel fuel prices, contractual restrictions and competitive conditions may impact our opportunity to pass this fee on to our customers in all circumstances. See Item 7A." Quantitative and Qualitative Disclosure About Market Risk" of this Annual Report on Form 10- K for further discussion over the impacts of fuel prices on our operations. Also see Item 1A." Risk Factors — We are subject to general macroeconomic risks in the waste industry that are impacted by economic factors outside of our control, which, if realized, may adversely affect our business, operating results and financial performance" of this Annual Report on Form 10- K. We face substantial competition in the solid waste services industry, and if we cannot successfully compete in the marketplace, our business, financial condition and results of operations may be materially adversely affected. The solid waste services industry is highly competitive, has undergone a period of consolidation and requires substantial labor and capital resources. The markets in which we compete are served by, or are adjacent to markets served by, one or more of the large national or super regional solid waste companies, as well as numerous regional and local solid waste companies. Intense competition exists not only to provide services to customers, but also to acquire other businesses within each market. Some of our competitors have significantly greater financial and other resources than we do. From time to time, competitors may reduce the price of their services in an effort to expand market share or to win a competitively bid contract. These practices may require us to reduce the pricing of our services and may result in a loss of business or revenues. As is generally the case in our industry, municipal contracts are typically subject to periodic competitive bidding. We may not be the successful bidder to obtain or retain these contracts. If we are unable to compete with larger and better capitalized companies or replace municipal contracts lost through the competitive bidding process with comparable contracts or other revenue sources within a reasonable time period, our revenues would decrease and our operating results could be materially adversely affected. In our solid waste disposal markets, we also compete with operators of alternative disposal and recycling facilities and with counties, municipalities and solid waste districts that maintain their own solid waste collection, recycling and disposal operations. We ~~are~~ also ~~facing~~ **face** increased competition from companies which seek to use parts of the waste stream as feedstock for renewable energy supplies. Public entities may have financial advantages because of their ability to charge user fees or similar charges, impose taxes and apply resulting revenues, access tax- exempt financing, transport waste to disposal sites outside of the northeastern markets, and, in some cases, utilize government subsidies. In addition, we may be impacted by the development and commercialization of disruptive technologies that may materially change how waste management services are provided. If we are unable to gain access to these technologies or to compete effectively against them, our financial results may suffer. Our growth strategy focuses on complementing or expanding our business through the acquisition of companies or assets, or the development of new operations. However, we may be unable to complete these transactions and, if executed, these transactions may not improve our business or may pose significant risks and could have a negative effect on our operations. Our growth strategy includes engaging in acquisitions or developing operations or assets with the goal of complementing or expanding our business. We have made, and we may **continue to** make in the future, acquisitions to densify existing operations, expand service areas and grow services for our customers. These acquisitions may include " tuck- in " acquisitions within our existing markets, acquisitions of assets that are adjacent to or outside of our existing markets, or larger, more strategic acquisitions. In addition, from time to time we may acquire businesses that are complementary to our core business strategy. We may not be able to identify suitable acquisition candidates, and if we identify suitable acquisition candidates, we may be unable to successfully negotiate the acquisition at a price or on terms and conditions acceptable to us. Furthermore, we may be unable to obtain the necessary regulatory approvals to complete potential acquisitions. Our ability to achieve the benefits from acquired businesses, including cost savings and operating efficiencies, depends in part on our ability to successfully integrate the operations of such acquired businesses with our operations. The integration of acquired businesses and other assets may require significant management time and resources that would otherwise be available for the ongoing management of our existing operations. Any operations, properties or facilities that we acquire may be subject to unknown liabilities, such as undisclosed environmental contamination, or other environmental liabilities, including off- site disposal liability for which we would have no recourse, or only limited recourse, to the former owners of such operations or properties. As a result, if claims for liabilities were asserted against us based upon ownership of an acquired property, we might be required to pay significant sums to settle it, which could adversely affect our financial results and cash flows. For information regarding our business acquisitions, see Note 5, Business Combinations to our consolidated financial statements included under Item 8." Financial Statements and Supplementary Data" of this Annual Report on Form 10- K. The waste industry is subject to extensive government regulations, including environmental laws and regulations, and we incur substantial costs to comply with such laws and regulations. Failure to comply with environmental or other laws and regulations, as well as enforcement actions and litigation arising from an actual or perceived breach of such laws and regulations, could subject us to fines, penalties, and judgments, and impose limits on our ability to operate and expand. We are subject to potential liability and restrictions under environmental laws and regulations, including potential liability and restrictions arising from or relating to the transportation, handling, recycling, generation, treatment, storage and disposal of wastes, the presence, release, discharge or emission of pollutants, and the investigation, remediation and monitoring of impacts to soil, surface water, groundwater and other environmental media including natural resources, as a result of the actual or alleged presence, release, discharge or emission of hazardous substances, pollutants or contaminants on, at, under or migrating from our properties, or in connection with our operations. The waste management industry has been and will continue to be subject to regulation, including permitting and related financial assurance requirements, as well as attempts to further regulate the industry, including efforts to regulate and limit the emission of greenhouse gases to ameliorate the effect of climate change. Our solid waste operations are subject to a wide range of federal, state and, in some cases, local environmental, odor and noise and land use restrictions. If we are not able to comply with the requirements that apply to a particular facility or if we operate in violation of the terms and conditions of, or without the necessary approvals or permits, we could be subject to administrative or civil, and possibly criminal, fines and penalties, and we may be required to spend substantial capital to bring an operation into compliance, to temporarily or permanently discontinue activities, and / or take corrective actions, possibly including removal of landfilled materials. Those costs or actions could be significant to us and affect our results of operations, cash flows, and available capital **. In addition, the potential for increased regulation of PFAS and other emerging contaminants could lead to increased compliance and remediation costs, or litigation risks, which could adversely impact our financial condition and results of operations. Future regulation changes may also require us to modify, supplement, or replace equipment or facilities at a**

substantial cost. Environmental and land use laws and regulations also affect our ability to expand and, in the case of our solid waste operations, may dictate those geographic areas from which we must, or, from which we may not, accept solid waste. Those laws and regulations may limit the overall size and daily solid waste volume that may be accepted by a solid waste operation. If we are not able to expand or otherwise operate one or more of our facilities because of limits imposed under such laws, we may be required to increase our utilization of disposal facilities owned by third- parties, which could reduce our revenues and / or operating margins. ~~The foregoing includes recent changes in solid waste laws of the State of Maine, which we do not anticipate will have a material effect on our business, results of operations, financial condition and / or liquidity, but which may negatively impact our operating results in the form of lower revenues or increased costs and / or liabilities.~~ We have historically grown through acquisitions and expect to make additional acquisitions in the future. We have tried and will continue to try to evaluate and limit environmental risks and liabilities presented by businesses to be acquired prior to the acquisition. It is possible that some liabilities may prove to be more difficult or costly to identify or address than we anticipate. It is also possible that government officials responsible for enforcing environmental laws and regulations may believe an issue is more serious than we expect, or that we will fail to identify or fully appreciate an existing liability before we become responsible for addressing it. Some of the legal sanctions to which we could become subject could cause the suspension or revocation of a permit, prevent us from, or delay us in, obtaining or renewing permits to operate or expand our facilities, or harm our reputation. In addition to the costs of complying with environmental laws and regulations, we incur costs in connection with environmental proceedings and litigation brought against us by government agencies and private parties. We are, and may be in the future, a defendant in lawsuits brought by parties alleging environmental damage, including natural resource damage, personal injury, and / or property damage or impairment, or seeking to impose civil penalties ~~,~~ **or** injunctive relief or overturn or prevent the issuance of an operating permit or authorization, all of which may result in us incurring significant liabilities. The conduct of our businesses is also subject to various other laws and regulations administered by federal, state and local governmental agencies, including tax laws, employment laws, privacy laws and competition laws, among others. New laws, regulations or governmental policy and their related interpretations, or changes in any of the foregoing, including taxes or other limitations on our services, may alter the environment in which we do business. In certain jurisdictions, we are subject to compliance with specific obligations under competition laws due to our competitive position in those jurisdictions. Failure to comply with these **obligations** ~~requirements or other laws or regulations~~ could subject us to enforcement actions or financial penalties which could have a material adverse effect on our business. **The increasing focus on PFAS and other emerging contaminants may lead to increased compliance and remediation costs and litigation risks, which could adversely impact our financial condition and results of operations. The regulatory environment for PFAS is rapidly evolving, with increasing demands for enhanced environmental monitoring programs and advanced treatment technologies to mitigate PFAS contamination. Risks to the Company related to PFAS include regulatory risks, including the proposed designation by the EPA of PFAS as hazardous substances, which could create Superfund liabilities under CERCLA for all downstream recipients of PFAS, including passive receivers such as our landfills, the establishment of federal and state drinking water standards and surface water criteria which set low thresholds for impacts to drinking water and surface water, the risk that states in which we operate will require stringent monitoring of PFAS at our landfills, the risk of material increases in landfill leachate treatment costs due to mandatory pre- treatment or otherwise, the risk that existing remedial sites will become more complex and that closed landfills will be under enhanced regulatory scrutiny, the risk that biosolids management will be impacted by restrictions on end uses and the risk that that pre- existing land application sites will be determined to contain PFAS. Any such liability is likely to be uninsurable, with no coverage likely under our pollution or product liability policies.** We may be unable to obtain or maintain required permits or to expand existing permitted capacity of our landfills, which could decrease our revenue and increase our costs. We are required to obtain government permits to operate our facilities, including all of our landfills. There is no guarantee that we will be able to obtain the requisite permits and, even if we could, that any permit (and any existing permits we currently hold) will be renewed or modified as needed to fit our business needs. Localities where we operate generally seek to regulate some or all landfill and transfer station operations, including siting and expansion of operations. The laws and regulations adopted by municipalities in which our landfills and transfer stations are located may limit or prohibit the expansion of a landfill or transfer station, as well as the amount of solid waste that we can accept at the landfill or transfer station on a daily, quarterly or annual basis, and any effort to acquire or expand landfills and transfer stations, which typically involves a significant amount of time and expense. In addition, state laws applicable to certain of our landfills require that the state determine whether acceptance **at the landfill** of waste ~~at the landfill~~ not generated within the state provides a substantial public benefit. **In addition, the potential for increased regulation of PFAS and other emerging contaminants could also lead to increased financial impacts such as additional capping requirements, increased closure / post- closure care costs and obligations, enhanced leachate treatment requirements, waste disposal limits, and transport limitations.** Despite our best efforts, we may not be successful in obtaining new landfill or transfer station sites ~~, including a landfill under development by us in Dalton, New Hampshire (" Granite State Landfill"),~~ or expanding the permitted capacity of any of our current landfills and transfer stations ~~. Based on currently available information, we believe that it may not be likely that the Granite State Landfill will be fully permitted, constructed and operational by the end of the fiscal year ending December 31, 2027 (" fiscal year 2027"). Given our current expected run rate and remaining available capacity at our NCES Landfill in Bethlehem, New Hampshire, we may consume all remaining permitted capacity at our NCES Landfill during fiscal year 2027~~ . If we are unable to develop additional disposal and transfer station capacity, our ability to achieve economies of scale from the internalization of our waste stream will be limited. If we fail to receive new landfill permits or renew existing permits, we may incur landfill asset impairment and other charges associated with accelerated closure. See Note 13, Commitments and Contingencies to our consolidated financial statements included under Item 8." Financial Statements and Supplementary Data" of this Annual Report on Form 10- K for disclosure about legal matters impacting our permitting efforts.

Given our current expected run rate and remaining available capacity at our NCES Landfill in Bethlehem, New Hampshire, we may consume all remaining permitted capacity at our NCES Landfill during the fiscal year ending December 31, 2027 (" fiscal year 2027"). Based on currently available information, we believe that it is unlikely that the landfill under development by us in Dalton, New Hampshire will be fully permitted, constructed and operational by the end of fiscal year 2027. Fluctuations in commodity prices and diminished markets for recyclable materials that we sell to customers may adversely affect our results of operations and cash flows. Our processing business involves the purchase and sale of recyclable materials, some of which are priced on a commodity basis. Our results of operations and cash flows may be adversely affected by falling purchase or resale prices or market requirements for recyclable materials. The resale and purchase prices of, and market demand for, recyclable materials are subject to changes in economic conditions and numerous other factors beyond our control, which may result in decreased demand of recyclable materials and lower commodity prices. **Global and domestic factors such as recycling commodity inventory levels, inflation, consumer spending and economic activity levels may result in lower recycling commodity prices.** The **recycling** commodity markets continue to see ongoing ~~variable pricing, with significant~~ price **volatility** ~~declines associated with excess inventory, inflation and tepid consumer spending due to deteriorating global economic activity and concerns about a recession~~ . Significant price fluctuations may adversely affect our results of operations and cash flows in the form of higher operating costs or lower revenues. Although ~~we have restructured~~ many of our recycling contracts ~~to~~ require the respective municipalities to absorb some of the impact of declining commodity prices, these ~~restructured~~ contracts have had the impact of significantly increasing the costs to municipalities for continuing to offer recycling services to their customers. In the event that the costs of such services become excessive, such municipalities could discontinue their recycling programs altogether, which could materially affect our financial results. See Item 7A." Quantitative and Qualitative Disclosure About Market Risk" of this Annual Report on Form 10- K for further discussion over the impacts of commodity prices on our operations. We are upgrading our technology infrastructure and there can be no assurance that our efforts will be completed on the projected timetable or that our investment will result in the expected gains. Upgrades to our technology infrastructure are ongoing and include a **comprehensive lead to cash solution** ~~limited pilot of a new service management system~~ , on- board computers, dynamic route optimization, procurement optimization, cybersecurity initiatives, and other systems that we believe will improve our internal processes and the productivity of our employees. These upgrades are complex and there can be no assurance that they will result in expected productivity gains and operating cost reductions on our anticipated timeline, if at all. In addition, if we are not able to maintain the security of our data, confidential information about us or our customers or suppliers could be inadvertently disclosed, subjecting us to possible expenses and other liabilities as well as adversely impacting customer and other third- party relationships. If we are unable to benefit from new technologies, we may be at a competitive disadvantage to other companies in the waste management industry, in which case our operating results could suffer. Significant disruptions in our information technology systems or cybersecurity incidents could negatively impact our business and our relationships with customers, adversely affecting our financial results and exposing us to litigation risk. We use computer technology, including computer and information networks, in substantially all aspects of our business operations. We also use mobile devices, social networking and other online activities to connect with our customers and for our employees to be able to process transactions and provide information that we feel is necessary to manage our business. Our information technology systems may be susceptible to damage, disruptions or shutdowns due to power outages, hardware failures, telecommunication failures, employee malfeasance, user errors, catastrophes or other unforeseen events. If we were to experience a prolonged disruption in the information technology systems that involve our internal communications or our interactions with our customers, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. In addition, the use of our information technology systems give rise to cybersecurity risks, including security breach, **computer viruses, sabotage or** espionage **, ransomware attacks** , system disruption, theft and inadvertent release of information. Our business involves the storage and transmission of numerous classes of sensitive and / or confidential information and intellectual property, including customers' personal information, private information about employees, and financial and strategic information about us and our business partners. We also rely on a Payment Card Industry compliant third party to protect our customers' credit card information. Further, as we pursue our strategy to grow through acquisitions and to pursue new initiatives that improve our operations and cost structure, we are also expanding and improving our information technologies, resulting in a larger technological presence and corresponding exposure to cybersecurity risk. If we fail to assess and identify cybersecurity risks associated with acquisitions and new initiatives, we may become increasingly vulnerable to such risks. Additionally, while we have implemented and continue to implement measures to prevent security breaches and cyber incidents, our preventive or detection measures and incident response efforts may not be entirely effective, especially as cybersecurity attacks continue to evolve and become more sophisticated, often are not recognized until launched against a target and may be difficult to detect for a long time. We are also exposed to cybersecurity risk with respect to data and other information that may be shared with third parties in connection with our business operations, if such third parties become subject to security breaches or other releases of information **. In addition, outside parties may attempt to penetrate our systems or those of our vendors or fraudulently induce our employees or employees of our vendors to disclose sensitive information to gain access to our data** . If company, personal or otherwise protected information is improperly accessed, tampered with or distributed, we may face significant financial exposure, including incurring significant costs to remediate possible injury to the affected parties. We may also be subject to sanctions and civil or criminal penalties if we are found to be in violation of the privacy or security rules under laws protecting confidential information. If our established network of security controls, policy enforcement mechanisms, educational awareness programs and monitoring systems that we use to address these threats to technology fail, the theft, destruction, loss, misappropriation, or release of sensitive and / or confidential information or intellectual property, or interference with our information technology systems or the technology systems of third parties on which we rely, could result in business disruption, negative publicity, brand damage, violation of privacy laws, loss of customers, potential litigation and liability and competitive disadvantage. While we have purchased insurance coverage for cybersecurity risks, there can be no assurance that any such coverage would be adequate to cover potential liability. Our business is geographically concentrated and is therefore subject to regional economic downturns. Our operations and customers are concentrated principally in New England, New York, ~~and~~ Pennsylvania **and other Mid- Atlantic states** . Therefore, our business, financial condition and results of operations are susceptible to regional economic downturns and other regional factors, including state regulations and budget constraints and severe weather conditions. In addition, as we seek to expand in our existing markets, opportunities for growth within this region will become more limited and the geographic concentration of our business will increase. Our results of operations and financial condition may be negatively affected if we inadequately accrue for final capping, closure and post- closure costs or by the timing of these costs for our waste disposal facilities. We have material financial obligations relating to final capping, closure and post- closure costs of our existing owned or operated landfills and will have material financial obligations with respect to any disposal facilities that we may own or operate in the future. Once the permitted capacity of a particular landfill is reached and additional capacity is not authorized, or a determination is made to cease operations at a landfill due to other considerations, the landfill must be closed and capped, and we must begin post- closure maintenance. We establish accruals for the estimated costs associated with such final capping, closure and post- closure obligations over the anticipated useful life of each landfill on a per ton basis. We have provided and expect that we will in the future provide accruals for financial obligations relating to final capping, closure and post- closure costs of our owned or operated landfills, generally for a term of 30 years after closure of a landfill. Our financial obligations for final capping, closure or post- closure costs could exceed the amounts accrued or amounts otherwise receivable pursuant to trust funds established for this purpose. Such a circumstance could result in significant unanticipated charges that would have an adverse effect on our business. In addition, the timing of any such final capping, closure or post- closure costs, which exceed established accruals, may further negatively affect our business. Since we will be unable to control the timing and amounts of such costs, we may be forced to delay investments or planned improvements in other parts of our business or we may be unable to meet applicable financial assurance requirements. Any of the foregoing would negatively affect our business and results of operations. For information regarding our final capping, closure and post- closure obligations, see Note 10, Final Capping, Closure and Post- Closure Costs to our consolidated financial statements included under Item 8." Financial Statements and Supplementary Data" of this Annual Report on Form 10- K. Our insurance coverage and self- insurance reserves may be inadequate to cover all significant risk exposures. The provision of ~~environmental~~ **resource management** services, including the operation of landfills, a substantial fleet of trucks and other waste- related assets, involves risks. These risks include, among others, the risk of truck accidents, equipment defects, malfunctions and failures, improper use of dangerous equipment, the release of hazardous substances, fire and explosion, any of which could result in environmental liability, personal injury, loss of life, business interruption or property damage or destruction. We carry a range of insurance policies intended to protect our assets and operations, including general liability insurance, property damage and environmental risk insurance. While we endeavor to purchase insurance coverage appropriate to our risk assessment, and seek to minimize our exposure to these risks through maintenance, training and compliance programs, we are unable to predict with certainty the frequency, nature or magnitude of claims for direct or consequential damages, and as a result our insurance program may not fully cover us for losses we may incur. In addition, as a result of a number of catastrophic weather and other events in the United States, insurance companies have incurred substantial losses and accordingly in many cases they have substantially reduced the nature and amount of insurance coverage available to the market, have broadened exclusions, and / or have substantially increased the cost of such coverage. It is likely that the tight insurance markets will continue into the foreseeable future. A partially or completely uninsured claim against us (including liabilities associated with cleanup or remediation at our facilities), if successful and of sufficient magnitude, could have a material adverse effect on our business, financial condition and results of operations. Any future difficulty in obtaining insurance could also impair our ability to secure future contracts, which may be conditioned upon the availability of adequate insurance coverage. In addition, claims associated with risks we have retained under our self- insurance programs may exceed our recorded reserves **,** which could negatively impact future earnings. See Note 3, Summary of Significant Accounting Policies to our consolidated financial statements included under Item 8." Financial Statements and Supplementary Data" of this Annual Report on Form 10- K for disclosure about our self- insurance liabilities and related costs. We could be precluded from entering into contracts or obtaining or maintaining permits or certain contracts if we are unable to obtain third- party financial assurance to secure our contractual obligations. Public solid waste collection, recycling and disposal contracts, and obligations associated with landfill closure and post- closure **,** typically require performance or surety bonds, letters of credit or other means of financial assurance to secure our contractual performance. We currently obtain performance and surety bonds from Evergreen National Indemnity Company, in which we hold a 19. 9 % equity interest. If we are unable to obtain the necessary financial assurance in sufficient amounts or at acceptable rates, we could be precluded from entering into additional municipal contracts or from obtaining or retaining landfill management contracts or operating permits. We may be required to write- off or impair capitalized costs or intangible assets in the future or we may incur restructuring costs or other charges, each of which could harm our earnings. In accordance with generally accepted accounting principles in the United States, we capitalize certain expenditures and advances relating to our acquisitions, landfills, cost method investments and development projects. In addition, we have considerable unamortized assets **, including goodwill** . From time to time in future periods, we may be required to incur a charge against earnings in an amount equal to any unamortized capitalized expenditures and advances, net of any portion thereof that we estimate will be recoverable, through sale or otherwise, relating to: (1) any operation or other asset that is being sold, permanently shut down or impaired or has not generated or is not expected to generate sufficient cash flow; (2) any landfill or development project, or growth oriented investment that is not expected to be successfully completed or generate a sufficient return on investment; and (3) any goodwill or other intangible assets that are determined to be impaired. In response to such charges and costs and other market factors, we may be required to implement restructuring plans in an effort to reduce the size and cost of our operations and to better match our resources with our market opportunities. As a result of such actions, we would expect to incur restructuring expenses and accounting charges which may be material. Several factors could cause a restructuring to adversely affect our business, financial condition and results of operations, including potential disruption of our operations, the development of our landfill capacity and recycling technologies and other aspects of our business. Employee morale and productivity could also suffer and result in unintended employee attrition. Any restructuring would require substantial management time and attention and may divert management from other important work. Moreover, we could encounter delays in executing any restructuring plans, which could cause further disruption and additional unanticipated expense. Our revenues and our operating income experience seasonal fluctuations, which could adversely affect our operational results in certain quarters and cause our results to fluctuate. Our transfer and disposal revenues have historically been higher in the late spring, summer and early fall months, which when combined with operating and other fixed costs that remain constant throughout the fiscal year, results in seasonal fluctuations in our operating performance. This seasonality reflects the lower volume of solid waste during the late fall, winter and early spring months primarily because the volume of waste relating to C & D activities decreases substantially during the winter months in the ~~northeastern~~ **eastern** United States where we are geographically located. Adverse weather conditions, including those brought about by climate change, may limit our operations and increase the costs of collection and disposal. Our collection and landfill operations could be adversely impacted by extended periods of inclement weather, or by increased severity of weather, including as a result of climate change. Adverse weather could increase our operating costs associated with the collection and disposal of waste, delay the collection and disposal of waste, reduce the volume of waste delivered to our disposal sites, increase the volume of waste collected under our existing contracts (without corresponding compensation), decrease the throughput and operating efficiency of our materials recycling facilities, or delay construction or expansion of our landfill sites and other facilities. Efforts by labor unions to organize our employees could divert management attention and increase our operating expenses. Certain groups of our employees have chosen to be represented by unions, and we have negotiated collective bargaining agreements with these groups. The negotiation of collective bargaining agreements could divert management attention and result in increased operating expenses and lower net income (or increased net loss). If we are unable to negotiate acceptable collective bargaining agreements, we may be subject to union- initiated work stoppages, including strikes. Depending on the type and duration of any labor disruptions, our revenues could decrease and our operating expenses could increase, which could adversely affect our financial condition, results of operations and cash flows. As of January 31, ~~2023~~ **2024** , approximately ~~5~~ **4** % of our employees were represented by unions. Our enterprise risk management process may not be effective in mitigating the risks to which we are subject, or in reducing the potential for losses in connection with such risks. Our enterprise risk management framework is designed to minimize or mitigate the risks to which we are subject, as well as any losses stemming from such risks. Although we seek to identify, measure, monitor, report, and control our exposure to such risks, and employ a broad and diversified set of risk monitoring and mitigation techniques in the process, those techniques are inherently limited in their ability to anticipate the existence or development of risks that are currently unknown and unanticipated. The ineffectiveness of our enterprise risk management framework in mitigating the impact of known risks or the emergence of previously unknown or unanticipated risks may result in our incurring losses in the future that could adversely impact our financial condition and results of operations. We may be adversely affected by market responses to our environmental, social and governance (" ESG") practices and may not be effective in mitigating the risks associated with ESG expectations and emerging ESG regulations, or in reducing the potential for losses in connection with such risks. We are subject to risks related to our ESG activities and disclosures that may adversely affect our market outlook, brand and reputation, and financial performance, which may impact our ability to achieve our long- term business objectives. Our ESG practices are designed to bring our actions and impacts into alignment with broader societal goals and environmental limits. Although we have developed a framework and perform a ~~global~~ reporting initiative to identify, measure, monitor, report, and control our ESG practices and related exposure to ESG expectations and regulations, we may not achieve our sustainability goals and commitments, or we may improperly report on our progress toward achieving our sustainability goals and commitments, which could result in negative publicity that could affect our brand and reputation, and accordingly, adversely impact our financial condition and results of operations. Risks Related to Our Indebtedness We have substantial debt and have the ability to incur additional debt. The principal and interest payment obligations of such debt may restrict our future operations. As of December 31, ~~2022~~ **2023** , we had ~~approximately~~ $ ~~603~~ **1, 054** . 5 million of outstanding principal indebtedness (excluding ~~approximately~~ $ 27. ~~9~~ **7** million of outstanding letters of credit issued under our **$ 350. 0 million term loan A facility, $ 300 million revolving line of credit facility with a $ 75. 0 million sublimit for letters of credit, and $ 430. 0 million aggregate principal amount of** term loan A facility (**collectively** ~~" Term Loan Facility") and revolving line of credit facility (" Revolving Credit Facility " and, together with the Term Loan Facility~~ , the" Credit Facility" **)**). This amount of indebtedness and our debt service requirements may limit our financial flexibility to access additional capital and make capital expenditures and other investments in our business, to withstand economic downturns and interest rate increases, to plan for or react to changes in our business and our industry, and to comply with the financial and other covenants included in the Credit Facility. We may also be subject to higher interest expense based on how we perform against financial and other covenants. Additionally, if we do not comply with financial and other covenants, we may be required to take actions such as reducing or delaying capital expenditures, selling assets, restructuring or refinancing all or part of our existing Credit Facility or seeking additional equity capital. Our ability to satisfy our obligations and to reduce our total debt depends on our future operating performance and on economic, financial, competitive and other factors, many of which are beyond our control. **If we are unable to service or refinance our debt, we may be required to divert funds that would otherwise be invested in growing our business operations or sell selected assets. Such measures might not be sufficient to enable us to service our debt, which could negatively impact our financial results. In addition, we may not be able to obtain any such financing, refinancing or complete a sale of assets on economically favorable**

terms. In the case of financing or refinancing, favorable interest rates will depend on conditions in the debt capital markets. As of December 31, ~~2022~~ **2023**, we had $ ~~266~~ **272**. ~~1~~ **3** million of unused commitments remaining under the ~~Revolving~~ Credit Facility, subject to customary borrowing conditions, and approximately $ ~~71~~ **220**. ~~2~~ **9** million in cash and cash equivalents available for any future payment obligations. An event of default under any of our debt agreements could permit some of our lenders, including the lenders under the Credit Facility, to declare all amounts borrowed from them to be immediately due and payable, together with accrued and unpaid interest, or, in the case of the Credit Facility, terminate the commitment to make further credit extensions thereunder, which could, in turn, trigger cross- defaults under other debt obligations. If we ~~were~~ **are** unable to repay debt to our lenders ~~,~~ or ~~were~~ **are** otherwise in default under any provision governing our outstanding debt obligations, our secured lenders could proceed against us and against the collateral securing that debt. Risks Related to Our Common Stock Holders of our Class A common stock are entitled to one vote per share, and holders of our Class B common stock are entitled to ten votes per share. The lower voting power of the Class A common stock may negatively affect the attractiveness of our Class A common stock to investors and, as a result, its market value. We have two classes of common stock: Class A common stock, which is entitled to one vote per share, and Class B common stock, which is entitled to ten votes per share. All of the outstanding Class B common stock are beneficially owned by John W. Casella, our Chairman and Chief Executive Officer; certain trusts for the benefit of Mr. John Casella and his spouse; ~~and~~ Douglas R. Casella, a member of our Board of Directors who is Mr. John Casella' s brother **; and certain trusts for the benefit of Mr. Douglas Casella and his spouse**. Except for the election of one of our directors and in certain limited circumstances required by applicable law, holders of Class A common stock and Class B common stock vote together as a single class on all matters to be voted on by our stockholders. As of January 31, ~~2023~~ **2024**, an aggregate of 988, 200 shares of our Class B common stock, representing 9, 882, 000 votes, were outstanding. Based on the number of shares of common stock outstanding as of January 31, ~~2023~~ **2024**, the shares of our Class A common stock and Class B common stock beneficially owned by John W. Casella and Douglas R. Casella represented approximately ~~16~~ **15**. ~~6~~ **0** % of the aggregate voting power of our stockholders. Consequently, John W. Casella and Douglas R. Casella are able to substantially influence all matters for stockholder consideration and constitute, and are expected to continue to constitute, a significant portion of the shares entitled to vote on all matters requiring approval by our stockholders. The difference in the voting power of our Class A common stock and Class B common stock could diminish the market value of our Class A common stock.