# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION
# Washington, D.C. 20549

# FORM 10-K

**(Mark One)**

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2025**

**Or**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from _____ to _____**
**Commission file number 000-23211**

# CASELLA WASTE SYSTEMS, INC.

**(Exact name of registrant as specified in its charter)**

| **Delaware** | **03-0338873** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **25 Greens Hill Lane, Rutland, VT** | **05701** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**Registrant's telephone number, including area code: (802) 775-0325**
**Securities registered pursuant to Section 12(b) of the Act:**

| **Title of each class** | **Trading Symbol(s)** | **Name of each exchange on which registered** |
|---|---|---|
| Class A common stock, $0.01 par value per share | CWST | The Nasdaq Stock Market LLC (Nasdaq Global Select Market) |

**Securities registered pursuant to Section 12(g) of the Act:**
**None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | | | |
|---|---|---|---|---|---|
| Large accelerated filer | ☒ | Accelerated filer | ☐ | Emerging growth company | ☐ |
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ | | |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Act. ☐

Indicate by check mark whether the registrant has filed a report and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☒

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the common equity held by non-affiliates of the registrant, based on the last reported sale price of the registrant's Class A common stock on the Nasdaq Stock Market at the close of business on June 30, 2025 was approximately $7.2 billion. The registrant does not have any non-voting common stock outstanding.

There were 62,526,567 shares of Class A common stock, $0.01 par value per share, of the registrant outstanding at January 31, 2026. There were 988,200 shares of Class B common stock, $0.01 par value per share, of the registrant outstanding at January 31, 2026.

**Documents Incorporated by Reference**

Part III of this Annual Report on Form 10-K incorporates by reference information from the definitive Proxy Statement for the registrant's 2026 Annual Meeting of Stockholders or a Form10-K/A to be filed with the Securities and Exchange Commission not later than 120 days after the registrant's fiscal year ended December 31, 2025.

**CASELLA WASTE SYSTEMS, INC.**
**ANNUAL REPORT ON FORM 10-K**
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# PART I

Unless the context requires otherwise, all references in this Annual Report on Form 10-K to "Casella Waste Systems, Inc.", "Casella", the "Company", "we", "us" or "our" refer to Casella Waste Systems, Inc. and its consolidated subsidiaries.

## Forward-Looking Statements

This Annual Report on Form 10-K contains or incorporates a number of forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act of 1934, as amended. Any statements contained in or incorporated by reference into this report that are not statements of historical fact should be considered forward-looking statements. You can identify these forward-looking statements by the use of the words "believes", "expects", "anticipates", "plans", "may", "will", "would", "intends", "estimates", "projects" and other similar expressions, whether in the negative or affirmative. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate, as well as management's beliefs and assumptions, and should be read in conjunction with our consolidated financial statements and notes thereto. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in the forward-looking statements made. The occurrence of the events described and the achievement of the expected results depends on many events, some or all of which are not predictable or within our control. Actual results may differ materially from those set forth in the forward-looking statements. The forward-looking statements in this Annual Report on Form 10-K include, among other things, statements about:

- our ability to consummate business acquisitions or divestitures, integrate acquired businesses and operations and achieve the expected benefits, including the expected annualized revenues from such acquired businesses and operations;
- our ability to achieve the key strategies of our long-term strategic plan;
- the projected development of additional disposal capacity or expectations regarding permits for existing capacity;
- the outcome of any legal or regulatory matter;
- expected liquidity and financing plans;
- expected future revenues, operations, expenditures and cash needs;
- whether our pricing programs and operational initiatives will outpace higher operating and construction costs from inflation and regulatory changes;
- severe weather conditions, which could impair our financial results by causing increased costs, loss of revenue, reduced operational efficiency or disruptions to our operations;
- projected future obligations related to final capping, closure and post-closure costs of our existing landfills and any disposal facilities which we may own or operate in the future;
- our ability to use our net operating losses and tax positions;
- our ability to service our debt obligations;
- the recoverability or impairment of any of our assets or goodwill;
- estimates of the potential markets for our products and services, including the anticipated drivers for future growth;
- sales and marketing plans or price and volume assumptions;
- projected improvements to our infrastructure and the impact of such improvements on our business and operations; and
- general economic factors, such as ongoing or potential geopolitical conflict, pandemics, recessions, or similar national or global events, and general macroeconomic conditions, including, among other things, consumer confidence, global supply chain disruptions, inflation, labor supply, fuel prices, tariffs, fluctuations in recycling commodity pricing, interest rates and access to capital markets, that generally are not within our control, and our exposure to credit and counterparty risk.

There are a number of important risks and uncertainties that could cause our actual results to differ materially from those indicated by such forward-looking statements. These risks and uncertainties include, without limitation, those detailed in Item 1A. "*Risk Factors*" of this Annual Report on Form 10-K. We explicitly disclaim any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as otherwise required by law.

## ITEM 1. BUSINESS

### Overview

Casella Waste Systems, Inc. is a regional, vertically integrated solid waste services company. We provide resource management expertise and services to residential, commercial, municipal, institutional and industrial customers, primarily in the areas of solid waste collection and disposal, transfer, recycling and organics services.

We provide integrated solid waste services with operating locations in eleven states: Vermont, New Hampshire, New York, Massachusetts, Connecticut, Maine, Pennsylvania, Delaware, New Jersey, Maryland and West Virginia, with our headquarters located in Rutland, Vermont. We manage our solid waste operations on a geographic basis through three regional operating segments, the Eastern, Western and Mid-Atlantic regions, each of which provides a comprehensive range of non-hazardous solid waste services. We manage our resource renewal operations through the Resource Solutions operating segment, which leverages our core competencies in materials processing, industrial recycling, organics and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional and industrial customers that have more diverse waste and recycling needs. Legal, tax, information technology, human resources, certain finance and accounting and other administrative functions are included in our Corporate Entities segment.

For more information about our reportable operating segments, please see "*Operational Overview*." For financial information concerning our reportable operating segments refer to "Item 7. *Management's Discussion and Analysis of Results of Operations and Financial Condition*" and "Item 8. *Financial Statements and Supplementary Data*" of this Annual Report on Form 10-K.

Our website is *www.casella.com*. We make available, free of charge through our website, our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, Proxy Statements on Schedule 14A, and any amendments to those materials filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended. We make these reports available through our website as soon as reasonably practicable after we electronically file such materials with or furnish them to the Securities and Exchange Commission ("SEC"). The information found on our website is not part of this or any other report we file with or furnish to the SEC.

**Growth Strategy**

Our primary objective is to maximize long-term shareholder value through a combination of financial performance, acquisition and organic growth, and strategic asset positioning, while operating in a safe and environmentally sound manner. Throughout our history we have worked with many of our key customers to improve their environmental footprint and to help meet sustainability goals by increasing their recycling rates, diverting organic materials out of the waste stream into beneficial use processes, and partnering to develop resource solutions within their organizations or communities.

We continue to invest in resources (team, technology, facilities and capital) to further develop this important long-term strategy that we believe differentiates our service offerings to our customers, makes us an employer of choice for our people, and improves our economic returns. We strive to create long-term value for all of our stakeholders, including customers, employees, communities and shareholders.

We closed on nine acquisitions in the fiscal year ended December 31, 2025 ("fiscal year 2025"), which further densified our existing footprint, particularly in our Mid-Atlantic region. On January 1, 2026, we closed on the previously announced acquisition of RGL, Inc. (dba Mountain State Waste) (the "Mountain State Waste Acquisition"), expanding our geographic footprint into West Virginia. We remain well-positioned to explore and capitalize on future growth opportunities. 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.

Our key strategies, set forth below, reflect our continued focus on creating shareholder value through execution against our core competencies, disciplined growth strategy and strengthening foundational pillars.

(1) Driving additional profitability in collection operations;

(2) Optimizing long-term disposal capacity;

(3) Creating incremental value through Resource Solutions;

(4) Allocating capital to return driven growth; and

(5) Strengthening key foundational pillars:

- Team: Developing a safe, engaged, ready workforce to support growth.
- Culture: Fostering an environment rewarding hard work and accountability.
- Customer Focus: Providing exceptional service via expanded digital experience and sustainable partnerships.
- Technology: Driving profitable growth and efficiencies through technology.
- Assets: Developing necessary long-term infrastructure through facilities and fleet planning.

***Driving Additional Profitability in Collection Operations***

Collection pricing was up 5.0% for fiscal year 2025, as compared to fiscal year ended December 31, 2024 ("fiscal year 2024"), with sustained execution against our strategic pricing programs, which helped to offset cost inflation. We also continue to advance several key operational initiatives, including route optimization and automation, acquisition integration and maintenance programs to further reduce our operating costs and improve safety in our collection operations. Our comprehensive fleet plan is designed to optimize our fleet and target truck replacements in order to maximize returns, reduce our operating expenses through lower maintenance costs, improve our service levels through reduced down times, and increase automation and optimization of trucks and service types.

From a technology perspective, we continue to advance business intelligence tools that provide our teams with actionable data, as well as investment in and deployment of on-board-computers and cameras designed to enhance safety and service and modernize our fleet. We also remain focused on acquisition integration as we work diligently to onboard new customers and employees, while enhancing service accuracy, increasing operating efficiencies, and optimizing the internalization of solid waste and recycling volumes into our facilities.

The combination of these operating advancements and pricing programs are driving improved results in our collection operations. In addition, we remain focused on mitigating fuel cost exposure through our floating fuel cost recovery fee program.

***Optimizing Long-term Disposal Capacity***

Over the last 10 years, disposal capacity has tightened in the Northeast market as permanent site closures have reduced capacity and greater volumes are leaving the market via rail to out-of-state disposal sites. Given this backdrop and the positioning of our assets, and in response to persistent cost inflation, we advanced positive landfill pricing and increased internalized volumes for fiscal year 2025, as compared to fiscal year 2024. We believe that there are opportunities for higher pricing and increased internalization, as additional site closures may occur over the next several years.

We have been active in seeking to develop additional landfill capacity, and in fiscal year 2025, our rail-served operations continued to expand at our Subtitle D landfill located in Mount Jewett, Pennsylvania ("McKean Landfill"). We believe this facility has the potential to provide further disposal certainty to our customers and to the Northeast market over time. Over the years, we have been successful in advancing key permitting activities at select sites across our footprint.

We also continue to focus on improving our landfill returns and operations through various initiatives related to additional internalization opportunities, sourcing of profitable volumes, enhanced safety, improved compliance, operational excellence, and capital efficiency programs.

***Creating Incremental Value Through Resource Solutions***

Our Resource Solutions operating segment's business strategy is focused on driving value-added resource management and sustainability-oriented solutions to our customers. These solutions range from professional services to large industrial, institutional or multi-site retail customers, our organics business, which provides organics processing and disposal, and our large scale, technology-driven recycling business.

We leverage our core competencies in materials processing, industrial recycling, organics and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional, and industrial customers with more diverse waste and recycling needs. Our processing operations consist of our recycling and biosolids facilities where we receive inbound materials, process the volume, and sell the resulting products into end markets.

A focus of our recycling business model is to reduce exposure to recycling commodity price volatility and drive adequate returns in all market cycles. We have accomplished this by: (1) restructuring most third-party processing contracts to limit downside risk through processing fees; (2) implementing our sustainability recycling adjustment fee ("SRA Fee(s)") that floats inversely to changes in recycling commodity prices; (3) investing in processing infrastructure to reduce operating costs and improve the quality of post-sorted commodities, such as the replacement and upgrade of the processing equipment at select materials recovery facilities ("MRF"); and (4) developing strong partnerships with industrial consumers of recycled materials to ensure circularity. Where implemented, our risk mitigation programs offset most recycling commodity price decline and allow us to return value to our customers with higher recycling commodity prices through lower tipping fees and a lower SRA Fee. Given our growth strategy, at times, the businesses we acquire may not have sufficient risk mitigation programs and thus may temporarily increase our recycling commodity risk exposure. Over time, we strive to mitigate recycling commodity risk exposure and improve returns.

Our National Accounts business consists of brokerage and resource management services provided to large customers with broad sustainability needs. This professional services business drove positive sales growth in fiscal year 2025 as National Accounts volumes increased 6.6% as compared to fiscal year 2024. This volume growth reflects our sales expertise coupled

with increased demand for resource management services from select larger customers. We remain focused on helping large industrial and institutional customers develop and achieve actionable resource management and sustainability goals.

***Allocating Capital to Return-Driven Growth***

We have focused on a balanced growth strategy through a combination of acquisitions, development projects, and new contracts while adhering to strict capital discipline standards, with the objective of maximizing risk-adjusted returns on capital invested and maintaining prudent capitalization. Consistent with this strategy, we have grown our business and maintained conservative debt levels with a consolidated net leverage ratio of 2.34x as of December 31, 2025. See Item 7. "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" of this Annual Report on Form 10-K for more disclosure about our consolidated net leverage ratio. We believe the strength of our balance sheet coupled with a robust acquisition pipeline positions us well for continued execution against our growth strategy.

We have acquired 76 solid waste collection, transfer and recycling businesses since the beginning of 2018 through fiscal year 2025 with over $925 million of total annualized revenues. This includes nine solid waste, collection, transfer and recycling businesses acquired in fiscal year 2025 with over $110 million in total annualized revenues.

We expect to adhere to our disciplined capital return hurdles and rigorous review and risk management process in executing against our acquisition and development opportunities. We are focused on acquiring well-run businesses in strategic markets across our footprint and in markets that will drive additional operating synergies and provide opportunities to grow profitably, and further our potential to expand into new market areas over time.

***Strengthening Foundational Pillars***

Our strategy execution is supported by strengthening our foundational pillars: team, culture, customer focus, technology, and assets. We believe that it is important to continue to invest in and strengthen our foundational pillars to support growth and further differentiate our business strategy.

*Team.* We continue to invest in our people through leadership development, our career paths program, technical training for key roles such as drivers and mechanics, and incentive compensation structures that seek to align our employees' incentives with shareholder value creation and our long-term goal to improve cash flows. As a result of our acquisition activity in fiscal year 2025, which included entry into new markets, we have grown our workforce to approximately 5,600 employees. Our integration process has focused on welcoming and introducing our culture to new team members as well as providing the necessary resources across all operations. We believe investing in our team and culture, and creating a safe, engaged, and ready workforce is key to our continued success.

*Culture.* Our culture is anchored in a clear mission: "to create value by safely renewing and sustaining our resources and environment". Employees are encouraged to use our mission and our c*ore values* of service, trust, responsibility, integrity, continuous improvement and teamwork ("Core Values") as a shared decision-making framework to foster an environment rewarding hard work and accountability.

*Customer Focus.* We are focused on driving further value through profitable new customer growth and the expansion of services with existing customers. Through an integrated effort across our sales, marketing, engagement, customer care, communications, and sustainability functions, we seek to enhance customer profitability and sustainability, improve key customer retention, and further growth within targeted markets.

We invest in sales training and have developed centralized processes to support and enhance field sales performance that can help advance profitable, scalable growth across the sales organization, while helping to reduce overall sales expenses. We have consistent sales metrics and our compensation programs enhance accountability and alignment across our organization. Our sustainable growth initiatives shape how we interact with our customers and with the communities we serve.

*Technology.* We continue to execute a multi-year technology strategy, which includes business systems standardization, post-acquisition integration and a multi-faceted digital customer engagement transformation. Our initiative to consolidate and standardize our core revenue, billing and operational systems (our "Lead to Cash" project) had a successful rollout to a majority of our acquired Mid-Atlantic businesses in fiscal year 2025, with planned full enterprise rollout in 2026 and 2027. We believe that each milestone in this initiative will create significant business value by streamlining middle and back-office operations, eliminating legacy and acquired technologies, and modernizing our overall capabilities.

We plan to continue our measured approach to technology transformation, with capital investment in select technologies that are expected to be long-term strategic fits, drive operational efficiencies, and yield measurable business value.

*Assets.* We believe prioritizing and allocating capital to meet our long-term facility and equipment needs will help to improve employee safety, operating efficiencies, acquisition integration, and employee engagement. Our facility strategy helps to guide decisions related to facility expansions, consolidations, and relocations as well as key property or facility acquisitions. We are

focused on facility standards that create a welcoming and accommodating experience for our employees, customers, vendors, and site visitors. Our fleet strategy is focused on improving safety, engagement and capital efficiency through a combination of effective planning, increased automation, and route optimization. These attributes coupled with improved functional design aim to increase the attraction and retention of key roles across our organization.

**Human Capital**

We believe that one of the most important factors in achieving our long-term strategies is to hire, develop, and retain employees who adhere to our Core Values. Our team consists of drivers, vehicle technicians, equipment operators, recycling facility sorters, engineers, accountants, customer care specialists, and many other key roles.

As of January 31, 2026, we employed approximately 5,600 employees, including approximately 1,100 managerial, sales, clerical, information systems or other administrative employees and approximately 4,500 employees involved in collection, transfer, disposal, recycling, organics or other operations. Approximately 270 of our employees are covered by collective bargaining agreements.

***Health, Safety and Wellness***

A top priority across all of our operations is to protect the health and safety of our team and the communities that we serve. At the heart of our safety program are our safety and operations teams, who are dedicated to ensuring that every employee has a safe operating environment and the necessary training and personal protective equipment to safely conduct their role. Both the success of our safety programs and the performance of our health and safety and operations teams are measured by our total recordable incident rate, a measure of accidents and injuries compared to hours worked. Our extensive focus on new hire and ongoing training programs also helps us to manage and reduce operational risks for our front-line employees.

***Compensation and Benefit Programs***

We strive to provide the necessary resources to support the physical and mental health of our employees and the overall well-being of their families and the communities that we serve. We aim to achieve this through our benefit programs, caring attitude towards our employees, deep engagement in our communities, and adherence to our Core Values. We are committed to offering high quality benefits at affordable rates, competitive compensation based on role, experience and performance, and a career path program to encourage members of our team to advance throughout their employment with us. We conduct market-based surveys to ensure that our employees continue to be paid competitively, and we perform annual reviews to provide feedback and support the growth and development of members of our team.

We offer our employees access to enhanced benefits such as a concierge surgery service, telemedicine options, access to a certified clinical pharmacist to support employees in managing their medications and healthcare budget, and online psychology appointments. We understand the importance of work-life balance for our employees and offer eight weeks maternity leave as well as maintain a robust employee assistance program designed to provide support and guidance related to personal life challenges and events. Further, our Employee Life Navigator program is focused on employee retention, career development, and financial stability for at risk employees. Through comprehensive compensation and benefits, ongoing employee development, tuition reimbursement and a focus on health, safety and employee well-being, we seek to help our employees in all aspects of their lives so they can realize their value and do their best work.

***People, Culture & Belonging***

Our commitment to an inclusive workplace is rooted in our Core Values and our People, Culture & Belonging initiatives. Our vision is to draw on our Core Values to promote inclusion through the following:

- directing recruiting efforts to new talent pools, promoting inclusion in our training and development programs, and ensuring equal opportunity within our process for advancing our next cohort of leaders;
- focusing on ongoing training programs for managers that emphasize people, culture and belonging; and
- incorporating inclusive practices as part of our ongoing efforts to upgrade our procurement system and practices.

***Employee Engagement, Training and Development***

We are committed to building people and cultivating engagement by investing in our career path program in order to provide a clear and measurable development pathway for career growth, including the following training initiatives and programs.

*Apprenticeships.* We have developed an apprenticeship program for drivers and technicians, where we recruit new employees with a broad range of experiences, perspectives, and backgrounds, and help them build the skills they need to thrive in our organization.

*Commercial Driver's License Training.* We have developed a commercial driver's license ("CDL") training school and have partnered with several additional training schools across our operating footprint to help develop skilled drivers for our team. Since opening the training school in 2021, we have supported over 400 drivers in securing their CDL, which has unlocked new opportunities for them within the company.

*Operations Trainee Program.* Our operations trainee program develops individuals into frontline management roles. Through on-the-job training, participants learn the technical and leadership skills required to lead our operations. This program has become a strong pipeline for our operating managers across the company. We continue to expand our management development programs across the organization.

*Diesel Mechanic Training.* Since the launch of our in house Diesel Technician school in the fiscal year ended December 31, 2023 ("fiscal year 2023"), we have trained and certified over 350 diesel technicians throughout our organization. We continue to collaborate with technical schools as well as enhance our training infrastructure and resources to attract, develop, and retain skilled diesel mechanics.

We have also increased our focus on Core Values training to support the continued growth of our workforce and ensure that new employees understand our culture and values. This training highlights our commitment to integrating new employees and ensuring that there is continuity in our message about culture within our organization.

**Operational Overview**

We manage our solid waste operations, which are vertically integrated and include a full range of solid waste services, on a geographic basis through three regional operating segments, which we designate as the Eastern, Western and Mid-Atlantic regions. Within each geographic region, we organize our solid waste services around smaller market areas that we also refer to as "wastesheds." A wasteshed is an area that comprises the complete cycle of activities in the solid waste services process, from collection to transfer operations and recycling to disposal in landfills, some of which may be owned and/or operated by third parties. We typically operate several divisions within each wasteshed, each of which provides a particular service, such as collection, recycling, disposal or transfer. Each division operates interdependently with the other divisions within the wasteshed. Each wasteshed generally operates autonomously from adjoining wastesheds.

Our Eastern region consists of wastesheds located in Maine, northern, central and southeastern New Hampshire, Massachusetts and eastern Connecticut. We entered into these wastesheds beginning in 1996 and have expanded primarily through acquisitions and organic growth since that time. Our Western region consists of wastesheds located in Vermont, western New Hampshire and western and upstate New York. We began entering into these wastesheds in 1997 and have expanded primarily through tuck-in acquisitions and organic growth since then. We remain focused on increasing our vertical integration in our Western region through extension of our reach into new markets. Our Mid-Atlantic region consists of wastesheds located in Pennsylvania, western New Jersey, Delaware, Maryland and West Virginia. We began entering into these wastesheds in fiscal year 2023 with the acquisition of the equity interests of four wholly-owned subsidiaries of GFL Environmental Inc.

We manage our resource renewal operations through the Resource Solutions operating segment, which leverages our core competencies in materials processing, industrial recycling, organics and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional and industrial customers that have more diverse waste and recycling needs. The Resource Solutions operating segment is not specific to a geography and is organized to leverage our core competencies across our entire business footprint.

The following table provides information about each reportable segment (as of January 31, 2026, except revenue information, which is for fiscal year 2025):

| | Eastern | Western | Mid-Atlantic | Resource Solutions |
|---|---|---|---|---|
| Revenues (in millions) | $472.6 | $663.2 | $341.1 | $360.0 |
| Number of Properties: | | | | |
| Solid waste collection facilities | 27 | 34 | 25 | — |
| Transfer stations | 31 | 38 | 3 | — |
| Recycling and processing facilities | 4 | 7 | — | 21 |
| Subtitle D landfills | 2 | 5 | 1 | — |
| Landfill gas-to-energy facilities | 1 | 1 | — | — |
| Construction and demolition ("C&D") landfills | — | 1 | — | — |

In fiscal year 2025, we moved certain operations between our regional operating segments to align geographically, including a landfill that we own from the Western region to the Mid-Atlantic region and a collection and transfer station operation from our Western region to our Eastern region. For financial information concerning our reportable segments, refer to "Item 7. *Management's Discussion and Analysis of Results of Operations and Financial Condition*" and "Item 8. *Financial Statements and Supplementary Data*" of this Annual Report on Form 10-K.

***Solid Waste Operations***

Solid waste operations within our Eastern, Western and Mid-Atlantic regions consist of a comprehensive range of solid waste services, including collection, transfer and disposal. Revenues derived from our solid waste operations in each of our regional operating segments consist primarily of fees charged to customers for solid waste collection and disposal services, including landfill, transfer station and transportation, while also providing landfill gas-to-energy and processing services. We derive a substantial portion of our collection revenues from commercial, industrial and municipal services that are generally performed under service agreements or pursuant to contracts with municipalities. The majority of our residential collection services are performed on a subscription basis with individual property owners or occupants. Landfill and transfer customers are charged a tipping fee on a per ton basis for disposing of their solid waste at our disposal facilities and transfer stations. We also generate and sell electricity, the rights to, generation and sale of renewable natural gas and related tax credits ("RNG"), renewable energy credits, and energy capacity at certain of our landfill facilities.

*Collection.* A majority of our commercial and industrial collection services are performed under one-to-five year service agreements, with prices and fees determined by such factors as: collection frequency; type of equipment and containers furnished; type, volume and weight of solid waste collected; distance to the disposal or processing facility; and cost of disposal or processing. Our residential collection services are performed either on a subscription basis (with no underlying contract) with individuals, or through contracts with municipalities, property owners or other third parties.

*Transfer Stations.* Our transfer stations receive, process and transfer solid waste, collected by our various residential and commercial collection operations along with volumes from various third-party service providers, for transport to disposal facilities by larger vehicles. We believe that transfer stations benefit us by: (1) increasing the size of the wastesheds which have access to our landfills or third-party disposal facilities; (2) reducing costs by improving utilization of collection personnel and equipment; and (3) helping us build relationships with municipalities and other customers by providing a local physical presence and enhanced local service capabilities.

*Landfills.* We operate eight solid waste Subtitle D landfills and one landfill permitted to accept C&D materials. Revenues are received from municipalities and other customers in the form of tipping fees. The estimated capacity at our landfills is subject to change based on engineering factors, requirements of regulatory authorities, our ability to continue to operate our landfills in compliance with applicable regulations and our ability to successfully renew operating permits and obtain expansion permits at our sites.

The following table (in thousands) reflects the aggregate landfill capacity and airspace changes, in tons, for landfills we operated during fiscal year 2025, fiscal year 2024 and the fiscal year 2023:

| | Fiscal Year 2025 | | | Fiscal Year 2024 | | | Fiscal Year 2023 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Estimated Remaining Permitted Capacity (1) | Estimated Additional Permittable Capacity (1)(2) | Estimated Total Capacity | Estimated Remaining Permitted Capacity (1) | Estimated Additional Permittable Capacity (1)(2) | Estimated Total Capacity | Estimated Remaining Permitted Capacity (1) | Estimated Additional Permittable Capacity (1)(2) | Estimated Total Capacity |
| Balance, beginning of year | 52,956 | 49,529 | 102,485 | 54,635 | 50,415 | 105,050 | 57,547 | 49,632 | 107,179 |
| Airspace consumed | (3,658) | — | (3,658) | (3,401) | — | (3,401) | (3,615) | — | (3,615) |
| Changes in engineering estimates (3) | (753) | 121 | (632) | 1,722 | (886) | 836 | 703 | 783 | 1,486 |
| Balance, end of year | 48,545 | 49,650 | 98,195 | 52,956 | 49,529 | 102,485 | 54,635 | 50,415 | 105,050 |

(1) We convert estimated remaining permitted capacity and estimated additional permittable capacity from cubic yards to tons by assuming a compaction factor derived from historical average compaction factors, with modification for future anticipated changes. In addition to a total capacity limit, certain permits place a daily and/or annual limit on capacity.

(2) Represents capacity which we have determined to be "permittable" in accordance with the following criteria: (i) we control the land on which the expansion is sought; (ii) all technical siting criteria have been met or a variance has been obtained or is reasonably expected to be obtained; (iii) we have not identified any legal or political impediments which we believe will not be resolved in our favor; (iv) we are actively working on obtaining any necessary permits and we expect that all required permits will be received; and (v) senior management has approved the project based on a review of the engineering design and determination that the financial return profile meets our investment criteria.

(3) The variation in changes in airspace capacity associated with engineering estimates are primarily the result of changes in compaction at our landfills and estimated airspace changes associated with design changes at certain of our landfills.

Our Eastern region consists of the following Subtitle D landfills located in Bethlehem, New Hampshire ("NCES Landfill") and West Old Town, Maine ("Juniper Ridge Landfill"):

*NCES Landfill.* The NCES Landfill is a Subtitle D landfill located in Bethlehem, New Hampshire that we purchased in 1994. The NCES Landfill currently consists of approximately 52 acres of permitted or permittable landfill area, and is permitted to accept 0.23 million cubic yards of municipal solid waste, C&D material and certain pre-approved special wastes annually. Based on capacity remaining under its existing permit, we expect the NCES Landfill to stop accepting waste by the end of 2027. We are party to an agreement for the construction of a landfill RNG facility, which was constructed, and is owned and operated by a third party.

*Juniper Ridge Landfill.* The Juniper Ridge Landfill is a Subtitle D landfill located in West Old Town, Maine. In 2004, we completed transactions with the State of Maine and Georgia-Pacific Corporation ("Georgia Pacific"), pursuant to which the State of Maine took ownership of the Juniper Ridge Landfill, formerly owned by Georgia Pacific, and we became the operator under a 30-year operating and services agreement between us and the State of Maine. The Juniper Ridge Landfill currently consists of approximately 150 acres of permitted or permittable landfill area, which is sufficient to permit the additional airspace required for the term of the 30-year operating and services agreement, and is permitted to accept the following waste originating from the State of Maine: C&D material, ash from municipal solid waste incinerators and fossil fuel boilers, front end processed residuals and bypass municipal solid waste from waste-to-energy facilities and certain pre-approved special waste. Outside of the limitations on municipal solid waste, there are no annual tonnage limitations at the Juniper Ridge Landfill. We are party to an agreement for the construction of a landfill RNG facility plant at the Juniper Ridge Landfill, which was constructed, and is owned and operated by a third party.

Our Western region consists of the following Subtitle D landfills located in Coventry, Vermont ("Waste USA Landfill"), Morrisonville, New York ("Clinton County Landfill"), Angelica, New York ("Hyland Landfill"), Seneca, New York ("Ontario County Landfill") and Chemung, New York ("Chemung County Landfill"), and a C&D landfill located in Campbell, New York ("Hakes Landfill"):

*Waste USA Landfill.* The Waste USA Landfill is a Subtitle D landfill located in Coventry, Vermont that we purchased in 1995, and is the only operating permitted Subtitle D landfill in the State of Vermont. The Waste USA Landfill consists of approximately 144 acres of permitted or permittable landfill area and is permitted to accept up to 0.6 million tons of municipal solid waste, C&D material and certain pre-approved special waste annually. The Waste USA Landfill site houses a landfill gas-to-energy plant, which is owned and operated by a third party that has the capacity to generate 8.0 MW of energy.

*Clinton County Landfill.* The Clinton County Landfill is a Subtitle D landfill located in Morrisonville, New York that we have operated under an operating, management and lease agreement since 1996. The Clinton County Landfill currently consists of approximately 197 acres of permitted or permittable landfill area, portions of which are leased from Clinton County, and other portions owned by us, is permitted to accept up to approximately 0.3 million tons of municipal solid waste, C&D material and certain pre-approved special waste annually. The Clinton County Landfill site houses a landfill gas-to-energy facility, which we own, but is operated by a third party, that has the capacity to generate 6.4 MW of energy.

*Hyland Landfill.* The Hyland Landfill is a Subtitle D landfill located in Angelica, New York that we own, and that began accepting waste in 1998. The Hyland Landfill currently consists of approximately 178 acres of permitted or permittable landfill area and is permitted to accept up to 0.5 million tons of municipal solid waste, C&D material and certain pre-approved special waste annually. We are party to an agreement for the construction of a RNG facility at the Hyland Landfill, which will be constructed, owned and operated by a third party. Once operational, the RNG facility will replace the operations of our former landfill gas-to-energy project which was decommissioned in fiscal year 2025 to allow for commissioning of the RNG project.

*Ontario County Landfill.* The Ontario County Landfill is a Subtitle D landfill located in Seneca, New York. In 2003, we entered into a 25-year operation, management and lease agreement for the Ontario County Landfill ("OMLA") with the Ontario County Board of Supervisors. The Ontario County Landfill currently consists of approximately 171 acres of permitted landfill area and is permitted to accept up to 0.9 million tons of municipal solid waste, C&D material and certain pre-approved special waste annually, and is strategically situated to accept long haul volume from both the eastern and downstate New York markets. In January 2016, we received an expansion permit at the Ontario County Landfill, which is sufficient to permit the additional airspace required for the remaining term of the 25-year operation, management and lease agreement. The Ontario County Landfill site houses a MRF, which is operated by us, and a landfill gas-to-energy facility, which is owned and operated by a third party, that has the capacity to generate 11.2 MW of energy. On December 5, 2024, the Board of Supervisors of Ontario County, New York approved a motion to close the Ontario County Landfill at the end of 2028 upon the expiration of the 25-year OMLA.

*Hakes Landfill.* The Hakes Landfill is a C&D landfill located in Campbell, New York that we purchased in 1998. The Hakes Landfill currently consists of approximately 122 acres of permitted and permittable landfill area and is permitted to accept up to 0.5 million tons of C&D material annually.

*Chemung County Landfill.* The Chemung County Landfill is a Subtitle D landfill located in Chemung, New York. In 2005, we entered into a 25-year operation, management and lease agreement for the Chemung County Landfill and certain other facilities with Chemung County. Chemung County Landfill currently consists of approximately 132 acres of permitted or permittable landfill area strategically situated to accept long haul volume from both eastern and downstate New York markets and is permitted to accept up to 0.4 million tons of municipal solid waste and certain pre-approved special waste annually and 20.5 thousand tons of C&D material annually. In 2016, we received an expansion permit at the Chemung County Landfill, which is sufficient to permit the additional airspace required for the remaining term of the 25-year operation, management and lease agreement. In 2019, we exercised an option to extend the remaining term of the operation, management and lease agreement for up to five years through 2035. We are party to an agreement for the construction of a landfill RNG facility plant at the Chemung County Landfill, which was constructed, and is owned and operated by a third party.

Our Mid-Atlantic region consists of one Subtitle D landfill located in Mount Jewett, Pennsylvania:

*McKean Landfill.* The McKean Landfill is a Subtitle D landfill located in Mount Jewett, Pennsylvania that we purchased in 2011. The McKean Landfill currently consists of approximately 256 acres of permitted or permittable landfill area and is permitted to accept up to approximately 1.6 million tons of municipal solid waste, C&D material and certain pre-approved special waste annually. We have invested and continue to invest capital in the development of rail infrastructure to expand the market reach for the landfill to rail capable transfer facilities, and began accepting waste deliveries by rail in fiscal year 2024. We are party to an agreement for the construction of a landfill RNG facility plant at the McKean Landfill, which will be constructed, owned and operated by a third party.

Our closed landfills consist of the following landfills:

In 2017, we initiated a plan to cease operations of the Town of Southbridge, Massachusetts landfill ("Southbridge Landfill") and decided to not proceed with expansion efforts and to close the Southbridge Landfill once the remaining capacity had been exhausted, which occurred in 2018. As of August 2024, the landfill is fully closed and has entered into its post-closure period. The site houses a landfill gas-to-energy facility, which we own, but is operated by a third party, that has the capacity to generate 1.6 MW of energy.

In addition to the Southbridge Landfill, we own and/or manage five unlined landfills and three lined landfills that are not currently in operation. We have closed and capped all of these landfills according to applicable environmental regulatory standards.

***Resource Solutions***

Our Resource Solutions operating segment was formed to leverage our core competencies in materials processing, industrial recycling, organics and resource management service offerings in order to generate additional value from the waste stream for larger commercial, municipal, institutional and industrial customers with more diverse needs. Resource Solutions services are comprised of processing services and services provided by our National Accounts business. We also work to develop and/or partner with firms that have developed innovative approaches to deriving incremental value from the organic portion of the waste stream.

*Processing.* Processing services consist of the receipt of recyclables and sludge or other organic materials at one of our materials recovery, processing or disposal facilities, where it is then sorted, mixed and/or processed, and then repurposed, disposed of or sold. Revenues from processing services are derived from municipalities and customers in the form of processing fees, tipping fees, and commodity sales, primarily comprised of newspaper, corrugated containers, plastics, ferrous and aluminum and organic materials.

We are one of the largest processors and marketers of recycled materials in the northeastern United States with facilities located in Vermont, New York, Maine, Connecticut, Massachusetts and Pennsylvania, including our ten large-scale, high volume MRFs, which utilize sophisticated processing operations. Our MRFs receive, sort, bale and sell recyclable materials originating from the municipal solid waste stream, including newsprint, cardboard, office paper, glass, plastic, steel or aluminum containers and bottles. We also operate smaller MRFs, which generally process recyclables collected from our various residential and commercial collection operations.

A substantial portion of the recyclable materials provided is delivered pursuant to multiple long-term anchor contracts. The terms of the recycling contracts vary, but all of the contracts provide that the municipality or a third party delivers the recycled materials to our facility. These contracts may include a minimum volume guarantee by the municipality. We also have service agreements with individual towns and cities and commercial customers, including small solid waste companies and major competitors, which do not have processing capacity within a specific geographic region. Under the recycling contracts, we charge the municipality a fee for each ton of material delivered to us. Some contracts contain revenue sharing arrangements under which the municipality receives a specified percentage of our revenues from the sale of the recovered materials if certain economic thresholds are met. In fiscal year 2025, we processed and/or marketed over 1.4 million tons of recyclable materials, including tons marketed through our National Accounts business commodity brokerage division and our baling facilities located throughout our footprint.

The pricing for recyclable materials can fluctuate based upon market conditions. We have actively worked to reduce our risk exposure to commodity pricing volatility through our efforts to shift customers to a processing fee model and other risk management programs. We effectively manage commodity pricing volatility through our long-term revenue sharing (or processing fee) contracts with customers. Under such contracts, we obtain a guaranteed minimum price for recyclable materials through the receipt of a tipping or processing fee when commodity prices fall below agreed upon thresholds. Conversely, when prices for recyclable materials rise above agreed upon thresholds, we provide the counterparty with a portion of the related revenues above such threshold. Also, we mitigate the impact from commodity price fluctuations through the use of a floating SRA Fee charged to collection customers to reduce recycling commodity risk. Further, we work to manage commodity pricing risk through commodity sales contracts with large domestic companies that use the recyclable materials in their manufacturing process, such as paper, packaging and consumer goods companies.

The global recycling market experiences volatility due to changes in economic conditions and numerous other factors beyond our control. See Item 7A. "*Quantitative and Qualitative Disclosure About Market Risk*" of this Annual Report on Form 10-K for further discussion over commodity price volatility.

*National Accounts.* Our National Accounts business consists of brokerage services and overall resource management services, which provide a wide range of environmental services and resource management solutions to large and complex organizations, as well as traditional collection, disposal and recycling services provided to large account multi-site customers. In brokerage arrangements, we act as an agent that facilitates the sale of recyclable and organic materials between an inbound customer and an outbound customer. Revenues from the brokerage of recycled materials are recognized on a net basis at the time of shipment. In general, these fees are variable in nature. In overall resource management services, we work with larger scale commercial or industrial organizations (including multi-location customers, colleges and universities, municipalities, and industrial customers) to develop customized solid waste and recycling solutions. The focus of this business is to help these large-scale organizations achieve their economic and environmental objectives related to waste and residual management. We strive to differentiate our services from our competitors by providing customized and comprehensive resource solutions, which enables us to win new business, including traditional solid waste collection and disposal customers.

**Competition**

The solid waste services industry is competitive and requires substantial labor and capital resources. Our operations are generally located within secondary or tertiary markets where we often have a strong market presence. However, in the larger, more densely populated markets where we operate, we typically compete against one or more of the large national solid waste companies, including Waste Management, Inc., Republic Services, Inc. and Waste Connections, Inc., any of which may be able to achieve greater economies of scale than we can. We also compete with a number of regional and local companies that offer competitive prices and quality service. We compete primarily on the basis of the quality, breadth and price of our services. This includes our Resource Solutions operating segment, from which we strive to leverage our core competencies in materials processing, industrial recycling, organics, and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional and industrial customers that have more diverse solid waste and recycling needs. In addition, we compete with operators of alternative disposal facilities, including incinerators; with certain municipalities, counties and districts that operate their own solid waste collection and disposal facilities; and with rail-serviced transfer stations that use rail to transport waste to disposal sites primarily located outside of our operational footprint. Public sector facilities may have certain advantages over us due to the availability of user fees, charges or tax revenues.

From time to time, competitors may reduce the price of their services to attract additional customers or to win a competitively bid solid waste or recycling contract. These practices may also lead to reduced pricing for our services or the loss of business. In addition, competition exists within the industry for potential acquisition candidates.

**Sales and Marketing**

We have aligned our sales and marketing strategies with our customer-facing teams to better serve our customers while advancing on several key strategic initiatives that support profitable, sustainable growth.

We have developed and are in the process of deploying new e-commerce capabilities and enhanced customer self-service tools to meet our customers where - and how - they prefer to be served. Initially, these capabilities are positioned to support residential and temporary roll-off customers. Over time, we expect that upgrades to our website and new mobile app will provide our customers with easy to access waste and recycling information and resources.

We remain focused on delivering exceptional waste and recycling services to our local communities and customers. Beyond providing safe and reliable service, we invest in the communities we serve through active engagement work with non-profits, local government, and business organizations. Our differentiated, sustainable resource management approach is designed to deliver innovative solutions that help customers reduce waste and support their waste and recycling goals. We have a broad network of sales professionals located throughout our footprint. They are part of their communities, build relationships with our customers and execute against strategic initiatives to help support sustainable growth.

As a part of our resource management offerings, we serve customers with multiple locations and are focused on growing our municipal, institutional, commercial and industrial customer bases. Through Resource Solutions, we provide a comprehensive suite of materials management services that enhance our regional and divisional service capabilities.

Deep community engagement, supported by modern brand governance and strategy, gives us the flexibility needed to serve today’s customers, strengthen our communities and drive organic growth. Our enterprise sustainability goals, strong brand presence and targeted marketing strategies are designed to work together to unify and humanize our company - helping us retain existing customers while attracting new ones.

**Risk Management, Insurance and Performance or Surety Bonds**

We actively maintain environmental and other risk management programs that we believe are appropriate for our business. Our environmental risk management program includes evaluating existing facilities, as well as potential acquisitions, for compliance with environmental law requirements. Operating practices across all of our operations are intended to reduce the possibility of environmental contamination, enforcement actions and litigation. We also maintain a worker safety program, which focuses on safe practices in the workplace.

We carry a range of insurance intended to protect our assets and operations, including a commercial general liability policy and a property damage policy. 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. Due primarily to market factors beyond our control, the insurance market is increasingly restrictive, potentially limiting our ability to obtain adequate coverage at reasonable prices, if at all. 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. See Item 1A. “*Risk Factors*” of this Annual Report on Form 10-K for further disclosure.

We also self-insure for automobile and workers' compensation coverage with reinsurance coverage limiting our maximum exposure. In fiscal year 2025, our maximum exposure per individual event under the workers' compensation plan was $1.50 million. In fiscal year 2025, our minimum and maximum exposure per individual event under the automobile plan were up to $2.50 million and $4.50 million, respectively.

Municipal solid waste collection contracts and landfill closure and post-closure obligations may require performance or surety bonds, letters of credit or other means of financial assurance to secure contractual performance. While we have not experienced difficulty in obtaining these financial instruments, if we are unable to obtain these financial instruments in sufficient amounts or at acceptable rates, we could be precluded from entering into additional municipal contracts or obtaining or retaining landfill operating permits.

We hold a 19.9% ownership interest in Evergreen National Indemnity Company ("Evergreen"), a surety company which provides surety bonds to secure our contractual obligations for certain municipal solid waste collection contracts and landfill closure and post-closure obligations. Our ownership interest in Evergreen is pledged to Evergreen as security for our obligations under the bonds they provide on our behalf.

**Customers**

We provide solid waste and recycling services to commercial, municipal, institutional, industrial and residential customers. A majority of our commercial and industrial collection and disposal services are performed under one-to-five year service agreements. Our residential collection and disposal services are performed either on a subscription basis (with no underlying contract) with individuals, or through contracts with municipalities, property owners or other third parties. Our price for the services performed is determined by such factors as: professional or management services required; collection frequency and the related operational costs; type of equipment and containers furnished; the type, volume and weight of the solid waste, recyclables or organics collected; the distance to the disposal or processing facility; and the cost of disposal or processing.

In addition to our collection and disposal services, through our Resource Solution segment we provide recycling processing services to municipalities, commercial haulers and commercial waste generators within the geographic proximity of the processing facilities. We also provide brokerage services and overall resource management services, through a wide range of environmental service offerings, to large and complex organizations, as well as traditional collection, disposal and recycling services to large account multi-site customers.

**Seasonality and Severe Weather**

Our revenues historically have been higher in the late spring, summer and early fall months. This seasonality reflects lower volumes of waste in the late fall, winter and early spring months because the volume of waste relating to C&D activities decreases substantially during the winter months in the northeastern United States.

Our operations can be adversely affected by periods of inclement or severe weather, which may increase with the physical impacts of climate change and 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. Our operations can also be favorably affected by severe weather, which could increase the volume of waste in situations where we are able to charge for our additional services provided.

**Regulation**

***Introduction***

Our facilities and operations are subject to a variety of federal, state and local requirements that regulate, among other things, the environment, public health, safety, zoning and land use. In order to transport, process, or dispose of solid waste, it is necessary for us to possess and comply with one or more permits from federal, state and/or local agencies. We must renew these permits periodically, and the permits may be modified or revoked by the issuing agency under certain circumstances. We are subject to extensive federal, state and local laws and regulations. The laws and regulations affecting us are administered by the United States Environmental Protection Agency ("EPA") and other federal, state and local environmental, zoning, financial, health and safety agencies.

In order to comply with these regulations, we must incur substantial capital expenditures relating to our vehicles, landfills, transfer stations, and recycling processing centers, and in connection with our final capping, closure, post-closure and environmental remediation activities. Compliance with existing and future legal and regulatory requirements, including changes relating to per- and polyfluoroalkyl substances (commonly referred to as "PFAS") and other chemicals of emerging concern, and limitations or bans on disposal of certain types of wastes or on the transportation of waste, could increase our costs to operate or require additional capital expenditures. Failure to comply with such requirements could result in substantial costs or penalties, including civil and criminal fines and penalties.

We strive to conduct our operations in compliance with applicable laws, regulations and permits. However, from time to time we have been issued citations or notices from governmental authorities that have resulted in the need to expend funds for remedial work and related activities at various landfills and other facilities or in the need to expend funds for fines, penalties or settlements. Citations and notices may be issued in the future, notwithstanding our strong regulatory compliance efforts.

Except as described in this Annual Report on Form 10-K, we believe that we are currently in substantial compliance with applicable federal, state and local environmental laws, permits, orders and regulations. Other than as disclosed herein, we do not currently anticipate any material costs to bring our existing operations into environmental compliance, although there can be no assurance in this regard for the future. We expect that our operations in the solid waste services industry will be subject to continued and increased regulation, legislation and enforcement oversight. We attempt to anticipate future legal and regulatory requirements and to keep our operations in compliance with those requirements.

The principal federal statutes and regulations applicable to our operations are as follows:

***The Resource Conservation and Recovery Act of 1976, as amended ("RCRA")***

RCRA regulates the generation, treatment, storage, handling, transportation and disposal of solid waste and requires states to develop programs to ensure the safe disposal of solid waste. RCRA divides waste into two categories, hazardous and non-hazardous. Wastes are generally classified as hazardous if they either (a) are specifically included on a list of hazardous wastes, or (b) exhibit certain characteristics defined as hazardous and are not specifically designated as non-hazardous. Wastes classified as hazardous waste are subject to more extensive regulation than wastes classified as non-hazardous, and businesses that deal with hazardous waste are subject to regulatory obligations in addition to those imposed on businesses that deal with non-hazardous waste.

Among the wastes that are specifically designated as non-hazardous are household waste and "special" waste, including items such as petroleum contaminated soils, asbestos, foundry sand, shredder fluff and most non-hazardous industrial waste products.

The EPA regulations issued under Subtitle C of RCRA impose a comprehensive "cradle to grave" system for tracking the generation, transportation, treatment, storage and disposal of hazardous wastes. Subtitle C regulations impose obligations on generators, transporters and disposers of hazardous wastes, and require permits that are costly to obtain and maintain for sites where those businesses treat, store or dispose of such material. Subtitle C requirements include detailed operating, inspection, training and emergency preparedness and response standards, as well as requirements for manifesting, record keeping and reporting, corrective action, facility closure, post-closure and financial responsibility. Most states have promulgated regulations modeled on some or all of the Subtitle C provisions issued by the EPA, and in many instances the EPA has delegated to those states the principal role in regulating businesses which are subject to those requirements. Some state regulations impose obligations different from and in addition to those the EPA imposes under Subtitle C.

Leachate generated at our landfills and transfer stations is tested on a regular basis and generally is not regulated as a hazardous waste under federal law. However, there is no guarantee that leachate generated from our facilities in the future will not be classified as hazardous waste.

In October 1991, the EPA adopted the Subtitle D regulations under RCRA governing solid waste landfills. The Subtitle D regulations, which generally became effective in October 1993, include siting restrictions, facility design standards, operating criteria, closure and post-closure requirements, financial assurance requirements, groundwater monitoring requirements, groundwater remediation standards and corrective action requirements. In addition, the Subtitle D regulations require that new landfill sites meet more stringent liner design criteria (typically, composite soil and synthetic liners or two or more synthetic liners) intended to keep leachate out of groundwater and have extensive collection systems to carry away leachate for treatment prior to disposal. Regulations generally require us to install groundwater monitoring wells at virtually all landfills we operate, to monitor groundwater quality and, indirectly, the effectiveness of the leachate collection systems. The Subtitle D regulations also require facility owners or operators to control emissions of landfill gas (including methane) generated at landfills exceeding certain regulatory thresholds. State landfill regulations must meet those requirements or the EPA will impose such requirements upon landfill owners and operators in that state.

***The Federal Water Pollution Control Act of 1972, as amended ("Clean Water Act")***

The Clean Water Act regulates the discharge of pollutants into "navigable waters" or "waters of the United States" from a variety of sources, including solid waste disposal sites and transfer stations, processing facilities and waste-to-energy facilities (collectively, "solid waste management facilities"). If pollutants from our solid waste management facilities are discharged into streams, rivers or other surface waters, or if there is a functional equivalent of a direct discharge into navigable waters, the Clean Water Act would require us to apply for and obtain a discharge permit, conduct sampling and monitoring and, under certain circumstances, reduce the quantity of pollutants in such discharge. A permit also may be required if run-off or leachate from our solid waste management facilities is discharged to an offsite treatment facility. Almost all solid waste management facilities must comply with the EPA's storm water regulations, which govern the discharge of regulated storm water to surface waters.

Under federal regulation, facilities that have above ground and/or below ground petroleum storage capacities over certain thresholds may be subject to regulations and/or permitting under the Clean Water Act. Many of our facilities have petroleum storage and are required to have a spill, prevention, control and countermeasures plan to prevent petroleum release to waters of the United States due to a spill, rupture or leak.

Several states in which we operate have been delegated the authority to implement the Clean Water Act requirements and in some cases the regulations are more stringent than the federal regulations. We believe we are in compliance with the Clean Water Act regulations; however, future changes to the law or regulations could have a material impact on our business.

***The Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA")***

CERCLA established a regulatory and remedial program intended to provide for the investigation and remediation of facilities where, or from which, a release of any hazardous substance into the environment has occurred or is threatened. CERCLA has been interpreted to impose retroactive, strict, and under certain circumstances, joint and severable, liability for the costs to investigate and clean up facilities on current owners and operators of the site, former owners and operators of the site at the time of the disposal of the hazardous substances, as well as the generators and certain transporters of the hazardous substances. CERCLA imposes liability for the costs of evaluating and addressing damage to natural resources. The costs of CERCLA investigation and cleanup can be substantial. Liability under CERCLA does not depend upon the existence or disposal of "hazardous waste" as defined by RCRA, but can be based on the presence of any of approximately 800 "hazardous substances" listed by the EPA, many of which can be found in household waste. The definition of "hazardous substances" in CERCLA incorporates substances designated as hazardous or toxic under the Federal Clean Water Act, Clean Air Act and Toxic Substances Control Act ("TSCA"). In April 2024, the EPA designated two PFAS -- perfluorooctanoic acid ("PFOA") and perfluorooctanesulfonic acid ("PFOS"), and their salts and structural isomers -- as hazardous substances under CERCLA. If we were found to be a responsible party for a CERCLA cleanup, under certain circumstances, the enforcing agency could pursue us or any other responsible party, for all investigative and remedial costs, even if others also were liable. CERCLA also authorizes the EPA to impose a lien in favor of the United States upon all real property subject to, or affected by, a remedial action for all costs for which the property owner is liable. CERCLA provides a responsible party with the right to bring a contribution action against other responsible parties for their allocable share of investigative and remedial costs. Our ability to obtain reimbursement for amounts we pay in excess of our allocable share of such costs would be limited by our ability to identify and locate other responsible parties and to prove the extent of their responsibility and by the financial resources of such other parties.

***The Clean Air Act of 1970, as amended ("Clean Air Act")***

The Clean Air Act, generally through state implementation of federal requirements, regulates emissions of air pollutants from certain landfills based upon the date the landfill was constructed, the total capacity of the landfill and the annual volume of emissions. The EPA has promulgated new source performance standards regulating air emissions of certain regulated pollutants (non-methane organic compounds) from municipal solid waste landfills. Landfills located in areas where ambient levels of regulated pollutants exceed certain thresholds may be subject to more extensive air pollution controls and emission limitations. In addition, the EPA has issued standards regulating the disposal of asbestos-containing materials under the Clean Air Act.

The EPA is also focusing on the emissions of greenhouse gases ("GHG"), including carbon dioxide and methane. On August 1, 2025, the EPA issued a proposed rule that would rescind its 2009 "endangerment finding" that carbon dioxide poses a threat to human health and welfare, which provides the basis for the EPA to regulate GHG emissions. On September 16, 2025, the EPA issued a proposed rule that would repeal the majority of the current GHG reporting requirements, including for landfills, under its 2009 "Mandatory Reporting of Greenhouse Gases" rule.

We do not know whether or when the EPA will finalize these proposed rules, or how such rules will affect our operations.

In July 2024, the EPA announced that it would issue a proposed rule in 2025 to update its Clean Air Act emission standards for new and existing municipal solid waste landfills in order to cut methane and certain other landfill gas emissions. The EPA did not issue such a rule and we do not know whether or when the EPA will do so, or what obligations such a rule will impose on our operations.

The adoption of other laws and regulations, which may include the imposition of fees or taxes, could adversely affect our collection and disposal operations. Additionally, certain of the states in which we operate are implementing air pollution control regulations, including regional cap and trade systems, relating to GHG that may be more stringent than regulations the EPA may promulgate. Several states have passed Climate Protection or Global Warming Acts intended to achieve statewide goals in reduction of GHG emissions. Changing environmental regulations could require us to take any number of actions, including purchasing emission allowances, developing mitigation strategies, or installing additional pollution control technology, and could make some operations less profitable, which could adversely affect our results of operations.

Congress has considered various options, including a cap and trade system, which could impose a limit on and establish a pricing mechanism for GHG emissions and emission allowances. There also is pressure for the United States to join international efforts to control GHG emissions.

The Clean Air Act regulates emissions of air pollutants from our processing facilities. The EPA has enacted standards that apply to those emissions. It is possible that the EPA, or a state where we operate, will enact additional or different emission standards in the future.

All of the federal statutes described above authorize lawsuits by private citizens to enforce certain provisions of the statutes. In addition to a penalty award to the United States, some of those statutes authorize an award of attorney's fees to private parties successfully advancing such an action.

***The Occupational Safety and Health Act of 1970, as amended ("OSHA")***

OSHA establishes employer responsibilities and authorizes the Occupational Safety and Health Administration to promulgate and enforce occupational health and safety standards, including the obligation to maintain a workplace free of recognized hazards likely to cause death or serious injury, to comply with adopted worker protection standards, to maintain certain records, to provide workers with required disclosures and to implement certain health and safety training programs. A variety of those promulgated standards may apply to our operations, including those standards concerning notices of hazards, safety in excavation and demolition work, the handling of asbestos and asbestos-containing materials, and worker training and emergency response programs.

***The Public Utility Regulatory Policies Act of 1978, As Amended ("PURPA")***

PURPA exempts qualifying facilities from most federal and state laws governing the financial organization and rate regulation of electric utilities, and generally requires electric utilities to purchase electricity generated by qualifying facilities at a price equal to the utility's full "avoided cost". Our landfill gas-to-energy facilities are self-certified as "qualifying facilities".

***State and Local Regulations***

Each state in which we now operate or may operate in the future has laws and regulations governing (1) water and air pollution, and the generation, storage, treatment, handling, processing, transportation, incineration and disposal of solid waste and hazardous waste; (2) in most cases, the siting, design, operation, maintenance, closure and post-closure maintenance of solid waste management facilities; and (3) in some cases, vehicle emissions limits or fuel types, which impact our collection operations. Such standards typically are as stringent as and may be more stringent and broader in scope than, federal regulations. Most of the federal statutes noted above authorize states to enact and enforce laws with standards that are more protective of the environment than the federal analog. In addition, many states have adopted statutes comparable to, and in some cases more stringent than, CERCLA. Those statutes impose requirements for investigation and remediation of contaminated sites and liability for costs and damages associated with such sites, and some authorize the state to impose liens to secure costs expended addressing contamination on property owned by responsible parties. Some of those liens may take priority over previously filed instruments. Some states have enacted statutes that impose liability for substances in addition to the "hazardous substances" listed by the EPA under CERCLA.

Many municipalities in which we currently operate or may operate in the future also have ordinances, laws and regulations affecting our operations. These include zoning and health measures that limit solid waste management activities to specified sites or conduct, flow control provisions that direct the delivery of solid wastes to specific facilities or to facilities in specific areas, laws that grant the right to establish franchises for collection services and then put out for bid the right to provide collection services, and bans or other restrictions on the movement of solid wastes into a municipality.

Some states have enacted laws that allow agencies with jurisdiction over waste management facilities to deny or revoke permits based on the applicant's or permit holder's compliance status. Some states also consider the compliance history of the corporate parent, subsidiaries and affiliates of the applicant or permit holder.

Certain permits and approvals issued under state or local law may limit the types of waste that may be accepted at a solid waste management facility or the quantity of waste that may be accepted at a solid waste management facility during a specific time period. In addition, certain permits and approvals, as well as certain state and local regulations, may limit a solid waste management facility to accepting waste that originates from specified geographic areas or seek to restrict the importation of out-of-state waste or otherwise discriminate against out-of-state waste. Generally, restrictions on importing out-of-state waste have not withstood judicial challenge. However, occasionally federal legislation is proposed which would allow individual states to prohibit the disposal of out-of-state waste or to limit the amount of out-of-state waste that could be imported for disposal and would require states, under certain circumstances, to reduce the amounts of waste exported to other states. Although such legislation has not been passed by Congress, if similar legislation is enacted, states in which we operate solid waste management facilities could limit or prohibit the importation of out-of-state waste. Such actions could materially and adversely affect the business, financial condition and results of operations of any of our solid waste management facilities within those states that receive a significant portion of waste originating from out-of-state.

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 ongoing 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. Maine, for example, enacted An Act Regarding the Reduction and Recycling of Food Waste, containing among other things, a phased waste ban for food waste at solid waste landfills. The law became effective June 24, 2025, with phased deadlines for compliance beginning in 2030.

Although there is no federal law governing extended producer responsibility ("EPR"), 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. 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. 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.

Some states in which we operate or otherwise conduct business have enacted or are considering requirements for the disclosure of GHG emissions and other climate-related information. For example, New York finalized rules in December 2025 under 6 NYCRR Part 253 requiring covered sources, including certain landfills and waste facilities, to annually report GHG emissions starting in June 2027. New York also is considering bills, including the Climate Corporate Data Accountability Act (SB 3456) and the Climate-Related Financial Risk Reporting Act (SB 3697), which would require disclosure of Scope 1, 2, and 3 GHG emissions as well as biennial reporting on climate-related financial risks for certain entities that do business in New York. As such requirements are adopted, we may be subject to expanding obligations to collect, calculate, and disclose related information.

**Information about our Executive Officers**

Our executive officers and their respective ages are as follows:

| Name | Age | Position |
|---|---|---|
| Edmond “Ned” R. Coletta | 50 | President and Chief Executive Officer |
| Bradford J. Helgeson | 49 | Executive Vice President and Chief Financial Officer |
| Shelley E. Sayward | 51 | Senior Vice President and General Counsel |
| Sean M. Steves | 49 | Senior Vice President and Chief Operating Officer of Solid Waste Operations |
| Kevin J. Drohan | 45 | Vice President and Chief Accounting Officer |

*Edmond “Ned” R. Coletta* has served as our President, Chief Executive Officer and as a member of our board of directors since January 2026. Mr. Coletta joined us in December 2004 and previously served as our President from November 2023 until December 2025, President and Chief Financial Officer from July 2022 to November 2023, Senior Vice President, Chief Financial Officer and Treasurer from December 2012 to July 2022, Vice President of Finance and Investor Relations from January 2011 to December 2012 and 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 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.

## ITEM 1A. RISK FACTORS

*The following 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 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 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 include those with respect to consumer confidence, global supply chain disruptions, uncertainty associated with public policy changes at the federal and state levels, inflation, labor supply, fuel prices, tariffs, interest rates and access to capital markets. Economic factors, such as ongoing or potential geopolitical conflict, pandemics, recessions, or similar national or global events, have caused and may continue to cause, economic disruption across our geographic footprint resulting in reductions in business, 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 a reduction in customers' waste service needs. Furthermore, residual macroeconomic effects associated with these economic factors 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 continue to materially affect, our operating margins and cash flows. In addition, fuel cost increases may materially impact our operating margins and cash flows. Significant components of our 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 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 comes from other waste management companies as well as other employers who hire drivers and maintain fleets, such as companies that provide courier delivery services, including United Parcel Service, Inc., 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, mechanics to maintain our trucks, or front line workers for our recycling facilities, our financial condition and operating results could be materially impacted. 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. Further, as we grow, we face the risk of having poorly documented and/or insufficient policies and procedures, conducting inadequate training, and lacking the necessary structure to effectively scale with growth. These deficiencies could lead to operational inefficiencies, regulatory non-compliance, or an inability to meet the demands of an expanding business, adversely impacting our financial performance and reputation.

***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, tariffs, 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 escalations of fuel increase our operating expenses. In fiscal year 2025, we consumed approximately 15 million gallons of diesel fuel in our solid waste operations. Although we have fuel cost recovery programs, primarily 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.

***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 also 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 successfully identify, evaluate and complete these transactions and, if completed, we may be unable to successfully integrate and realize the anticipated benefits of acquired businesses. Such acquired businesses may also 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. In addition, while we expect we will be able to fund some of our acquisitions with our existing financial resources, we may require additional

financing, including debt, to pursue certain acquisitions. We may not be able to incur additional debt on terms favorable to us or at all. 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 may 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.

We have historically grown through acquisitions and expect to make additional acquisitions in the future. While 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, we may be liable for damage resulting from conditions existing before we acquired these businesses. Further, the counterparties in such transactions may be unable to perform their indemnification obligations owed to us. 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. Suspension or revocation of permits could impact our operations and could have a material impact on our financial results.

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, any of which may result in us incurring significant liabilities that could

adversely impact our financial condition and results of operations. For information regarding legal proceedings and environmental remediation matters, 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.

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, health and safety 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 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 our company relating to PFAS include regulatory risks, including the April 2024 designation by the EPA of two PFAS -- PFOA and PFOS, and their salts and structural isomers -- as hazardous substances, which could create Superfund liabilities under CERCLA for all downstream recipients of PFAS, including passive receivers such as our landfills and transporters of biosolids, 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. See Note 18, *Other Items and Charges* to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K for disclosure over the closure of our organics facility.

***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. Permitting processes are often lengthy, costly, and subject to regulatory scrutiny, public participation, and political pressures. Local communities and citizen groups, adjacent landowners, governmental agencies, and other stakeholders have opposed and may in the future oppose the issuance, renewal, or modification of permits or approvals, allege violations of permits or applicable laws or regulations, or seek to impose liability for environmental impacts, any of which could delay or prevent permitting, increase costs, or adversely affect our reputation and ability to do business. 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 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 or expanding the permitted capacity of any of our current landfills and transfer stations. 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. Also, On December 5, 2024, the Board of Supervisors of Ontario County, New York approved a motion to close the Ontario County Landfill in Seneca, New York at the end of the fiscal year ending December 31, 2028 upon the expiration of the 25-year OMLA, at which time we intend to cease operations at the Ontario County Landfill.

***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, tariffs, changes to international waste importation and exportation laws, consumer spending and economic activity levels may result in lower recycling commodity prices. The recycling commodity markets continue to see ongoing price volatility. Significant price fluctuations may adversely affect our results of operations and cash flows in the form of higher operating costs or lower revenues. Although many of our recycling contracts require the respective municipalities to absorb some of the impact of declining commodity prices, these 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.

***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, 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 or are required to be accelerated if a landfill closure occurs earlier than anticipated, 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.

***The business and assets we operate expose us to safety, operational and other risks, and our insurance coverage and self-insurance reserves may be inadequate to cover all significant risk exposures.***

The provision of 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, natural disasters, 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; or (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 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, 2026, approximately 5% 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 sustainability practices and may not be effective in mitigating the risks associated with sustainability expectations and related emerging regulations, or in reducing the potential for losses in connection with such risks.***

We are subject to risks related to our sustainability 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 sustainability 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 reporting initiative to identify, measure, monitor, report, and control our sustainability practices and related exposure to sustainability 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.

***Alternatives to landfill disposal could reduce our disposal volumes and adversely affect our revenues and operating results.***

Many of the states and local jurisdictions in which we operate require counties and municipalities to adopt solid waste management plans designed to reduce landfill disposal through source reduction, recycling, composting, organics diversion, and similar programs. Certain jurisdictions also restrict or prohibit the disposal of specific waste streams, such as yard waste and organics, in landfills. In addition, many of our customers are voluntarily increasing diversion to alternatives to landfill disposal and reducing the amount of waste they generate. Large commercial and industrial customers increasingly have adopted zero-waste or landfill-diversion goals, and some jurisdictions have enacted, or are considering, regulations such as extended producer responsibility, organics diversion, and minimum recycled content requirements.

While these initiatives support environmental sustainability and climate goals, they have reduced, and are expected to continue to reduce, landfill disposal volumes and may adversely affect demand for and pricing of landfill disposal services. As a result, we may not be able to operate our landfills at historical volumes or maintain current pricing levels. If we are unable to expand or adapt our service offerings to manage diverted waste streams or support customers' waste reduction objectives, our financial condition and results of operations could be adversely affected.

***Risks Related to Technology and Information Security***

***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, on-board computers, dynamic route optimization, procurement optimization, e-commerce platforms, digital customer engagement platforms, cybersecurity initiatives, and other systems that we believe will improve our internal processes and the productivity of our employees and enhance customer engagement. These upgrades are complex and our operations are increasingly dependent on technology, and there can be no assurance that these initiatives will be implemented successfully or that they will result in the expected productivity gains, revenue growth or operating cost reductions within our anticipated timeline, or at all. Delays in deploying new systems could adversely affect or temporarily disable all or a portion of our operations or impede our ability to timely collect and report financial results in accordance with applicable laws and regulations. In addition, if we are unable to successfully implement, secure, or benefit from new or emerging technologies, or if competitors obtain advantages through exclusive or more effective use of such technologies, we may be at a competitive disadvantage in our business, and our results of operations could be negatively affected.

***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. System failures could also impede our ability to collect and report financial results timely or comply with regulations associated with our operations. 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.

***Inability to effectively adopt and manage artificial intelligence technologies could adversely affect our business, results of operations, and competitive position.***

We are evaluating and may increasingly incorporate artificial intelligence, including generative artificial intelligence, into certain aspects of our operations, customer engagement, and internal processes, including route optimization, asset utilization, pricing, forecasting and decision support. The development, adoption, and use of artificial intelligence technologies are evolving rapidly and remain subject to uncertainty. If we are unable to effectively integrate artificial intelligence into our systems and processes, realize anticipated efficiencies or insights, or otherwise adapt to the use of artificial intelligence, our ability to compete and operate efficiently could be adversely affected. Further, emerging technologies may require substantial investment and present risks to our existing business model.

The use of artificial intelligence also presents risks, including the potential for inaccurate, biased, or inconsistent outputs; privacy, data protection, and cybersecurity concerns; risks associated with automated or assisted decision-making; and the potential exposure or misuse of confidential or proprietary information. In addition, artificial intelligence technologies are subject to existing and evolving laws and regulations, including those relating to intellectual property, privacy, data protection, and cybersecurity, and may give rise to increased compliance costs, litigation, or reputational harm. Ineffective or inadequate development, testing, deployment, or oversight of artificial intelligence systems by us or our third-party vendors could result in unintended consequences and increased operating costs. If we are unable to effectively manage the benefits and risks of artificial intelligence, our business, financial condition and results of operations could be adversely affected.

***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, 2025, we had $1,168.6 million of outstanding principal indebtedness (excluding $26.6 million of outstanding letters of credit issued under our $800.0 million term loan A facility, and $700.0 million revolving line of credit facility with a $155.0 million sublimit for letters of credit (collectively, the “Credit Facility”)). As of December 31, 2025, we had $673.4 million of unused commitments remaining under the Credit Facility, subject to customary borrowing conditions, and $123.8 million in cash and cash equivalents available to help meet our short-term and long-term liquidity needs, as well as $93.1 million of restricted cash to be used for the Mountain State Waste Acquisition. We have the right to request, at our discretion, an increase in the amount of loans under the Credit Facility by an aggregate amount of $200.0 million, subject to further increase based on the terms and conditions set forth in the Credit Agreement.

This amount of indebtedness, our ability to incur additional 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, or 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.

An event of default (or an acceleration of the obligations after an event of default) under any of our debt agreements could permit some of our lenders, including the requisite lenders under the Credit Facility and the requisite holders of our tax exempt bonds in the states of New York, Vermont, Maine and New Hampshire, to declare all amounts borrowed from them to be immediately due and payable, together with accrued and unpaid interest, and 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 are unable to repay debt to our lenders or 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.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

None.

## ITEM 1C. CYBERSECURITY

We have specific processes for assessing, identifying and managing cybersecurity risks, which are built into our information technology function and are designed to help protect our information assets and operations from internal and external cyber threats, protect employee and customer information from unauthorized access or attack, as well as secure our networks and systems. These processes are periodically assessed against the National Institute of Standards and Technology Cybersecurity Framework and encompass physical, procedural, and technical safeguards. They include documented response plans, routine system testing, incident response exercises, and ongoing review of policies and procedures to identify risks and improve effectiveness. These processes also include identity and access management controls designed to limit access to systems and data based on role and business need, and to help reduce the risk of unauthorized access. Cybersecurity risk management processes are reviewed at least annually and updated as appropriate based on risk assessments, operational changes and evolving threats.

We engage external parties to supplement our internal capabilities and to assess our cyber maturity and readiness on a periodic basis. This includes being party to a managed services agreement with an external party for incident response; engaging an external party for comprehensive cybersecurity assessment, opportunity prioritization, initiative road mapping and cyber project delivery; and engaging additional external parties to assist with critical cyber-related infrastructure such as firewall maintenance and upgrade initiatives. While utilizing third-party service providers presents risk, we assess all third-party service providers for their qualifications before engaging them and monitor such providers throughout the term of the engagement in order to help identify and manage cybersecurity risks associated with these relationships.

Based on an assessment using the previously described cybersecurity risk management processes, we do not believe that there are currently any risks from cybersecurity threats, including as a result of any prior cybersecurity incidents, that have materially affected or are reasonably likely to materially affect us, including our business strategy, results of operations or financial condition. Like other companies, we face ongoing cybersecurity risks, which we seek to identify, assess and manage through our cybersecurity risk management processes.

The Audit Committee of our Board of Directors ("Audit Committee") provides direct oversight over cybersecurity risk and acts in an advisory capacity to our management team, primarily, as it relates to cybersecurity, our Chief Transformation Officer ("CTO"), and provides updates to the Board of Directors regarding such oversight. The Audit Committee receives quarterly updates from management regarding cybersecurity matters, and is notified between such updates regarding significant new cybersecurity threats or incidents.

Our CTO leads the operational oversight of our company-wide cybersecurity strategy, policy, standards and processes and works across relevant departments to assess and help prepare us and our employees to address cybersecurity risks. This includes the utilization of a security operations center which deploys overlapping layers of security technology, monitoring, and staff for incident response. Should an incident arise, we, led by our CTO, follow a documented incident response plan, which includes activating retained third-party incident response specialists. The CTO's cybersecurity expertise is derived from over 30 years of experience in information technology, consulting, and technology transformation through ever-progressing leadership roles. Our CTO is supported by a dedicated team of cybersecurity professionals in addition to managed services and retained external experts.

In an effort to deter and detect cyber threats, we provide key employees with various cybersecurity trainings that cover a range of timely and relevant topics. The trainings function to educate employees on the importance of reporting all incidents immediately. We also use technology-based tools to mitigate cybersecurity risks and to bolster our employee-based cybersecurity programs.

## ITEM 2. PROPERTIES

Our headquarters is located at 25 Greens Hill Lane, Rutland, Vermont 05701, where we currently lease approximately 12,000 square feet of office space.

Our principal property and equipment consists of land, landfills, finance lease right-of-use assets, buildings, machinery and equipment, rolling stock and containers. At January 31, 2026, we operated eight subtitle D landfills, four of which we own and four of which we lease; one landfill permitted to accept C&D materials that we own; 72 transfer stations, 40 of which we own, 12 of which we lease and 20 of which we operate under a contract; 86 solid waste collection facilities, 53 of which we own, 32 of which we lease and one of which we operate under a contract; 32 recycling processing facilities, 18 of which we own, 11 of which we lease and three of which we operate under a contract; two landfill gas-to-energy facilities that we own; and 44 corporate office and other administrative facilities, 20 of which we own and 24 of which we lease (See "Operational Overview" in Item 1. "*Business*" of this Annual Report on Form 10-K for property information by operating segment and location). We believe that our property and equipment are adequately maintained and sufficient for our current operations.

## ITEM 3. LEGAL PROCEEDINGS

The information required by this Item is provided in Note 13, *Commitments and Contingencies* to our consolidated financial statements included in Part II, Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K.

*Legal Proceedings over Certain Environmental Matters Involving Governmental Authorities with Possible Sanctions of $1.0 million or More*

Item 103 of the Securities and Exchange Commission's Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and the proceedings involve potential monetary sanctions unless we reasonably believe the monetary sanctions will not equal or exceed a specified threshold which we determine is reasonably designed to result in disclosure of any such proceeding that is material to our business or financial condition. Pursuant to Item 103, we have determined such disclosure threshold to be $1.0 million.

## ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

## PART II

### ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our Class A common stock trades on the Nasdaq Global Select Market ("Nasdaq Stock Market") under the symbol CWST. There is no established trading market for our Class B common stock. As of January 31, 2026, there were approximately 1,000 holders of record of our Class A common stock and two holders of record of our Class B common stock.

For purposes of calculating the aggregate market value of the shares of common stock held by non-affiliates, as shown on the cover page of this Annual Report on Form 10-K, we have assumed that all the outstanding shares of Class A common stock were held by non-affiliates except for the shares beneficially held by directors and executive officers and funds represented by them.

**Dividends**

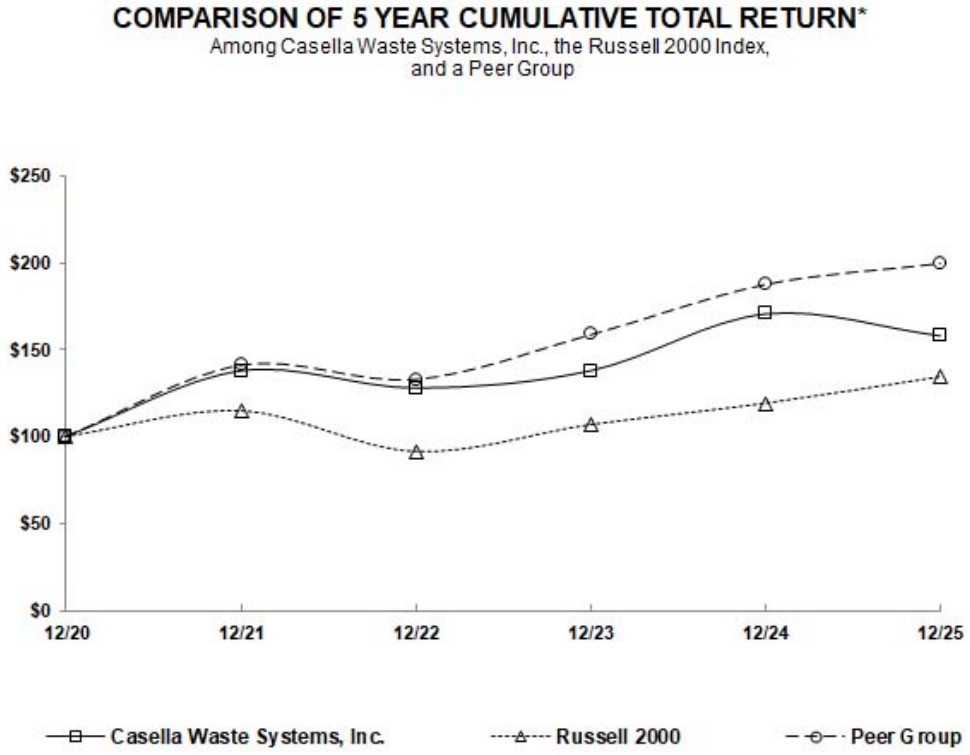
No dividends have ever been declared or paid on our common stock and we do not anticipate paying any cash dividends on our common stock in the foreseeable future.

The information required by Item 201(d) of Regulation S-K is included in Part III of this Annual Report on Form 10-K.

**Stock Performance Graph**

*The following performance graph and related information shall not be deemed "soliciting material" or "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended, except to the extent that we specifically incorporate it by reference into such filing.*

The stock performance graph below compares the percentage change in cumulative stockholder return on our Class A common stock for the period from December 31, 2020 through December 31, 2025, with the cumulative total return on the Russell 2000 Index and Peer Group. The stock performance graph assumes the investment on December 31, 2020 of $100.00 in our Class A common stock at the closing price on such date, in the Russell 2000 Index and the Peer Group, and that dividends are reinvested. No dividends have been declared or paid on our Class A common stock.




| | December 31, 2020 | December 31, 2021 | December 31, 2022 | December 31, 2023 | December 31, 2024 | December 31, 2025 |
|---|---|---|---|---|---|---|
| **Casella Waste Systems, Inc.** | $ 100.00 | $ 137.89 | $ 128.02 | $ 137.95 | $ 170.80 | $ 158.10 |
| **Russell 2000** | $ 100.00 | $ 114.82 | $ 91.35 | $ 106.82 | $ 119.14 | $ 134.40 |
| **Peer Group** | $ 100.00 | $ 141.22 | $ 133.06 | $ 158.84 | $ 187.88 | $ 199.99 |

(1) The Peer Group is comprised of GFL Environmental, Inc., Waste Connections Inc., Waste Management, Inc. and Republic Services, Inc.

## ITEM 6. [RESERVED]

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the consolidated financial statements and notes thereto, and other financial information, included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements and involves numerous risks and uncertainties. Our actual results may differ materially from those contained in any forward-looking statements.

Discussion and analysis of our financial condition and results of operations for the fiscal year ended December 31, 2024 ("fiscal year 2024") compared to our financial condition and results of operations for the fiscal year ended December 31, 2023 ("fiscal year 2023"), is included under the heading Item 7. "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024, as filed with the Securities and Exchange Commission on February 18, 2025.

**Company Overview**

Casella Waste Systems, Inc., a Delaware corporation, and its wholly-owned subsidiaries (collectively, "we", "us" or "our"), is a regional, vertically integrated solid waste services company. We provide resource management expertise and services to residential, commercial, municipal, institutional and industrial customers, primarily in the areas of solid waste collection and disposal, transfer, recycling and organics services.

We provide integrated solid waste services with operating locations in eleven states: Vermont, New Hampshire, New York, Massachusetts, Connecticut, Maine, Pennsylvania, Delaware, New Jersey, Maryland and West Virginia, with our headquarters located in Rutland, Vermont. We manage our solid waste operations on a geographic basis through three regional operating segments, the Eastern, Western and Mid-Atlantic regions, each of which provides a comprehensive range of non-hazardous solid waste services. We manage our resource renewal operations through the Resource Solutions operating segment, which leverages our core competencies in materials processing, industrial recycling, organics and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional and industrial customers that have more diverse waste and recycling needs. Legal, tax, information technology, human resources, certain finance and accounting and other administrative functions are included in our Corporate Entities segment.

For financial information concerning our reportable operating segments refer to Note 21. *Segment Reporting* to our consolidated financial statements included under "Item 8. *Financial Statements and Supplementary Data*" of this Annual Report on Form 10-K.

As of January 31, 2026, we owned and/or operated 86 solid waste collection operations, 72 transfer stations, 32 recycling and processing facilities, eight Subtitle D landfills, two landfill gas-to-energy facilities and one landfill permitted to accept construction and demolition materials.

**Acquisitions and Divestitures**

***Acquisitions***

We have made in the past, and we expect 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, 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 face competition for acquisition targets, particularly the larger and more meaningful targets, but we believe that our strong relationships and reputation help to offset this factor.

We have a business development team that identifies acquisition candidates, categorizes the opportunity by strategic fit and financial synergies, establishes contact with the appropriate representative of the acquisition candidate and gathers further information on the acquisition candidate.

In January 2026, we expanded our geographic footprint when we acquired the assets of RGL, Inc. (dba Mountain State Waste), which consists of collection operations in West Virginia and a transfer station operation in southwestern Pennsylvania (the "Mountain State Waste Acquisition").

In the fiscal year ended December 31, 2025 ("fiscal year 2025"), we acquired nine businesses: five tuck-in collection operations in our Mid-Atlantic region, two tuck-in collection operations in our Western region, a recycling business in our Resource Solutions operating segment, and a tuck-in collection operation and recycling business whose assets and liabilities are allocated between our Eastern region and Resource Solutions operating segments. Total consideration for acquisitions completed in fiscal year 2025 was $229.8 million, including $223.4 million in cash, $7.4 million in holdbacks, contingent consideration and other amounts owed, partially offset by $(1.0) million of open working capital settlements due from sellers.

In fiscal year 2024, we acquired eight businesses: four of which are in our Mid-Atlantic region, including the purchase of all the equity interests of Whitetail Disposal, Inc. and the assets of LMR Disposal, LLC, which together include collection operations in eastern Pennsylvania and western New Jersey; two of which are in our Western region, including the purchase of all equity interests of Royal Carting and Welsh Sanitation and related real estate assets, which consist of collection and transfer operations in the middle and lower Hudson Valley regions of New York as well as western Connecticut; and two of which are tuck-in operations in our Eastern region. Total consideration for acquisitions completed in fiscal year 2024 was $467.9 million, including $469.2 million in cash, $1.7 million in holdbacks, contingent consideration and other amounts owed, partially offset by $(3.0) million of open working capital settlements due from sellers.

***Divestitures***

From time to time, we may sell or divest certain investments or other components of our business. These divestitures may be undertaken for a number of reasons, including: to generate proceeds to pay down debt; as a result of a determination that the specified asset will provide inadequate returns to us or that the asset no longer serves a strategic purpose in connection with our business; or as a result of a determination that the asset may be more valuable to a third party. We will continue to look to divest certain activities and investments that no longer enhance or complement our core business if the right opportunity presents itself.

**Results of Operations**

***Revenues***

We manage our solid waste operations, which include a comprehensive range of non-hazardous solid waste services, on a geographic basis through three regional operating segments, the Eastern, Western and Mid-Atlantic regions. In fiscal year 2025, we moved certain operations between our regional operating segments, including a landfill that we own from the Western region to the Mid-Atlantic region and a collection and transfer station operation from our Western region to our Eastern region. Throughout this "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" certain prior period amounts have been reclassified between regional operating segments to conform to the current period presentation. For additional information, see Note 21, *Segment Reporting,* to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data*" of this Annual Report on Form 10-K.

Revenues associated with our solid waste operations are derived mainly from fees charged to customers for solid waste collection and disposal services, including landfill, transfer station and transportation services, landfill gas-to-energy services and processing services in the eastern United States. We derive a substantial portion of our collection revenues from commercial, industrial and municipal services that are generally performed under service agreements or pursuant to contracts with municipalities. The majority of our residential collection services are performed on a subscription basis with individual property owners or occupants. Landfill and transfer customers are charged a tipping fee on a per ton basis for disposing of their solid waste at our disposal facilities and transfer stations. We also generate and sell electricity, electricity capacity and renewable energy credits, along with the rights to, generation and sale of renewable natural gas and related tax credits at certain of our landfill facilities. We manage our resource renewal operations through the Resource Solutions operating segment, which leverages our core competencies in materials processing, industrial recycling, organics and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional and industrial customers that have more diverse waste and recycling needs. Revenues associated with our Resource Solutions operations includes processing services and services provided by our National Accounts business. Revenues from processing services are derived from customers in the form of processing fees, tipping fees, commodity sales, primarily comprised of newspaper, corrugated containers, plastics, ferrous and aluminum, and organic materials. Revenues from our National Accounts business are derived from brokerage services and overall resource management services providing a wide range of environmental services and resource management solutions to large and complex organizations, as well as traditional collection, disposal and recycling services provided to large account multi-site customers.

The table below shows revenue attributable to services provided (dollars in millions and as a percentage of total revenues) for the following periods:

| | Fiscal Year Ended December 31, | | | | $ Change |
|---|---|---|---|---|---|
| | 2025 | | 2024 | | |
| Collection | $ 1,196.1 | 65.1 % | $ 961.8 | 61.8 % | $ 234.3 |
| Disposal | 263.0 | 14.3 % | 246.7 | 15.8 % | 16.3 |
| Landfill gas-to-energy | 7.6 | 0.4 % | 8.0 | 0.5 % | (0.4) |
| Processing | 10.2 | 0.6 % | 10.9 | 0.7 % | (0.7) |
| Solid waste operations | 1,476.9 | 80.4 % | 1,227.4 | 78.8 % | 249.5 |
| Processing | 133.6 | 7.3 % | 130.5 | 8.4 % | 3.1 |
| National Accounts | 226.3 | 12.3 % | 199.4 | 12.8 % | 26.9 |
| Resource Solutions operations | 359.9 | 19.6 % | 329.9 | 21.2 % | 30.0 |
| Total revenues | $ 1,836.8 | 100.0 % | $ 1,557.3 | 100.0 % | $ 279.5 |

*Solid waste revenues*

A summary of the period-to-period change in solid waste revenues (dollars in millions and as percentage growth of total solid waste revenues) follows:

| | Period-to-Period Change For Fiscal Year 2025 vs Fiscal Year 2024 | |
|---|---|---|
| | Amount | % Growth |
| Price | $ 60.1 | 4.9 % |
| Volume | (11.2) | (0.9)% |
| Intercompany transfers to National Accounts | (5.0) | (0.4)% |
| Surcharges and other fees | 8.9 | 0.7 % |
| Commodity price and volume | (1.4) | (0.1)% |
| Acquisitions | 198.1 | 16.1 % |
| Solid waste revenues | $ 249.5 | 20.3 % |

The most significant items impacting the change in our solid waste revenues during fiscal year 2025 are summarized below:

- Price increased solid waste revenues, including higher collection pricing of $47.9 million, or 5.0% as a percentage of collection revenues, and higher disposal pricing of $12.2 million, or 4.9% as a percentage of disposal revenues, primarily associated with our transfer stations and to a lesser extent landfills;
- Volume decreased solid waste revenues, driven by lower collection volumes of $(7.5) million, or (0.8)% as a percentage of collection revenues, and lower disposal volumes of $(3.6) million, or (1.5)% as a percentage of disposal revenues, related to lower transfer station and transportation volumes; and
- Acquisitions increased solid waste revenues due to the partial year impact of the acquisition of nine businesses in fiscal year 2025, as well as the rollover impact of eight acquisitions completed in fiscal year 2024.

*Resource Solutions revenues*

See "*Segment Reporting*" below for discussion over the period-to-period change in Resource Solutions revenues.

***Operating Expenses***

A summary of our cost of operations, general and administration and depreciation and amortization expenses (dollars in millions and as a percentage of total revenues) is as follows:

| | Fiscal Years Ended December 31, | | | | $ Change |
|---|---|---|---|---|---|
| | 2025 | | 2024 | | |
| Cost of operations | $ 1,216.6 | 66.2 % | $ 1,027.3 | 66.0 % | $ 189.3 |
| General and administration | $ 224.2 | 12.2 % | $ 190.8 | 12.2 % | $ 33.4 |
| Depreciation and amortization | $ 306.8 | 16.7 % | $ 234.9 | 15.1 % | $ 71.9 |

*Cost of Operations*

Cost of operations includes: (i) direct costs, which consist of the costs of purchased materials and third-party transportation and disposal costs, including third-party tipping fees; (ii) direct labor costs, which include salaries, wages, incentive compensation and related benefit costs such as health and welfare benefits and workers compensation; (iii) direct operational costs, which include landfill operating costs such as accretion expense related to final capping, closure and post-closure obligations, leachate treatment and disposal costs and depletion of landfill operating lease obligations, vehicle insurance costs, host community fees and royalties; (iv) fuel costs used by our vehicles and in conducting our operations; (v) maintenance and repair costs relating to our vehicles, equipment and containers; and (vi) other operational costs including facility costs.

A summary of the major components of our cost of operations (dollars in millions and as a percentage of total revenues) is as follows:

| | Fiscal Years Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2025 | | 2024 | | $ Change |
| Direct costs | $ 424.7 | 23.1 % | $ 363.0 | 23.3 % | $ 61.7 |
| Direct labor costs | 297.0 | 16.2 % | 237.6 | 15.3 % | 59.4 |
| Direct operational costs | 121.7 | 6.6 % | 114.2 | 7.3 % | 7.5 |
| Fuel costs | 65.6 | 3.6 % | 56.8 | 3.6 % | 8.8 |
| Maintenance and repair costs | 163.0 | 8.8 % | 133.6 | 8.7 % | 29.4 |
| Other operational costs | 144.6 | 7.9 % | 122.1 | 7.8 % | 22.5 |
| Total | $ 1,216.6 | 66.2 % | $ 1,027.3 | 66.0 % | $ 189.3 |

These cost categories may change from time to time and may not be comparable to similarly titled categories presented by other companies.

The most significant items impacting the change in our cost of operations during fiscal year 2025 are summarized below:

- Direct costs increased in aggregate dollars primarily due to acquisitions and higher third-party disposal rates.
- Direct labor costs increased primarily due to acquisitions and higher wage and benefit rates.
- Direct operational costs increased in aggregate dollars primarily due to (i) acquisitions, (ii) higher expense related to insurance claims, (iii) legal penalties associated with leachate management at a landfill we own in our Eastern region, (iv) higher accretion expense associated with changes in the timing and cost estimates of our capping, closure and post-closure obligations, (v) higher landfill operating lease amortization as well as host community fees and royalties primarily related to higher landfill tonnages at a landfill we lease in our Western region, and (vi) general cost inflation; partially offset by (a) lower short-term rental expense primarily in our Western region, counteracting higher short term rental expense in our Mid-Atlantic region related to growth and the timing of the delivery of fleet vehicles and (b) lower leachate disposal costs. 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 further disclosure regarding the legal penalties accrual.
- Fuel costs increased in aggregate dollars due to acquisitions, partially offset by slightly lower average diesel fuel prices. See Item 7A. "Quantitative and Qualitative Disclosures about Market Risk" of this Annual Report on Form 10-K for additional information regarding our fuel costs.
- Maintenance and repair costs increased due to (i) acquisitions, (ii) higher personnel and parts costs, and (iii) increased costs of repairs performed by third parties.
- Other operational costs increased due to (i) acquisitions, (ii) higher spending associated with supporting acquisition-related growth, and (iii) general cost inflation.

*General and Administration*

General and administration expense includes: (i) labor costs, which consist of salaries, wages, incentive compensation and related benefit costs such as health and welfare benefits and workers compensation costs related to management, clerical and administrative functions; (ii) professional service fees; (iii) provision for expected credit losses; and (iv) other overhead costs including those associated with marketing, sales and community relations efforts.

A summary of the major components of our general and administration expense (dollars in millions and as a percentage of total revenues) is as follows:

| | Fiscal Years Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2025 | | 2024 | | $ Change |
| Labor costs | $ 151.0 | 8.2 % | $ 126.1 | 8.1 % | $ 24.9 |
| Professional fees | 12.3 | 0.7 % | 13.0 | 0.8 % | (0.7) |
| Provision for expected credit losses | 1.8 | 0.1 % | 2.9 | 0.2 % | (1.1) |
| Other | 59.1 | 3.2 % | 48.8 | 3.1 % | 10.3 |
| Total | $ 224.2 | 12.2 % | $ 190.8 | 12.2 % | $ 33.4 |

These cost categories may change from time to time and may not be comparable to similarly titled categories presented by other companies.

General and administration expense increased in aggregate dollars in fiscal year 2025 primarily due to (i) acquisition activity, including increased labor costs, (ii) escalation of salary, wage, and benefit costs, (iii) higher accruals related to incentive compensation, and (iv) higher costs associated with information technology; partially offset by a decreased provision for expected credit losses in our Mid-Atlantic region related to improved expected collection of our accounts receivable and lower legal expense associated with employee separation.

*Depreciation and Amortization*

Depreciation and amortization expense includes: (i) depreciation of property and equipment (including assets recorded for finance leases) on a straight-line basis over the estimated useful lives of the assets; (ii) amortization of landfill costs (including those costs incurred and all estimated future costs for landfill development and construction, along with asset retirement costs arising from closure and post-closure obligations) on a units-of-consumption method as landfill airspace is consumed over the total estimated remaining capacity of a site, which includes both permitted capacity and unpermitted expansion capacity that meets certain criteria for amortization purposes, and amortization of landfill asset retirement costs arising from final capping obligations on a units-of-consumption method as airspace is consumed over the estimated capacity associated with each final capping event; and (iii) amortization of intangible assets with a definite life, based on the economic benefit provided, or using the sum of years digits or straight-line methods over the definitive terms of the related agreements.

A summary of the major components of depreciation and amortization expense (dollars in millions and as a percentage of total revenues) follows:

| | Fiscal Year Ended December 31, | | | | |
|---|---|---|---|---|---|
| | 2025 | | 2024 | | $ Change |
| Depreciation expense | $ 168.4 | 9.2 % | $ 133.9 | 8.6 % | $ 34.5 |
| Landfill amortization expense | 61.9 | 3.4 % | 44.5 | 2.9 % | 17.4 |
| Other amortization expense | 76.5 | 4.1 % | 56.5 | 3.6 % | 20.0 |
| Total | $ 306.8 | 16.7 % | $ 234.9 | 15.1 % | $ 71.9 |

Depreciation and amortization expense increased in fiscal year 2025 primarily due to (i) acquisitions, including the impact of amortization of acquired intangibles, (ii) investment in property and equipment in our existing operations, and (iii) higher landfill amortization expense related to higher landfill volumes in our Western and Mid-Atlantic regions, and changes in cost and other assumptions.

*Expense from Acquisition Activities*

In fiscal years 2025 and 2024, we recognized expenses of $24.2 million and $24.9 million, respectively, comprised primarily of legal, consulting, rebranding, information technology and other costs associated with the due diligence, acquisition and integration of acquired businesses. Fiscal year 2024 included a charge for an increase in the reserve against accounts receivable of the businesses acquired in our acquisition of the equity interests of four wholly-owned subsidiaries of GFL Environmental Inc. ( "GFL Acquisition") as a result of our inability to pursue collections during the transition services period with the seller, resulting in accounts receivable aged beyond what is typical in our business. 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 for disclosure regarding acquisition activity.

*Organics Facility Closure Charge*

In fiscal year 2025, we ceased operation of an organic residuals composting facility that we own in Maine related to a change in state law prohibiting land application of biosolids based recycled products.

A summary of our organics facility closure charge (in millions) follows:

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Closure and post-closure charges (1) | $ 0.8 | $ — |
| Soil remediation charge (2) | 0.5 | — |
| Other costs (3) | 0.1 | — |
| Organics facility closure charge | $ 1.4 | $ — |

(1) We recorded a charge associated with our closure and post-closure obligations related to closing the site.

(2) We recorded an environmental remediation charge associated with an obligation incurred for corrective action linked to soil remediation at the site. 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 further disclosure.

(3) We recorded other costs as incurred, and expect additional costs, associated with ceasing operations at the facility.

*Southbridge Landfill Closure Charge*

In the fiscal year ended December 31, 2017, we initiated the plan to cease operations of our landfill located in Southbridge, Massachusetts ("Southbridge Landfill") and later closed it in November 2018 when the Southbridge Landfill reached its final capacity.

In fiscal year 2024, we recorded a non-cash charge of $8.4 million, which is associated with our receipt of a final closure permit (the "Closure Permit") from the Massachusetts Department of Environmental Protection related to the Southbridge Landfill. Pursuant to the terms of the Closure Permit, we are required to meet certain general permit conditions and certain specific permit conditions (collectively, the "Conditions"), including environmental monitoring, third-party inspections, inspection of the final cover, leachate sampling, post-closure monitoring, and other post-closure requirements. We revised the accrued post-closure liability for the Southbridge Landfill to reflect the estimated cost of satisfying the expanded Conditions as currently specified in the Closure Permit. 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 for disclosure regarding our landfill final capping, closure and post-closure costs.

*Landfill Capping (Recovery) Charge - Veneer Failure*

In fiscal year 2024, we recorded a recovery of $(1.7) million associated with a veneer failure that occurred in fiscal year 2023 at a Subtitle D landfill we operate located in Seneca, New York, consisting of both (i) a partial reversal of historical payments written off after an engineering evaluation determined that a portion of the area affected by the veneer failure was deemed to still be viable as well as (ii) a recovery of operating expenses incurred during the clean-up of the affected capping material as part of a settlement with a third party. 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 for disclosure over our remaining estimated costs associated with obligations for final capping, closure and post-closure of our landfills.

**Other expenses**

*Interest Expense, net*

Our interest expense, net increased $0.6 million in fiscal year 2025 due to (i) lower interest income related to lower average interest rates combined with lower average cash balances and (ii) interest expense remaining mostly flat due to higher average debt balances being offset by lower average interest rates.

For additional disclosure regarding interest expense, see Note 12, *Debt* to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K.

*Debt Modification Expense*

In fiscal year 2024, we recognized debt modification expense of $1.4 million associated with agent fees and other third-party costs we paid during the refinancing of our Credit Agreement (as defined below).

*Provision for Income Taxes*

Our provision for income taxes was $5.2 million in fiscal year 2025 and $7.5 million in fiscal year 2024. For fiscal year 2025, the provision for income taxes includes $2.4 million of current income taxes and $2.8 million of deferred income taxes. The provision for income taxes in fiscal year 2024 included $0.6 million of current income taxes and $6.9 million of deferred income taxes. The effective rate for the fiscal year 2025 was 39.7% and was computed based on the statutory rate of 21% adjusted primarily for state taxes, non-deductible officer compensation and an increase in the effective state rate due to tax attributes in certain states requiring a valuation allowance, partially offset by tax deductible equity compensation in excess of book expense. This effective rate was greater than the 35.7% effective rate for the fiscal year 2024, primarily due to differences in the valuation allowance of attributes, state income taxes and other discrete items.

On July 4, 2025, H.R.1 – One Big Beautiful Bill Act (the "OBBB Act") was enacted. The OBBB Act addresses a wide range of changes including reinstating 100% bonus depreciation eligible for qualified assets. The OBBB Act also restores the EBITDA-based computation of interest expense limitations under Section 163(j) of the Internal Revenue Code among other income tax items; any interest expense limited may be carried forward indefinitely and utilized in later years subject to the interest limitation. We have evaluated the impacts of the OBBB Act, both federal and state, for those provisions that impact fiscal year 2025. We will continue to evaluate the impacts of the OBBB Act for any further changes relating to state conformity to OBBB Act for future years.

On December 22, 2017, the Tax Cuts and Jobs Act (the "TCJ Act") was enacted. The TCJ Act significantly changed U.S. corporate income tax laws by, among other things, changing carryforward rules for net operating losses. Depending on bonus depreciation and other elections made on our 2025 federal tax return when filed, we project federal net operating losses generated of $123 million after 2017 and $1 million before 2017, totaling $124 million, to be carried forward to 2026. These will be carried forward indefinitely but generally the amount generated after 2017 may only offset up to 80% of taxable income earned in a tax year.

**Segment Reporting**

We report selected information about our reportable operating segments in a manner consistent with that used for internal management reporting. We manage our solid waste operations on a geographic basis through regional operating segments, our Eastern, Western and Mid-Atlantic regions. We manage our resource renewal operations through the Resource Solutions operating segment. In fiscal year 2025, we moved certain operations between our regional operating segments to align geographically, including a landfill that we own from the Western region to the Mid-Atlantic region and a collection and transfer station operation from our Western region to our Eastern region. Certain prior period amounts have been reclassified between regional operating segments to conform to the current period presentation, resulting in operating income (loss) by segment reported in fiscal year 2024 to have been updated. Legal, tax, information technology, human resources, certain finance and accounting and other administrative functions are included in our Corporate Entities segment, which is not a reportable operating segment.

A summary of revenues by reportable operating segment (in millions) follows:

| | Fiscal Year Ended December 31, | | $ |
|---|---|---|---|
| | 2025 | 2024 | Change |
| Eastern | $ 472.6 | $ 443.8 | $ 28.8 |
| Western | 663.2 | 561.5 | 101.7 |
| Mid-Atlantic | 341.1 | 222.1 | 119.0 |
| Resource Solutions | 359.9 | 329.9 | 30.0 |
| Total | $ 1,836.8 | $ 1,557.3 | $ 279.5 |

A summary of operating income (loss) by operating segment (in millions) follows:

| | Fiscal Year Ended December 31, | | $ |
|---|---|---|---|
| | 2025 | 2024 | Change |
| Eastern | $ 72.6 | $ 62.7 | $ 9.9 |
| Western | 121.2 | 111.7 | 9.5 |
| Mid-Atlantic | (20.4) | (19.6) | (0.8) |
| Resource Solutions | 29.2 | 28.4 | 0.8 |
| Corporate Entities | (138.9) | (110.4) | (28.5) |
| Total | $ 63.7 | $ 72.8 | $ (9.1) |

***Eastern Region***

A summary of the period-to-period change in solid waste revenues (dollars in millions and as percentage growth of Eastern region solid waste revenues) follows:

| | Period-to-Period Change For Fiscal Year 2025 vs Fiscal Year 2024 | |
|---|---|---|
| | Amount | % Growth |
| Price | $ 20.8 | 4.7 % |
| Volume | (7.1) | (1.6)% |
| Surcharges and other fees | 0.4 | 0.1 % |
| Commodity price and volume | (0.4) | (0.1)% |
| Acquisitions | 15.1 | 3.4 % |
| Solid waste revenues | $ 28.8 | 6.5 % |

Solid waste revenues increased in fiscal year 2025 as compared to the prior year, primarily driven by (i) higher collection pricing of $16.5 million, or 5.1% as a percentage of collection revenues, (ii) the contribution from acquisitions, and (iii) higher disposal pricing of $4.3 million, or 3.9% as a percentage of disposal revenues; partially offset by (a) lower disposal volume of $(6.0) million, or (5.4)% as a percentage of disposal revenues, primarily related to transfer stations, and (b) lower collection volume of $(1.1) million, or (0.3)% as a percentage of collection revenues.

Operating income increased in fiscal year 2025 by $9.9 million as compared to the prior year. The year-over-year increase was driven by (i) revenue growth, described above, (ii) fiscal year 2024 including a charge related to the Southbridge Landfill, (iii) lower leachate disposal costs, and (iv) lower accruals related to incentive compensation; partially offset by (a) higher costs associated with operating and supporting acquired businesses, including the impact of amortization of acquired intangibles, (b) higher accretion and landfill amortization expense associated with changes in the timing and cost estimates of our closure, post-closure, and capping obligations, (c) higher expense related to insurance claims, (d) legal penalties associated with leachate management at a landfill we own, (e) higher expense from acquisition activities, (f) increased depreciation expense due to acquisitions and investment in property and equipment, (g) lower contributions related to intercompany subcontracting with our National Accounts business, and (h) general cost inflation, including for disposal, labor, and maintenance costs.

See further discussion about the expense from acquisition activities and the charge related to the Southbridge Landfill above in "*Operating Expenses*".

***Western Region***

A summary of the period-to-period change in solid waste revenues (dollars in millions and as percentage growth of Western region solid waste revenues) follows:

| | Period-to-Period Change For Fiscal Year 2025 vs Fiscal Year 2024 | |
|---|---|---|
| | Amount | % Growth |
| Price | $ 31.7 | 5.7 % |
| Volume | (3.7) | (0.7)% |
| Surcharges and other fees | 2.9 | 0.5 % |
| Commodity price and volume | (1.0) | (0.2)% |
| Acquisitions | 71.8 | 12.8 % |
| Solid waste revenues | $ 101.7 | 18.1 % |

Revenues increased in fiscal year 2025 as compared to the prior year, primarily driven by (i) the contribution from acquisitions, (ii) higher collection pricing of $23.9 million, or 5.7% as a percentage of collection revenues, (iii) higher disposal pricing of $7.8 million, or 5.9% as a percentage of disposal revenues, and (iv) higher disposal volume of $0.2 million, or 0.1% as a percentage of disposal revenues, related to higher transfer station volumes, counteracted by lower landfill and transportation volumes; partially offset by lower collection volume of $(3.9) million, or (0.9)% as a percentage of collection operations.

Operating income increased in fiscal year 2025 by $9.5 million as compared to the prior year. The year-over-year increase was due to (i) revenue growth, described above, (ii) higher contributions related to intercompany subcontracting with our National Accounts business, (iii) lower leachate disposal costs, (iv) lower expense from acquisition activities, and (v) lower short-term equipment rental costs related to the timing of the delivery of fleet vehicles; partially offset by (a) higher directs costs associated with increased transfer station volumes, (b) higher costs associated with operating and supporting acquired businesses, including the impact of amortization of acquired intangibles, (c) higher accretion and landfill amortization expense associated with changes in the timing and cost estimates of our closure, post-closure, and capping obligations, as well as higher landfill volumes, (d) higher landfill operating lease amortization as well as host community fees and royalties primarily related to higher landfill tonnages at a landfill we lease, (e) higher expense related to insurance claims, (f) increased depreciation expense due to acquisitions and investment in property and equipment, (g) general cost inflation, including for disposal, labor, and maintenance costs, and (h) the recovery in fiscal year 2024 related to the landfill capping veneer failure.

See further discussion about the expense from acquisition activities and the landfill capping (recovery) charge - veneer failure above in "*Operating Expenses*".

***Mid-Atlantic Region***

A summary of the period-to-period change in solid waste revenues (dollars in millions and as percentage growth of Mid-Atlantic region solid waste revenues) follows:

| | Period-to-Period Change For Fiscal Year 2025 vs Fiscal Year 2024 | |
|---|---|---|
| | Amount | % Growth |
| Price | $ 7.6 | 3.4 % |
| Volume | (0.3) | (0.1)% |
| Intercompany transfers to National Accounts | (5.0) | (2.2)% |
| Surcharges and other fees | 5.5 | 2.3 % |
| Acquisitions | 111.2 | 50.1 % |
| Solid waste revenues | $ 119.0 | 53.5 % |

Revenues increased in fiscal year 2025 as compared to the prior year, primarily driven by (i) the contribution from acquisitions, (ii) higher collection pricing of $7.5 million, or 3.5% as a percentage of collection revenues, (iii) higher surcharges and other fees due to higher revenues associated with legacy fuel cost recovery programs from acquired businesses, and (iv) higher disposal volume of $2.2 million, or 50.4% as a percentage of disposal revenues, primarily related to landfill operations; partially offset by (a) the internal transfer of customers and associated revenues previously managed under the Mid-Atlantic operating segment to the Resource Solutions operating segment, and (b) lower collection volume of $(2.5) million, or (1.1)% as a percentage of collection operations.

The operating loss increased by $(0.8) million in fiscal year 2025 as compared to the prior year. The year-over-year increase was due to (i) higher costs associated with operating and supporting acquired businesses, including the impact of amortization of acquired intangibles, (ii) increased depreciation expense due to acquisitions and investment in property and equipment, (iii) higher short-term equipment rental costs related to growth and the timing of the delivery of fleet vehicles, (iv) higher landfill amortization expense primarily due to higher landfill volumes, (v) higher expense related to insurance claims, and (vi) general cost inflation, including for disposal, labor, and maintenance costs; partially offset by (a) revenue growth, described above, (b) higher contributions related to intercompany subcontracting with our National Accounts business, (c) a decreased provision for expected credit losses related to improved expected collection of our accounts receivable, and (d) lower expense from acquisition activities, partly due to fiscal year 2024 including a charge for an increase in the reserve against accounts receivable of the businesses acquired in the GFL Acquisition as a result of our inability to pursue collections during the transition services period with the seller, resulting in accounts receivable aged beyond what is typical in our business.

See further discussion about the expense from acquisition activities above in "*Operating Expenses"*.

***Resource Solutions***

A summary of the period-to-period change in Resource Solutions revenues (dollars in millions and as percentage growth of Resource Solutions revenues) follows:

| | Period-to-Period Change For Fiscal Year 2025 vs Fiscal Year 2024 | |
|---|---|---|
| | Amount | % Growth |
| Price | $ 3.1 | 0.9 % |
| Volume | 21.0 | 6.4 % |
| Intercompany transfers from solid waste | 5.0 | 1.5 % |
| Facility closure | (1.9) | (0.6)% |
| Surcharges and other fees | (0.4) | (0.1)% |
| Acquisitions | 3.2 | 1.0 % |
| Resource Solutions revenues | $ 30.0 | 9.1 % |

Resource Solutions revenues increased in fiscal year 2025 as compared to the prior year, primarily driven by (i) higher tipping fees of $14.2 million, or 13.1% as a percentage of related revenues, primarily related to contract structures that work to offset recycled commodity price movements, (ii) higher National Accounts business volumes related to new business growth of $13.2 million, or 6.6% as a percentage of National Accounts revenues, (iii) National Accounts business pricing growth of $8.7 million, or 4.4% as a percentage of National Accounts revenues, (iv) higher recycling volumes of $8.6 million, or 8.0% as a percentage of related revenues, (v) the internal transfer of customers and associated revenues previously managed under the Mid-Atlantic operating segment to the Resource Solutions operating segment, (vi) the contribution from acquisitions and (vii) higher other processing price of $0.6 million, or 2.8% as a percentage of related revenues; partially offset by (a) lower recycled commodity price of $(20.4) million, or (18.9)% as a percentage of related revenues, (b) lower other processing revenues associated with an organic residuals composting facility in Maine that ceased operations in fiscal year 2025, and (c) lower other processing volumes of $(0.9) million, or (3.9)% as a percentage of related revenues.

Operating income increased in fiscal year 2025 by $0.8 million as compared to the prior year. The year-over-year increase was due to (i) revenue growth, described above and (ii) lower expense from acquisition activities; partially offset by (a) higher costs associated with operating and supporting acquired businesses, including the impact of amortization of acquired intangibles, (b) increased depreciation expense due to acquisitions and investment in property and equipment, (c) a charge associated with the ceasing of operations in fiscal year 2025 of an organic residuals composting facility in Maine, (d) higher intercompany expenses related to the subcontracting of our National Accounts business, and (e) general cost inflation, including for disposal, labor, and maintenance costs.

See further discussion about the expense from acquisition activities and the organics facility closure charge above in "*Operating Expenses"*.

*Corporate Entities*

Corporate Entities operating loss reflects costs, including legal, tax, information technology, human resources, certain finance and accounting and other administrative functions, depreciation and amortization expense and certain expense from acquisition activities, which are not allocated to our reportable operating segments.

Operating loss increased in fiscal year 2025 by $(28.5) million from the prior year due primarily to (i) higher costs associated with supporting acquired businesses, (ii) general cost inflation for salaries, wages, benefits and other overhead costs including those associated with information technology, marketing, sales and community relations efforts, (iii) higher accruals related to incentive compensation, (iv) higher depreciation expense associated with back office financial system infrastructure and (v) higher expense from acquisition activities; partially offset by lower legal expense associated with employee separation. See further discussion about the expense from acquisition activities above in "*Operating Expenses"*.

**Liquidity and Capital Resources**

We continually monitor our actual and forecasted cash flows, our liquidity, and our capital requirements in order to properly manage our liquidity needs as we move forward based on the capital intensive nature of our business and our growth acquisition strategy. As of December 31, 2025, we had $673.4 million of undrawn capacity under our $700.0 million revolving credit facility ("Revolving Credit Facility") and $123.8 million of cash and cash equivalents to help meet our short-term and long-term liquidity needs, as well as $93.1 million of restricted cash to be used for the Mountain State Waste Acquisition. We expect existing cash, cash equivalents and restricted cash non-current, combined with available cash flows from operations and financing activities to continue to be sufficient to fund our operating activities and cash commitments for investing and financing activities for at least the next 12 months and thereafter for the foreseeable future.

Our known current and long-term uses of cash include, among other possible demands: (i) acquisitions, (ii) capital expenditures and leases, (iii) repayments to service debt and other long-term obligations and (iv) payments for final capping, closure and post-closure asset retirement obligations and environmental remediation liabilities. We have made in the past, and plan to make in the future, acquisitions to expand service areas, densify existing operations, and grow services for our customers. Future acquisitions may include larger acquisitions that may be inside or outside of our existing market, which could require additional financing either in the form of debt or equity.

A summary of balance sheet items relevant to our liquidity (in millions) follows:

| | December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | $ Change |
| Cash, cash equivalents and restricted cash | $ 123.8 | $ 383.3 | $ (259.5) |
| Current assets, excluding cash, cash equivalents and restricted cash | $ 245.5 | $ 230.0 | $ 15.5 |
| Restricted cash and assets | $ 96.3 | $ 2.5 | $ 93.8 |
| Total current liabilities: | | | |
| Current liabilities, excluding current maturities of debt | $ 268.2 | $ 264.7 | $ 3.5 |
| Current maturities of debt | 25.7 | 42.6 | (16.9) |
| Total current liabilities | $ 293.9 | $ 307.3 | $ (13.4) |
| Debt, less current portion, excluding unamortized debt issuance costs | $ 1,142.9 | $ 1,105.5 | $ 37.4 |

Current assets, excluding cash, cash equivalents and restricted cash, increased $15.5 million, and current liabilities, excluding current maturities of debt, increased $3.5 million in fiscal year 2025, resulting in a $12.0 million increase in working capital, net (defined as current assets, excluding cash, cash equivalents and restricted cash, minus current liabilities, excluding current maturities of debt) from $(34.7) million as of December 31, 2024 to $(22.7) million as of December 31, 2025.

***Summary of Cash Flow Activity***

Cash, cash equivalents and restricted cash, including non-current, decreased $(166.4) million in fiscal year 2025. A summary of cash flows (in millions) follows:

| | Fiscal Year Ended December 31, | | $ Change |
|---|---|---|---|
| | 2025 | 2024 | |
| Net cash provided by operating activities | $ 329.8 | $ 281.4 | $ 48.4 |
| Net cash used in investing activities | $ (469.1) | $ (670.6) | $ 201.5 |
| Net cash (used in) provided by financing activities | $ (27.1) | $ 551.6 | $ (578.7) |

*Cash flows from operating activities.*

A summary of operating cash flows (in millions) follows:

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Net income | $ 7.9 | $ 13.5 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 306.8 | 234.9 |
| Interest accretion on landfill and environmental remediation liabilities | 14.7 | 11.6 |
| Amortization of debt issuance costs | 3.0 | 3.0 |
| Stock-based compensation | 14.2 | 12.2 |
| Operating lease right-of-use assets expense | 22.1 | 17.8 |
| Other items and charges, net | 2.0 | 13.0 |
| Landfill capping recovery - veneer failure | — | (0.9) |
| Deferred income taxes | 3.3 | 6.9 |
| | 374.0 | 312.0 |
| Changes in assets and liabilities, net | (44.2) | (30.6) |
| Net cash provided by operating activities | $ 329.8 | $ 281.4 |

Net cash provided by operating activities increased $48.4 million in fiscal year 2025 as compared to fiscal year 2024. This was the result of business growth, including from acquisition activity; partially offset by an increase in the unfavorable cash flow impact associated with the changes in our assets and liabilities, net of effects of acquisitions and divestitures. For discussion of our operational performance in fiscal year 2025 as compared to fiscal year 2024, see "*Results of Operations"* included in this Item 7. "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* of this Annual Report on Form 10-K.

*Cash flows from investing activities*.

A summary of investing cash flows (in millions) follows:

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Acquisitions, net of cash acquired | $ (224.2) | $ (468.6) |
| Additions to property and equipment | (245.0) | (203.2) |
| Additions to intangible assets | (0.7) | (0.3) |
| Proceeds from sale of property and equipment | 0.8 | 1.4 |
| Proceeds from property insurance settlement | — | 0.1 |
| Net cash used in investing activities | $ (469.1) | $ (670.6) |

A summary of the most significant items affecting the change in our investing cash flows follows:

*Acquisitions, net of cash acquired*. In fiscal year 2025, we acquired nine businesses, which included $(223.4) million of cash consideration, and made $(0.8) million in payments on businesses previously acquired, as compared to fiscal year 2024 during which we acquired eight businesses, which included $(469.2) million of cash consideration, and received $0.6 million, net in cash after working capital settlements, holdbacks and other consideration owed payments.

*Capital expenditures*. Capital expenditures were $(41.8) million higher in fiscal year 2025 as compared to fiscal year 2024 primarily due to acquisition activity and increased investment in our fleet and facilities; partially offset by lower landfill development spend.

*Cash flows from financing activities*.

A summary of financing cash flows (in millions) follows:

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Proceeds from debt borrowings | $ 91.5 | $ 846.8 |
| Principal payments on debt | (116.4) | (783.7) |
| Payments of debt issuance costs | (2.2) | (6.6) |
| Proceeds from the exercise of share-based awards | — | 0.3 |
| Proceeds from the public offering of Class A Common Stock | — | 496.2 |
| Payments of debt modification costs | — | (1.4) |
| Net cash (used in) provided by financing activities | $ (27.1) | $ 551.6 |

A summary of the most significant items affecting the change in our financing cash flows follows:

*Debt activity*. Net cash associated with debt activity decreased $(88.0) million in fiscal year 2025 compared to fiscal year 2024 primarily due to the timing of financing activities related to our industrial revenue bonds and entering into a second amended and restated credit agreement (the "Credit Agreement"), which amended and restated in its entirety our amended and restated credit agreement (the "Prior Credit Agreement") in fiscal year 2024, and debt payments, including quarterly debt repayments on the term loan facilities associated with the Prior Credit Agreement in fiscal year 2024. See Note 12, *Debt*, to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K for further disclosure regarding financing activities.

*Payments of debt issuance costs.* We paid $(2.2) million of debt issuance costs in fiscal year 2025 related to financing activities associated with our industrial revenue bonds as compared to $(6.6) million of debt issuance costs in fiscal year 2024 primarily related to refinancing activities associated with entering into the Credit Agreement.

*Payment of debt modification costs*. We paid $(1.4) million of agent fees and other third-party costs in fiscal year 2024 associated with refinancing the Credit Agreement.

*Proceeds from the public offering of Class A Common Stock.* In fiscal year 2024, we completed a public offering of 5.2 million shares of our Class A common stock at a public offering price of $100.00 per share. After deducting stock issuance costs, including underwriting discounts, commissions and offering expenses, the offering resulted in net proceeds of $496.2 million. The net proceeds from this offering were used to repay borrowings under our Revolving Credit Facility, to fund acquisition activity and for general corporate purposes.

***Outstanding Long-Term Debt***

*Credit Facility*

As of December 31, 2025, we are party to the Credit Agreement, which provides for a $800.0 million aggregate principal amount term loan A facility and a $700.0 million Revolving Credit Facility, with a $155.0 million sublimit for letters of credit (collectively, the "Credit Facility"). We have the right to request, at our discretion, an increase in the amount of loans under the Credit Facility by an aggregate amount of $200.0 million, subject to further increase based on the terms and conditions set forth in the Credit Agreement. The Credit Facility has a 5-year term that matures in September 2029. The Credit Facility shall bear interest, at our election, at term secured overnight financing rate ("Term SOFR") or at a base rate, in each case plus or minus any sustainable rate adjustment of up to positive or negative 4.0 basis points per annum, plus an applicable interest rate margin based upon our consolidated net leverage ratio as follows:

| | Term SOFR Loans | Base Rate Loans |
|---|---|---|
| Credit Facility | 1.300% to 2.175% | 0.300% to 1.175% |

A commitment fee will be charged on undrawn amounts of our Revolving Credit Facility based upon our consolidated net leverage ratio in the range of 0.200% to 0.400% per annum, plus a sustainability adjustment of up to positive or negative 1.0 basis point per annum. The Credit Agreement provides that Term SOFR is subject to a zero percent floor. We are also required to pay a fronting fee for each letter of credit of 0.250% per annum. Interest under the Credit Agreement is subject to increase by 2.000% per annum during the continuance of a payment default and may be subject to increase by 2.000% per annum during the continuance of any other event of default. The Credit Facility is guaranteed jointly and severally, fully and unconditionally by all of our significant wholly-owned subsidiaries and secured by substantially all of our assets. As of December 31, 2025, further advances were available under the Credit Facility in the amount of $673.4 million. The available amount is net of outstanding irrevocable letters of credit totaling $26.6 million, and as of December 31, 2025, no amount had been drawn.

The Credit Agreement requires us to maintain a minimum interest coverage ratio and a maximum consolidated net leverage ratio, to be measured at the end of each fiscal quarter. As of December 31, 2025, we were in compliance with all financial covenants contained in the Credit Agreement as follows (in millions):

| Credit Facility Covenant | Fiscal Year Ended December 31, 2025 | Covenant Requirements at December 31, 2025 |
|---|---|---|
| Maximum consolidated net leverage ratio (1) | 2.34 | 4.00 |
| Minimum interest coverage ratio | 7.56 | 3.00 |

(1) The maximum consolidated net leverage ratio is calculated as consolidated funded debt, net of up to $100.0 million of unencumbered cash and cash equivalents (calculated at $1,068.6 million as of December 31, 2025, or $1,168.6 million of consolidated funded debt less $100.0 million total of unencumbered cash and cash equivalents), divided by consolidated EBITDA. Consolidated EBITDA is based on operating results for the twelve months preceding the measurement date of December 31, 2025. Consolidated funded debt, net and consolidated EBITDA as defined by the Credit Agreement ("Consolidated EBITDA") are non-GAAP financial measures that should not be considered an alternative to any measure of financial performance calculated and presented in accordance with generally accepted accounting principles in the United States ("GAAP"). A reconciliation of net cash provided by operating activities to Consolidated EBITDA is as follows (in millions):

| | Twelve Months Ended December 31, 2025 |
|---|---|
| Net cash provided by operating activities | $ 329.8 |
| Changes in assets and liabilities, net of effects of acquisitions and divestitures | 44.3 |
| Stock based compensation | (14.2) |
| Operating lease right-of-use assets expense | (10.1) |
| Other items and charges, net | (2.0) |
| Interest expense, less amortization of debt issuance costs | 59.5 |
| Provision for income taxes, net of deferred income taxes | 1.9 |
| Adjustments as allowed by the Credit Agreement (1) | 47.5 |
| Consolidated EBITDA | $ 456.7 |

(1) Adjustments as allowed by the Credit Agreement includes the estimated annual pro forma impact of acquisitions on Consolidated EBITDA.

In addition to the financial covenants, the Credit Agreement contains a number of important customary affirmative and negative covenants which restrict, among other things, our ability to sell assets, incur additional debt, create liens, make investments, and pay dividends. We do not believe that these restrictions impact our ability to meet future liquidity needs. As of December 31, 2025, we were in compliance with all covenants contained in the Credit Agreement.

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 unable to repay debt to our lenders or were 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.

Based on the seasonality of our business, operating results in the late fall, winter and early spring months are generally lower than the remainder of our fiscal year. Given the cash flow impact that this seasonality, the capital intensive nature of our business and the timing of debt payments has on our business, we could incur higher debt borrowings in order to meet our liquidity needs during these times. Consequently, our availability and performance against our financial covenants may tighten during these times as well.

*Tax-Exempt Financings and Other Debt*

As of December 31, 2025, we had outstanding $273.5 million aggregate principal amount of tax-exempt bonds, $94.0 million aggregate principal amount of finance leases and $1.1 million aggregate principal amount of notes payable.

See Note 12, *Debt* to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K for disclosure regarding our debt.

**Contractual Obligations**

The following table sets forth a summary of our significant contractual cash obligations (in thousands) as of December 31, 2025. These obligations are reflected in our consolidated balance sheet and include obligations with scheduled maturities, as well as significant obligations pertaining to accrued environmental remediation liabilities, accrued closure and post-closure obligations relating to an organic residuals composting facility that ceased operations in fiscal year 2025 and final capping, closure and post-closure asset retirement obligations at our landfills. Accordingly, this table is not meant to represent a forecast of our total cash expenditures for any of the periods presented (in thousands).

| | Less than one year | 1 - 3 years | 3 - 5 years | More than 5 years | Total |
|---|---|---|---|---|---|
| Debt | $ 25,735 | $ 57,916 | $ 841,994 | $ 242,987 | $ 1,168,632 |
| Interest (1) | 58,301 | 113,671 | 67,615 | 160,485 | 400,072 |
| Non-cancellable operating leases | 8,937 | 14,875 | 10,187 | 39,052 | 73,051 |
| Landfill operating lease contracts | 6,915 | 11,789 | 8,437 | 11,805 | 38,946 |
| Pension plan contributions | 147 | 282 | 294 | 847 | 1,570 |
| Organics facility closure and post-closure | 598 | 52 | 18 | 349 | 1,017 |
| Environmental remediation | 1,245 | 582 | 609 | 3,094 | 5,530 |
| Final capping, closure and post-closure | 9,764 | 56,867 | 33,659 | 311,988 | 412,278 |
| Total contractual cash obligations (2) | $ 111,642 | $ 256,034 | $ 962,813 | $ 770,607 | $ 2,101,096 |

(1) Based on debt balances as of December 31, 2025. Interest obligations related to variable rate debt were calculated using variable rates in effect at December 31, 2025.

(2) Contractual cash obligations do not include accounts payable or accrued liabilities, which will be paid in the fiscal year ending December 31, 2026.

We have no contractual obligations related to unrecognized tax benefits at December 31, 2025. For further description regarding contractual obligations, see Note 8, *Leases*, Note 10, *Final Capping, Closure and Post-Closure Costs,* Note 12, *Debt,* Note 13, *Commitments and Contingencies*, Note 16, *Employee Benefit Plans* and Note 18, *Other Items and Charges* to our consolidated financial statements included in Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K.

**Inflation**

Inflationary increases in costs have materially affected, and may continue to materially affect, our operating margins and cash flows. However, we believe that our flexible pricing structures and cost recovery fees are allowing us to recover and will continue to allow us to recover certain inflationary costs from our customer base. Consistent with industry practice, most of our contracts and service agreements provide for a pass-through of certain costs to our customers, including increases in landfill tipping fees and in most cases fuel costs, intended to mitigate the impact of inflation on our operating results. We have also implemented a number of operating efficiency programs that seek to improve productivity and reduce our service costs, and our fuel cost recovery programs, primarily the energy component of our energy and environmental fee ("E&E Fee(s)"), which is designed to recover escalating fuel price fluctuations above a periodically reset floor. Despite these programs, competitive factors may require us to absorb at least a portion of these cost increases. See Item 7A. "*Quantitative and Qualitative Disclosures about Market Risk"* of this Annual Report on Form 10-K for additional information regarding our fuel cost recovery programs. Additionally, management's estimates associated with inflation have had, and will continue to have, an impact on our accounting for landfill and environmental remediation liabilities.

**Regional Economic Conditions**

Our business is primarily located in the eastern United States. Therefore, our business, financial condition and operational results are susceptible to downturns in the general economy in this geographic region and other factors affecting the region, such as state and local regulations, labor availability and severe weather conditions. We are unable to forecast or determine the timing and/or the future impact of a sustained economic slowdown or other factors affecting the region.

**Critical Accounting Estimates and Assumptions**

Our consolidated financial statements have been prepared in accordance with GAAP and necessarily include certain estimates and judgments made by management. On an on-going basis, management evaluates its estimates and judgments which are based on historical experience and on various other factors that are believed to be reasonable under the circumstances. The results of their evaluation form the basis for making judgments about the carrying values of assets and liabilities. However, even under optimal circumstances, estimates routinely require adjustments based on changing assumptions and circumstances, or new or better information becoming available. Accordingly, actual results may differ from these estimates under different assumptions and circumstances.

The following is a list of accounting policies that we believe are the most critical in understanding our consolidated financial position, results of operations and cash flows and that may require management to make subjective or complex judgments about matters that are inherently uncertain. Our significant accounting policies are more fully discussed in Note 3, *Summary of Significant Accounting Policies* of our consolidated financial statements included in Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K.

***Landfill Accounting***

*Landfill Development Costs.* We estimate the total cost to develop each of our landfill sites to its remaining permitted and expansion capacity (see landfill development costs discussed within the "*Property and Equipment*" accounting policy more fully discussed in Note 3, *Summary of Significant Accounting Policies* of our consolidated financial statements included in Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K). The projection of these landfill costs is dependent, in part, on future events. The remaining amortizable basis of each landfill includes costs to develop a site to its remaining permitted and expansion capacity and includes amounts previously expended and capitalized, net of accumulated airspace amortization, and projections of future purchase and development costs including capitalized interest. The interest capitalization rate is based on our weighted average interest rate incurred on borrowings outstanding during the period.

Under life-cycle accounting, all costs related to acquisition and construction of landfill sites are capitalized and charged to expense based on tonnage placed into each site. Landfill permitting, acquisition and preparation costs are amortized on the units-of-consumption method as landfill airspace is consumed. In determining the amortization rate for each of our landfills, preparation costs include the total estimated costs to complete construction of the landfills' permitted and expansion capacity. The average amortization rate per ton for our landfills during fiscal years 2025 and 2024 was $7.87 and $7.52, respectively.

*Final Capping, Closure and Post-Closure Costs.* The cost estimates for final capping, closure and post-closure activities at landfills for which we have responsibility are estimated based on our interpretations of current requirements and proposed or anticipated regulatory changes. Our investment in final capping, closure and post-closure activities is focused on meeting these regulations, therefore, reducing emissions of air pollutants from our landfills.

We also estimate additional costs based on the amount a third party would charge us to perform such activities even when we expect to perform these activities internally. We estimate the airspace to be consumed related to each final capping event and the timing of construction related to each final capping event and of closure and post-closure activities. Because landfill final capping, closure and post-closure obligations are measured at estimated fair value using present value techniques, changes in the estimated timing of construction of future landfill final capping and closure and post-closure activities would have an effect on these liabilities, related assets and results of operations.

Final capping activities include the installation of liners, drainage, compacted soil layers and topsoil over areas of a landfill where total airspace has been consumed and waste is no longer being received. Final capping activities occur throughout the life of the landfill. Our engineering personnel estimate the cost for each final capping event based on the acreage to be capped, along with the final capping materials and activities required. The estimates also consider when these costs would actually be paid and factor in inflation and discount rates. The engineers then quantify the landfill capacity associated with each final capping event and the costs for each event are amortized over that capacity as waste is received at the landfill.

Closure and post-closure costs represent future estimated costs related to monitoring and maintenance of a solid waste landfill after a landfill facility ceases to accept waste and closes. We estimate, based on input from our engineers, accountants, lawyers, managers and others, our future cost requirements for closure and post-closure monitoring and maintenance based on our interpretation of the technical standards of the Subtitle D regulations and the air emissions standards under the Clean Air Act of 1970, as amended, as they are being applied on a state-by-state basis. Closure and post-closure accruals for the cost of monitoring and maintenance include site inspection, groundwater monitoring, leachate management, methane gas control and recovery, and operation and maintenance costs to be incurred for a period which is generally for a term of 30 years after final closure of a landfill. In determining estimated future closure and post-closure costs, we consider costs associated with permitted and permittable airspace. 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 for further disclosure about final capping, closure and post-closure asset retirement costs, including revisions in estimates.

*Remaining Permitted Airspace.* Our engineers, in consultation with third-party engineering consultants and surveyors, are responsible for determining remaining permitted airspace at our landfills. The remaining permitted airspace is determined by an annual survey, which is then used to compare the existing landfill topography to the expected final landfill topography.

*Expansion Airspace.* We currently include unpermitted expansion airspace in our estimate of remaining permitted and expansion airspace in certain circumstances. To be considered expansion airspace all of the following criteria must be met:

- we control the land on which the expansion is sought;
- all technical siting criteria have been met or a variance has been obtained or is reasonably expected to be obtained;
- we have not identified any legal or political impediments which we believe will not be resolved in our favor;
- we are actively working on obtaining any necessary permits and we expect that all required permits will be received; and
- senior management has approved the project based on a review of the engineering design and determination that the financial return profile meets our investment criteria.

For unpermitted airspace to be included in our estimate of remaining permitted and expansion airspace, the expansion effort must meet all of the criteria listed above. These criteria are evaluated annually by our engineers, accountants, lawyers, managers and others to identify potential obstacles to obtaining the permits. Once the remaining permitted and expansion airspace is determined in cubic yards, an airspace utilization factor ("AUF") is established to calculate the remaining permitted and expansion capacity in tons. The AUF is established using a process that considers the measured density obtained from annual surveys. When we include the expansion airspace in our calculation of remaining permitted and expansion airspace, we include the projected costs for development, as well as the projected asset retirement costs related to final capping, closure and post-closure of the expansion airspace in the amortization basis of the landfill. See Part I. Item 1. "*Business*" of this Annual Report on Form 10-K for more disclosure about permitted and permittable capacity at our landfills.

After determining the costs and the remaining permitted and expansion capacity at each of our landfills, we determine the per ton rates that will be expensed as waste is received and deposited at each of our landfills by dividing the costs by the corresponding number of tons. We calculate per ton amortization rates for assets associated with each final capping event, for assets related to closure and post-closure activities, and for all other costs capitalized or to be capitalized in the future for each landfill. These rates per ton are updated annually, or more frequently, as significant facts change.

It is possible that actual results, including the amount of costs incurred, the timing of final capping, closure and post-closure activities, our airspace utilization or the success of our expansion efforts could ultimately turn out to be significantly different from our estimates and assumptions. To the extent that such estimates or related assumptions prove to be significantly different than actual results, lower profitability may be experienced due to higher amortization rates, higher final capping, closure or post-closure rates, or higher expenses. Higher profitability may result if the opposite occurs. Most significantly, if it is determined that the expansion capacity should no longer be considered in calculating the recoverability of the landfill asset, we may be required to recognize an asset impairment. If it is determined that the likelihood of receiving an expansion permit has become remote, the capitalized costs related to the expansion effort are expensed immediately.

***Accounts Receivable, Net of Allowance for Credit Losses***

Accounts receivable represent receivables from customers for collection, transfer, recycling, disposal and other services. Our accounts receivable are recorded when billed or when related revenue is earned, if earlier, and represent claims against third parties that will be settled in cash. The carrying value of our accounts receivable, net of allowance for credit losses represents its estimated net realizable value. Estimates are used in determining our allowance for credit losses based on, among other things, our historical loss trends, the age of outstanding accounts receivable, and current and expected economic conditions. Additions charged to expense in fiscal year 2025 consider the current economic conditions and the potential impact to our customers' ability to pay for services that we have provided. Our reserve is evaluated and revised on a quarterly basis. Past due accounts receivable are written off when deemed to be uncollectible. See Note 6, *Accounts Receivable, Net of Allowance for Credit Losses* to our consolidated financial statements under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K for further disclosure about changes to the allowance for credit losses.

***Goodwill and Other Intangibles***

In testing for goodwill impairment, we estimate the fair value of each reporting unit, which we have determined to be our geographic operating segments and our Resource Solutions operating segment and compare the fair value with the carrying value of the net assets of each reporting unit. If the fair value is less than its carrying value, then we would recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, noting that the amount is not to exceed the total amount of goodwill allocated to that reporting unit.

To determine the fair value of each of our reporting units as a whole, we use discounted cash flow analyses, which require significant assumptions and estimates about the future operations of each reporting unit. Significant judgments inherent in this analysis include the determination of appropriate discount rates, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are based on financial forecasts developed internally by management. Our discount rate assumptions are based on an assessment of our risk adjusted discount rate, applicable for each reporting unit. In assessing the reasonableness of our determined fair values of our reporting units, we evaluate our results against our current market capitalization.

We elected to perform a quantitative analysis as part of our annual goodwill impairment test for fiscal year 2025. As of October 1, 2025, our Eastern, Western, Mid-Atlantic and Resource Solutions reporting units indicated that the fair value of each reporting unit exceeded its carrying amount, including goodwill. The fair value of our Eastern, Western, Mid-Atlantic and Resource Solutions reporting units exceeded its carrying value by in excess of 35%. We incurred no impairment of goodwill as a result of our annual goodwill impairment tests in fiscal years 2025 or 2024. However, there can be no assurance that goodwill will not be impaired at any time in the future.

Intangible assets consist primarily of covenants not-to-compete, customer relationships and trade names. Intangible assets are recorded at fair value as of the date of each acquisition, primarily using discounted cash flow analyses, and are amortized based on the economic benefit provided or using the sum of years digits or straight-line methods over their estimated useful lives. Significant judgments inherent in these analyses include the determination of appropriate discount rates and the amount and timing of expected future cash flows. Covenants not-to-compete, customer relationships, and trade names are typically amortized over a term of no more than 10 years. See Note 5, *Business Combinations* and Note 9, *Goodwill and Intangible Assets* to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K for further disclosure.

***Recovery of Long-Lived Assets***

We continually assess whether events or changes in circumstances have occurred that may warrant revision of the estimated useful lives of our long-lived assets (other than goodwill) or whether the remaining balances of those assets should be evaluated for possible impairment. Long-lived assets include, for example, capitalized landfill costs, property and equipment, identifiable intangible assets, and operating lease right-of-use assets. Events or changes in circumstances that may indicate that an asset may be impaired include the following:

- a significant decrease in the market price of an asset or asset group;
- a significant adverse change in the extent or manner in which an asset or asset group is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of an asset or asset group, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group;
- a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life; or
- an impairment of goodwill at a reporting unit.

There are certain indicators listed above that require significant judgment and understanding of the waste industry when applied to landfill development or expansion. For example, a regulator may initially deny a landfill expansion permit application although the expansion permit is ultimately granted. In addition, management may periodically divert waste from one landfill to another to conserve remaining permitted landfill airspace. Therefore, certain events could occur in the ordinary course of business and not necessarily be considered indicators of impairment due to the unique nature of the waste industry.

If an impairment indicator occurs, we perform a test of recoverability by comparing the carrying value of the asset or asset group to its undiscounted expected future cash flows. We group our long-lived assets for this purpose at the lowest level for which identifiable cash flows are primarily independent of the cash flows of other assets or asset groups. If the carrying values are in excess of undiscounted expected future cash flows, we measure any impairment by comparing the fair value of the asset or asset group to its carrying value.

To determine fair value, we use discounted cash flow analyses and estimates about the future cash flows of the asset or asset group. This analysis includes a determination of an appropriate discount rate, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are typically based on financial forecasts developed internally by management. The discount rate used is commensurate with the risks involved. We may also rely on third-party valuations and or information available regarding the market value for similar assets.

If the fair value of an asset or asset group is determined to be less than the carrying amount of the asset or asset group, impairment in the amount of the difference is recorded in the period that the impairment occurs. Estimating future cash flows requires significant judgment and projections may vary from the cash flows eventually realized. We incurred no impairment of long-lived assets in fiscal years 2025 or 2024. However, there can be no assurance that long-lived assets will not be impaired at any time in the future.

***Business Combinations***

We acquire businesses in the waste industry, including non-hazardous waste collection, transfer station, recycling and disposal operations, as part of our growth strategy. Businesses are included in the consolidated financial statements from the date of acquisition.

We recognize, separately from goodwill, the identifiable assets acquired and liabilities assumed at their estimated acquisition-date fair values. We measure and recognize goodwill as of the acquisition date as the excess of: (a) the aggregate of the fair value of consideration transferred, the fair value of any noncontrolling interest in the acquiree (if any) and the acquisition date fair value of our previously held equity interest in the acquiree (if any), over (b) the fair value of assets acquired and liabilities assumed. If information about facts and circumstances existing as of the acquisition date is incomplete by the end of the reporting period in which a business combination occurs, we will report provisional amounts for the items for which the accounting is incomplete. The measurement period ends once we receive the information we were seeking; however, this period will not extend beyond one year from the acquisition date. Any material adjustments recognized during the measurement period will be recognized in the consolidated financial statements in the reporting period in which the adjustment amounts are determined. All acquisition-related transaction and restructuring costs are to be expensed as incurred. 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 for further disclosure.

***Self-Insurance Liabilities and Related Costs***

We are self-insured for vehicles and workers' compensation with reinsurance coverage limiting our maximum exposure. In fiscal year 2025, our maximum exposure per individual event under the workers' compensation plan was $1.5 million. In fiscal year 2025, our minimum and maximum exposure per individual event under the automobile plan were up to $2.5 million and $4.5 million, respectively. The liability for unpaid claims and associated expenses, including incurred but not reported losses, is determined by management with the assistance of a third-party actuary and reflected in our consolidated balance sheets as an accrued liability. We use a third party to track and evaluate actual claims experience for consistency with the data used in the annual actuarial valuation. The actuarial-determined liability is calculated based on historical data, which considers both the frequency and settlement amount of claims. Our self-insurance reserves totaled $31.6 million and $24.9 million as of December 31, 2025 and December 31, 2024, respectively. Our estimated accruals for these liabilities could be significantly different than our ultimate obligations if variables such as the frequency or severity of future events differ significantly from our assumptions.

***Income Taxes***

We use estimates to determine our provision for income taxes and related assets and liabilities and any valuation allowance recorded against our net deferred tax assets. Valuation allowances have been established for the possibility that tax benefits may not be realized for certain deferred tax assets. Deferred income taxes are recognized based on the expected future tax consequences of differences between the financial statement basis and the tax basis of assets and liabilities, calculated using currently enacted tax rates. We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making this determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event we determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we will make an adjustment to the valuation allowance which would reduce the provision for income taxes.

We account for income tax uncertainties according to guidance on the recognition, derecognition and measurement of potential tax benefits associated with tax positions. We recognize interest and penalties relating to income tax matters as a component of income tax expense.

See Note 17, *Income Taxes* to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K for further disclosure.

***Contingent Liabilities***

We are subject to various legal proceedings, claims and regulatory matters, the outcomes of which are subject to significant uncertainty. We determine whether to disclose or accrue for loss contingencies based on an assessment of whether the risk of loss is remote, reasonably possible or probable, and whether it can be reasonably estimated. We analyze our litigation and regulatory matters based on available information to assess the potential liabilities. Management's assessment is developed based on an analysis of possible outcomes under various strategies. We accrue for loss contingencies when such amounts are probable and reasonably estimable. If a contingent liability is only reasonably possible, we will disclose the potential range of the loss, if estimable. We record losses related to contingencies in cost of operations or general and administration expenses, depending on the nature of the underlying transaction leading to the loss contingency. See Note 13, *Commitments and Contingencies* to our consolidated financial statements included under Item 8. "*Financial Statement and Supplementary Data"* of this Annual Report on Form 10-K for disclosure about loss contingencies, as applicable.

***Stock-Based Compensation***

Our equity awards granted generally consist of stock options, restricted stock awards, restricted stock units and market-based performance stock units. The fair value of each stock option grant is estimated using a Black-Scholes option-pricing model. The fair value of restricted stock award and restricted stock unit grants is at a price equal to the fair market value of our Class A common stock at the date of grant. Compensation expense associated with our stock options, restricted stock awards and restricted stock units is recognized as expense in general and administration expense over the employee's requisite service period. The fair value of market-based performance stock unit grants is valued using a Monte Carlo pricing model and compensation expense is recognized as expense in general and administration expense ratably over the performance period based on our estimated achievement of the established performance criteria. For purposes of calculating stock-based compensation expense, forfeitures are accounted for as they occur. See Note 14, *Stockholders' Equity* to our consolidated financial statements included under Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K for further disclosure.

**New Accounting Standards**

For a description of the new accounting standards that may affect us, see Note 2, *Accounting Changes* to our consolidated financial statements included in Item 8. "*Financial Statements and Supplementary Data"* of this Annual Report on Form 10-K.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the normal course of business we are exposed to market risks, including changes in diesel fuel prices, interest rates and certain commodity prices. We have a variety of strategies to mitigate these market risks, including those discussed below.

**Fuel Price Risk**

The price and supply of fuel are unpredictable and fluctuate 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, and price escalations for fuel increase our operating expenses. We have fuel cost recovery programs, primarily the energy component of our E&E Fee which is designed to offset some or all of the impact of diesel fuel price increases above a periodically reset floor and contemplates a minimum customer participation level to cover changes in our fuel costs. The energy component of the E&E Fee floats on a monthly basis based upon changes in a published diesel fuel price index and is tied to a price escalation index with a look-back provision, which results in a timing lag in our ability to match the changes in the fuel cost component of the fee to diesel fuel price fluctuations during periods of rapid price changes. In certain circumstances, a substantial rise or drop in fuel costs could materially affect our revenue and costs of operations. However, a substantial rise or drop in fuel costs should not have a material impact on our results of operations. In addition, we are susceptible to increases in fuel surcharges from our vendors.

Based on our consumption levels in the last twelve months ended December 31, 2025, combined with our expected fuel consumption related to recently closed acquisitions, and after considering physically settled fuel contracts, we believe a $0.40 cent per gallon change in the price of diesel fuel would change our direct fuel costs by approximately $5.9 million per year. Offsetting these changes in direct fuel expense would be changes in the energy component of the E&E Fees charged to our customers. Based on participation rates as of December 31, 2025, and considering recently closed acquisitions, we believe a $0.40 cent per gallon change in the price of diesel fuel would change the energy component of the E&E Fee by approximately $5.6 million per year. In addition to direct fuel costs related to our consumption levels, we are also subject to fuel surcharge expense from third-party transportation providers. Other operational costs and capital expenditures may also be impacted by fuel prices.

Our fuel costs were $65.6 million in fiscal year 2025, or 3.6% of revenue, compared to $56.8 million in fiscal year 2024, or 3.6% of revenue.

**Commodity Price Risk**

We market a variety of materials, including fibers such as old corrugated cardboard and old newsprint, plastics, glass, ferrous and aluminum metals. We may use a number of strategies to mitigate impacts from these recycled material commodity price fluctuations including: (1) charging collection customers a floating sustainability recycling adjustment fee to reduce recycling commodity risks; (2) providing in-bound materials recovery facilities ("MRF") customers with a revenue share or indexed materials purchases in higher commodity price markets, or charging these same customers a processing cost or tipping fee per ton in lower commodity price markets; (3) selling recycled commodities to out-bound MRF customers through floor price or fixed price agreements; or (4) entering into fixed price contracts or hedges that mitigate the variability in cash flows generated from the sales of recycled paper at floating prices. Although we have introduced these risk mitigation programs to help offset volatility in commodity prices and to offset higher labor or capital costs to meet more stringent contamination standards, we cannot provide assurance that we can use these programs with our customers in all circumstances or that they will mitigate these risks in an evolving recycling environment. We do not use financial instruments for trading purposes and are not a party to any leveraged derivatives. As of December 31, 2025, we were not party to any commodity hedging agreements.

Should recycled material commodity prices change by $10 per ton, we estimate that our annual operating income margin would change by approximately $1.0 million annually. Our sensitivity to changes in commodity prices is complex because each customer contract is unique relative to revenue sharing, tipping or processing fees and other arrangements. The above operating income impact may not be indicative of future operating results and actual results may vary materially.

**Interest Rate Risk**

Our strategy to reduce exposure to interest rate risk involves entering into interest rate derivative agreements to hedge against adverse movements in interest rates related to the variable rate portion of our long-term debt. We have designated these derivative instruments as highly effective cash flow hedges, and therefore the change in fair value is recorded in our stockholders' equity as a component of accumulated other comprehensive (loss) income, net of tax and included in interest expense at the same time as interest expense is affected by the hedged transactions. Differences paid or received over the life of the agreements are recorded as additions to or reductions of interest expense on the underlying debt and included in cash flows from operating activities.

As of both December 31, 2025 and December 31, 2024, our active interest rate derivative agreements had a total notional amount of $515.0 million. According to the terms of the agreements, we receive interest based on Term SOFR, restricted by a 0.0% floor, and pay interest at a weighted average rate of approximately 3.6%. These agreements mature or have matured between February 2026 and June 2028.

As of December 31, 2025, we have $368.6 million of fixed rate debt in addition to the $515.0 million fixed through our interest rate derivative agreements. We had interest rate risk relating to $285.0 million of long-term debt as of December 31, 2025. The interest rate on the variable rate portion of long-term debt was 5.3% at December 31, 2025. Should the average interest rate on the variable rate portion of long-term debt change by 100 basis points, we estimate that our annual interest expense would change by up to approximately $2.9 million.

## ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA


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## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Casella Waste Systems, Inc.

### Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Casella Waste Systems, Inc. and its subsidiaries (the Company) as of December 31, 2025 and 2024, the related consolidated statements of operations, comprehensive income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2025, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2025 and 2024, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2025, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated February 20, 2026 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

### Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

### Landfill Accounting

As described in Note 3 of the financial statements, the Company capitalizes landfill acquisition and development costs and charges those costs to expense on a units-of-consumption method as landfill airspace is consumed. In addition, the Company accrues an asset retirement obligation for estimated capping, closure and post-closure costs related to its landfills. As described in Note 7 of the financial statements, as of December 31, 2025, the Company's landfill assets totaled $894.1 million, and the associated amortization expense for the year ended December 31, 2025 was $62.0 million. As described in Note 10 of the financial statements, as of December 31, 2025, the Company estimated its accrued capping, closure and post-closure costs at $192.7 million. The landfill asset amortization and accrued capping, closure and post-closure costs are based on estimates of future cash flows, which require significant assumptions and estimates about the future operations and retirement of each landfill. Management estimates the costs and timing of expected future cash flows based on various assumptions at each individual landfill including:

- The future landfill development costs, as well as costs associated with the final capping, closure and post closure activities.
- Remaining permitted and unpermitted expansion airspace, which is estimated by Company engineers, in consultation with third-party engineers and surveyors, who utilize annual aerial surveys.
- Compaction factors, or airspace utilization factors, which are estimated using a process that considers the measured density obtained from annual aerial surveys.
- Inflation rates and the credit adjusted risk-free rate.

We identified the Company's landfill asset amortization expense and accrued capping, closure and post-closure costs as a critical audit matter because of the significant assumptions and judgments made by management. Auditing management's assumptions and judgements involved a high degree of auditor judgment and increased audit effort due to the impact these assumptions have on the amounts recorded by the Company.

Our audit procedures related to landfill asset amortization expense and accrued capping, closure and post-closure costs included the following, among others:

- We obtained an understanding of the relevant controls related to landfill asset amortization expense and accrued capping, closure and post-closure costs and tested such controls for design and operating effectiveness, including those over the determination of the appropriate credit adjusted risk-free and inflation rates, compaction factors, the amount and timing of expected future cash flows, and permitted and unpermitted airspace.
- We tested internal and external data used by management in the future cost estimates for both the calculation of landfill asset amortization expense rates and capping, closure and post-closure activities, by evaluating the reasons for significant changes in assumptions from historical trends and determined whether the change from the historical trend was appropriate and identified in the proper period.
- We confirmed the landfill topography drawings and results of aerial surveys directly with the third-party engineers. We agreed relevant data outputs from the topography drawings, such as permitted and unpermitted expansion airspace, to the relevant data inputs in management's estimates of future cash flows.
- We compared remaining permitted airspace to issued permits and evaluated management's determination of unpermitted expansion airspace through a comparison of airspace and annual aerial surveys.
- We compared the results of the compaction factors calculated by aerial surveys to the factors utilized by management in the estimates of future cash flows.
- We assessed the appropriateness of the methodology used by management in developing the inflation rate, and we tested the completeness and accuracy of the underlying data utilized by management.
- We evaluated the appropriateness of the methodology used by management in developing the credit adjusted risk-free rate and tested it by comparing the Company's credit adjusted risk-free rate to an independent data source.
- We assessed the qualifications, reputation, and objectivity of management's third-party engineering specialists.

**Valuation of Certain Property and Equipment and Intangible Assets in Certain Business Combinations**

As described in Note 5 of the financial statements, the Company completed the acquisition of nine businesses during the year ended December 31, 2025, for total consideration of $229.8 million. The Company accounted for these transactions under the acquisition method of accounting for business combinations. Accordingly, the purchase price was allocated, on a preliminary basis, to the assets acquired and liabilities assumed primarily based on their fair values, including identified property and equipment of $55.1 million and identifiable intangible assets of $53.1 million. Of the identified property and equipment and identifiable intangible assets acquired, the most significant included machinery and equipment of $42.7 million and customer relationship intangible assets of $49.4 million. The Company estimated the fair value of these assets using a combination of cost, market, and income approaches, which required management to make significant estimates and assumptions.

We identified the valuation of machinery and equipment and customer relationships assets in certain business combinations completed by the Company during the year ended December 31, 2025, as a critical audit matter because of the significant estimates and assumptions management used in the fair value determination. Auditing management's selection of the cost and market assumptions related to the valuation of the machinery and equipment assets and the forecasts of future revenue and expenses and the selection of the attrition and discount rates related to the valuation of the customer relationships required a high degree of auditor judgment and an increased audit effort, including the use of our valuation specialists, due to the impact these assumptions have on the estimates of fair value.

Our audit procedures related to the valuation of machinery and equipment and customer relationships assets acquired in certain business combinations included the following, among others:

- We obtained an understanding of the relevant controls related to the valuation of these assets and tested such controls for design and operating effectiveness. This included management's controls over the selection of the cost and market assumptions for the valuation of the machinery and equipment assets and the forecasts of future revenue and expenses and the selection of the attrition rates and discount rates related to the valuation of the customer relationships intangible assets.
- We read the purchase and sale agreements to understand and evaluate the terms of the acquisitions.
- We evaluated the reasonableness of the forecasts of future revenue and expenses and the selection of attrition rates used in the valuation of the customer relationships by comparing the projections and rates to historical results.
- We tested the underlying data used by management to estimate the fair value of the machinery and equipment assets and customer relationships intangible assets for accuracy and completeness.

- We utilized our valuation specialists to assist in the following procedures, among others:
  - Evaluating the appropriateness of the valuation models and methods used by management and testing their mathematical accuracy.
  - Corroborating the market data used by management to estimate the fair value of the machinery and equipment by independently obtaining cost and market data from market sources and comparing it to the data used by management.
  - Comparing the source information underlying the determination of the discount rates to publicly available market data and testing the accuracy of the calculations.

/s/ RSM US LLP

We have served as the Company's auditor since 2010.

Boston, Massachusetts
February 20, 2026

## Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of Casella Waste Systems, Inc.

### Opinion on the Internal Control Over Financial Reporting

We have audited Casella Waste Systems, Inc.'s (the Company) internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2025, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements of the Company and our report dated February 20, 2026, expressed an unqualified opinion

### Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Management's Report on Internal Control Over Financial Reporting, management has excluded from its assessment of the effectiveness of internal control over financial reporting as of December 31, 2025: Cottage Carting, Inc., Eastern Waste & Recycling, LLC, and Old Sawmill LLC (collectively, Cottage Carting); Central Recycling Cooperative, Inc. (CRC); and K&D Disposal, Inc. and K&D Container Services (collectively, K&D), because they were acquired by the Company during 2025 and have not yet been fully incorporated into the Company's internal controls over financial reporting. We have also excluded Cottage Carting, CRC, and K&D from our report of internal controls over financial reporting as of December 31, 2025. Collectively, Cottage Carting, CRC, and K&D represent total assets and revenues of approximately 1% and 1%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2025.

### Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ RSM US LLP

Boston, Massachusetts
February 20, 2026

**CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES**
**CONSOLIDATED BALANCE SHEETS**
**(in thousands)**

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| **ASSETS** | | |
| CURRENT ASSETS: | | |
| Cash, cash equivalents and restricted cash | $ 123,773 | $ 383,303 |
| Accounts receivable, net of allowance for credit losses of $7,082 and $8,515, respectively | 178,068 | 165,917 |
| Prepaid expenses | 29,930 | 23,047 |
| Other current assets | 37,510 | 41,038 |
| Total current assets | 369,281 | 613,305 |
| Property and equipment, net of accumulated depreciation and amortization of $1,495,563 and $1,302,324, respectively | 1,289,409 | 1,164,815 |
| Operating lease right-of-use assets | 105,252 | 98,050 |
| Goodwill | 1,120,056 | 1,002,266 |
| Intangible assets, net | 290,855 | 313,468 |
| Restricted cash and assets | 96,265 | 2,499 |
| Cost method investments | 10,967 | 10,967 |
| Other non-current assets | 21,241 | 24,698 |
| Total assets | $ 3,303,326 | $ 3,230,068 |

**CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES**
**CONSOLIDATED BALANCE SHEETS (Continued)**
**(in thousands, except for share and per share data)**

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| **LIABILITIES AND STOCKHOLDERS' EQUITY** | | |
| CURRENT LIABILITIES: | | |
| Current maturities of debt | $ 25,735 | $ 42,619 |
| Current operating lease liabilities | 11,952 | 10,291 |
| Accounts payable | 102,468 | 111,087 |
| Accrued payroll and related expenses | 36,316 | 32,620 |
| Contract liabilities | 45,153 | 50,690 |
| Current accrued capping, closure and post-closure costs | 7,562 | 3,224 |
| Other accrued liabilities | 64,716 | 56,786 |
| Total current liabilities | 293,902 | 307,317 |
| Debt, less current portion | 1,128,927 | 1,090,632 |
| Operating lease liabilities, less current portion | 72,513 | 64,449 |
| Accrued capping, closure and post-closure costs, less current portion | 185,160 | 169,006 |
| Deferred income taxes | 18,965 | 19,089 |
| Other long-term liabilities | 35,150 | 28,736 |
| COMMITMENTS AND CONTINGENCIES | | |
| STOCKHOLDERS' EQUITY: | | |
| Class A common stock, $0.01 par value per share; 100,000,000 shares authorized; 62,526,000 and 62,370,000 shares issued and outstanding, respectively | 625 | 624 |
| Class B common stock, $0.01 par value per share; 1,000,000 shares authorized; 988,000 shares issued and outstanding; 10 votes per share | 10 | 10 |
| Additional paid-in capital | 1,697,143 | 1,679,878 |
| Accumulated deficit | (125,114) | (132,985) |
| Accumulated other comprehensive (loss) income, net of tax | (3,955) | 3,312 |
| Total stockholders' equity | 1,568,709 | 1,550,839 |
| Total liabilities and stockholders' equity | $ 3,303,326 | $ 3,230,068 |

The accompanying notes are an integral part of these consolidated financial statements.

**CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF OPERATIONS**
**(in thousands, except for per share data)**

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Revenues | $ 1,836,841 | $ 1,557,283 | $ 1,264,542 |
| Operating expenses: | | | |
| Cost of operations | 1,216,605 | 1,027,336 | 832,038 |
| General and administration | 224,219 | 190,754 | 155,847 |
| Depreciation and amortization | 306,835 | 234,907 | 170,705 |
| Expense from acquisition activities | 24,174 | 24,879 | 15,038 |
| Organics facility closure charge | 1,339 | — | — |
| Southbridge Landfill closure charge | — | 8,385 | 467 |
| Landfill capping (recovery) charge - veneer failure | — | (1,739) | 3,870 |
| Legal settlement | — | — | 6,150 |
| | 1,773,172 | 1,484,522 | 1,184,115 |
| Operating income | 63,669 | 72,761 | 80,427 |
| Other expense (income): | | | |
| Interest income | (9,948) | (10,428) | (10,741) |
| Interest expense | 62,544 | 62,411 | 47,578 |
| Debt modification expense | — | 1,396 | — |
| Loss from termination of bridge financing | — | — | 8,191 |
| Other income | (1,979) | (1,666) | (1,646) |
| Other expense, net | 50,617 | 51,713 | 43,382 |
| Income before income taxes | 13,052 | 21,048 | 37,045 |
| Provision for income taxes | 5,181 | 7,512 | 11,646 |
| Net income | $ 7,871 | $ 13,536 | $ 25,399 |
| Basic earnings per share attributable to common stockholders: | | | |
| Weighted average common shares outstanding | 63,462 | 59,576 | 55,174 |
| Basic earnings per common share | $ 0.12 | $ 0.23 | $ 0.46 |
| Diluted earnings per share attributable to common stockholders: | | | |
| Weighted average common shares outstanding | 63,565 | 59,681 | 55,274 |
| Diluted earnings per common share | $ 0.12 | $ 0.23 | $ 0.46 |

The accompanying notes are an integral part of these consolidated financial statements.

**CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF**
**COMPREHENSIVE INCOME**
**(in thousands)**

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Net income | $ 7,871 | $ 13,536 | $ 25,399 |
| Other comprehensive (loss) income, before tax: | | | |
| Hedging activity: | | | |
| Interest rate swap settlements | 3,619 | 8,543 | 6,259 |
| Interest rate swap amounts reclassified into interest expense | (3,546) | (8,442) | (6,361) |
| Unrealized (loss) gain resulting from changes in fair value of derivative instruments | (10,368) | 6,088 | (13,102) |
| Other comprehensive (loss) income | (10,295) | 6,189 | (13,204) |
| Income tax (benefit) provision related to items of other comprehensive (loss) income | (3,028) | 1,797 | (4,582) |
| Other comprehensive (loss) income, net of tax | (7,267) | 4,392 | (8,622) |
| Comprehensive income | $ 604 | $ 17,928 | $ 16,777 |

The accompanying notes are an integral part of these consolidated financial statements.

## CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES
## CONSOLIDATED STATEMENT OF
## STOCKHOLDERS' EQUITY
## (in thousands)

| | Casella Waste Systems, Inc. Stockholders' Equity | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | | Class A Common Stock | | Class B Common Stock | | | | |
| | Total | Shares | Amount | Shares | Amount | Additional Paid-In Capital | Accumulated Deficit | Accumulated Other Comprehensive (Loss) Income, Net of Tax |
| Balance, December 31, 2022 | $ 497,900 | 50,704 | $ 507 | 988 | $ 10 | $ 661,761 | $ (171,920) | $ 7,542 |
| Issuance of Class A common stock - equity offering, net of stock issuance costs | 496,231 | 6,053 | 61 | — | — | 496,170 | — | — |
| Issuances of Class A common stock | 1,799 | 250 | 2 | — | — | 1,797 | — | — |
| Stock-based compensation | 9,084 | — | — | — | — | 9,084 | — | — |
| Comprehensive income: | | | | | | | | |
| Net income | 25,399 | — | — | — | — | — | 25,399 | — |
| Other comprehensive loss | | | | | | | | |
| Hedging activity | (8,622) | — | — | — | — | — | — | (8,622) |
| Balance, December 31, 2023 | 1,021,791 | 57,007 | 570 | 988 | 10 | 1,168,812 | (146,521) | (1,080) |
| Issuance of Class A common stock - equity offering, net of stock issuance costs | 496,245 | 5,175 | 52 | — | — | 496,193 | — | — |
| Issuances of Class A common stock | 2,689 | 188 | 2 | — | — | 2,687 | — | — |
| Stock-based compensation | 12,186 | — | — | — | — | 12,186 | — | — |
| Comprehensive income: | | | | | | | | |
| Net income | 13,536 | — | — | — | — | — | 13,536 | — |
| Other comprehensive income | | | | | | | | |
| Hedging activity | 4,392 | — | — | — | — | — | — | 4,392 |
| Balance, December 31, 2024 | 1,550,839 | 62,370 | 624 | 988 | 10 | 1,679,878 | (132,985) | 3,312 |
| Issuances of Class A common stock | 3,049 | 156 | 1 | — | — | 3,048 | — | — |
| Stock-based compensation | 14,217 | — | — | — | — | 14,217 | — | — |
| Comprehensive income: | | | | | | | | |
| Net income | 7,871 | — | — | — | — | — | 7,871 | — |
| Other comprehensive loss | | | | | | | | |
| Hedging activity | (7,267) | — | — | — | — | — | — | (7,267) |
| Balance, December 31, 2025 | $ 1,568,709 | 62,526 | $ 625 | 988 | $ 10 | $ 1,697,143 | $ (125,114) | $ (3,955) |

The accompanying notes are an integral part of these consolidated financial statements.

**CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | **2025** | **2024** | **2023** |
| Cash Flows from Operating Activities: | | | |
| Net income | $ 7,871 | $ 13,536 | $ 25,399 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 306,835 | 234,907 | 170,705 |
| Interest accretion on landfill and environmental remediation liabilities | 14,718 | 11,601 | 9,885 |
| Amortization of debt issuance costs | 3,023 | 2,960 | 2,962 |
| Stock-based compensation | 14,217 | 12,186 | 9,084 |
| Operating lease right-of-use assets expense | 22,140 | 17,784 | 15,318 |
| Other items and charges, net | 1,954 | 12,980 | 708 |
| Loss from termination of bridge financing | — | — | 8,191 |
| Landfill capping (recovery) charge - veneer failure | — | (889) | 3,021 |
| Deferred income taxes | 3,262 | 6,894 | 7,392 |
| Changes in assets and liabilities, net of effects of acquisitions and divestitures: | | | |
| Accounts receivable | (3,599) | 1,253 | (39,436) |
| Landfill operating lease contract expenditures | (6,765) | (5,486) | (5,496) |
| Accounts payable | (8,562) | (13,634) | 41,592 |
| Prepaid expenses, inventories and other assets | (6,739) | (12,519) | (8,172) |
| Accrued expenses, contract liabilities and other liabilities | (18,579) | (218) | (8,061) |
| Net cash provided by operating activities | 329,776 | 281,355 | 233,092 |
| Cash Flows from Investing Activities: | | | |
| Acquisitions, net of cash acquired | (224,213) | (468,628) | (851,839) |
| Additions to property and equipment | (245,071) | (203,227) | (154,907) |
| Additions to intangible assets | (672) | (280) | — |
| Proceeds from sale of property and equipment | 809 | 1,380 | 1,110 |
| Proceeds from property insurance settlement | — | 146 | — |
| Net cash used in investing activities | (469,147) | (670,609) | (1,005,636) |
| Cash Flows from Financing Activities: | | | |
| Proceeds from debt borrowings | 91,500 | 846,750 | 465,000 |
| Principal payments on debt | (116,341) | (783,684) | (26,257) |
| Payments of debt issuance costs | (2,232) | (6,619) | (12,759) |
| Proceeds from the exercise of share based awards | — | 349 | 89 |
| Proceeds from the public offering of Class A Common Stock | — | 496,245 | 496,231 |
| Payments of debt modification costs | — | (1,396) | — |
| Net cash (used in) provided by financing activities | (27,073) | 551,645 | 922,304 |
| Net (decrease) increase in cash, cash equivalents and restricted cash, including non-current | (166,444) | 162,391 | 149,760 |
| Cash, cash equivalents and restricted cash, beginning of period | 383,303 | 220,912 | 71,152 |
| Cash, cash equivalents and restricted cash, including non-current, end of period | $ 216,859 | $ 383,303 | $ 220,912 |

The accompanying notes are an integral part of these consolidated financial statements.

**CASELLA WASTE SYSTEMS, INC. AND SUBSIDIARIES**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**
**(in thousands)**

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | **2025** | **2024** | **2023** |
| Supplemental Disclosures of Cash Flow Information: | | | |
| Cash paid during the period for: | | | |
| Interest | $ 58,969 | $ 61,217 | $ 43,588 |
| Income tax (refunds) payments, net | $ (154) | $ 6,776 | $ 10,109 |
| Supplemental Disclosures of Non-Cash Investing and Financing Activities: | | | |
| Non-current assets acquired through long-term financing obligations | $ 45,311 | $ 30,551 | $ 12,322 |

The accompanying notes are an integral part of these consolidated financial statements.

## 1. BASIS OF PRESENTATION

Casella Waste Systems, Inc. ("Parent") and its subsidiaries (collectively, "we", "us" or "our"), is a regional, vertically integrated solid waste services company. We provide resource management expertise and services to residential, commercial, municipal, institutional and industrial customers, primarily in the areas of solid waste collection and disposal, transfer, recycling and organics services.

We provide integrated solid waste services with operating locations in eleven states: Vermont, New Hampshire, New York, Massachusetts, Connecticut, Maine, Pennsylvania, New Jersey, Delaware, Maryland and West Virginia, with our headquarters located in Rutland, Vermont. We manage our solid waste operations on a geographic basis through three regional operating segments, the Eastern, Western and Mid-Atlantic regions, each of which provides a comprehensive range of non-hazardous solid waste services. We manage our resource renewal operations through the Resource Solutions operating segment, which leverages our core competencies in materials processing, industrial recycling, organics and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional and industrial customers that have more diverse waste and recycling needs. Legal, tax, information technology, human resources, certain finance and accounting and other administrative functions are included in our Corporate Entities segment.

The accompanying consolidated financial statements, which include the accounts of the Parent and our wholly-owned subsidiaries have been prepared in accordance with generally accepted accounting principles in the United States ("GAAP") pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). All significant intercompany accounts and transactions are eliminated in consolidation. Investments in entities in which we do not have a controlling financial interest are accounted for under either the equity method or the cost method of accounting, as appropriate.

## 2. ACCOUNTING CHANGES

The following table provides a brief description of a recent Accounting Standards Update ("ASU") to the Accounting Standards Codification ("ASC") issued by the Financial Accounting Standards Board ("FASB") that we adopted in the fiscal year ended December 31, 2025 ("fiscal year 2025"):

| Standard | Description | Effect on the Financial Statements or Other Significant Matters |
|---|---|---|
| ASU No. 2023-09: Improvements to Income Tax Disclosures (Topic 740) | Requires entities to provide additional disclosure related to the transparency and decision usefulness of income tax disclosures, including additional disclosure around the rate reconciliation and income taxes paid. | We adopted this guidance on a prospective basis effective December 31, 2025, and its adoption had an impact on our income tax disclosures within our consolidated financial statements and accompanying notes. See Note 17, *Income Taxes* for enhanced disclosure. |

The following table provides a brief description of recent ASUs to the ASC issued by the FASB that are pending adoption as of December 31, 2025 and deemed to have a possible material impact on our consolidated financial statements based on current account balances and activity:

| Standard | Description | Effect on the Financial Statements or Other Significant Matters |
|---|---|---|
| ASU No. 2024-03: Improvements to Income Statement - Expense Disaggregation Disclosures (Subtopic 220-40) | Requires entities to provide additional disclosure related to more detailed information about specific types of expenses contained in commonly presented expense captions on the statements of operations. | This guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within fiscal years beginning after December 15, 2027, with early adoption permitted. This guidance will be applied on a prospective basis with the option to apply the standard retrospectively. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. |
| ASU No. 2025-05: Financial Instruments - Credit Losses (Topic 326) | Provides that in developing reasonable and supportable forecasts as part of estimating expected credit losses on current accounts receivable and contract asset balances that an entity may elect a practical expedient that assumes that current conditions as of the balance sheet date do not change for the remaining life of the asset. | This guidance is effective for fiscal years beginning after December 15, 2025, and interim periods within those annual reporting periods, with early adoption permitted. This guidance will be applied on a prospective basis. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. |
| ASU No. 2025-06: Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40) | Removes all references to prescriptive and sequential software development stages (referred to as “project stages”) and requires entities to start capitalizing software costs when management has authorized and committed to funding the software project, it is probable that the project will be completed and that the software will be used to perform the function intended. | This guidance is effective for fiscal years beginning after December 15, 2027, and interim periods within those annual reporting periods, with early adoption permitted as of the beginning of an annual reporting period. This guidance will be applied on either a prospective, retrospective or modified transition basis. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. |
| ASU No. 2025-09: Derivatives and Hedging (Topic 815) | Clarifies certain aspects of the guidance on hedge accounting to more closely align hedge accounting with the economics of an entity’s risk management activities by enabling entities to achieve and maintain hedge accounting for highly effective economic hedges of forecasted transactions. Upon adoption of this guidance, entities are permitted to modify certain critical terms of certain existing hedging relationships without dedesignating the hedge. | This guidance is effective for fiscal years beginning after December 15, 2026, and interim periods within those annual reporting periods, with early adoption permitted. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements. |

## 3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Management's Estimates and Assumptions

Preparation of our consolidated financial statements in accordance with GAAP requires management to make certain estimates and assumptions. These estimates and assumptions affect the accounting for and recognition and disclosure of assets, liabilities, equity, revenues and expenses. We must make these estimates and assumptions because certain information that we use is dependent on future events, cannot be calculated with a high degree of precision given the available data or simply cannot be readily calculated. In some cases, these estimates are difficult to determine, and we must exercise significant judgment. In preparing our consolidated financial statements, the estimates and assumptions that we consider to be significant and that present the greatest amount of uncertainty relate to our accounting for landfills, asset impairments, if applicable, goodwill recoverability assessment, accounts receivable allowance for credit losses, self-insurance reserves, deferred taxes and uncertain tax positions, estimates of the fair values of assets acquired and liabilities assumed in any acquisition, contingent liabilities and stock-based compensation. Each of these items is discussed in more detail elsewhere in these notes to the consolidated financial statements. Actual results may differ materially from the estimates and assumptions that we use in the preparation of our consolidated financial statements.

### Cash and Cash Equivalents

We consider all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

### Concentrations of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist of cash, cash equivalents and restricted cash, restricted investment securities, accounts receivable and derivative instruments. We maintain cash, cash equivalents and restricted cash and restricted investment securities with banks that at times exceed applicable insurance limits. We reduce our exposure to credit risk by maintaining such deposits with high quality financial institutions. Our concentration of credit risk with respect to accounts receivable is limited because of the large number and diversity of customers we serve, thus reducing the credit risk associated with any one customer group. As of December 31, 2025, no single customer or customer group represented greater than 5% of total accounts receivable. We manage credit risk through credit evaluations, credit limits, and monitoring procedures, but generally do not require collateral to support accounts receivable. We reduce our exposure to credit risk associated with derivative instruments by entering into agreements with high quality financial institutions and by evaluating and regularly monitoring their creditworthiness.

### Accounts Receivable, Net of Allowance for Credit Losses

Accounts receivable represent receivables from customers for collection, transfer, recycling, disposal and other services. Our accounts receivable are recorded when billed or when related revenue is earned, if earlier, and represent claims against third parties that will be settled in cash. The carrying value of our accounts receivable, net of allowance for credit losses represents its estimated net realizable value. Estimates are used in determining our allowance for credit losses based on, among other things, our historical loss trends, the age of outstanding accounts receivable, and current and expected economic conditions. Our reserve is evaluated and revised on a quarterly basis. Past due accounts receivable are written off when deemed to be uncollectible. See Note 6, *Accounts Receivable, Net of Allowance for Credit Losses* for disclosure over allowance for credit losses.

### Property and Equipment

Property and equipment is recorded at cost, less accumulated depreciation and amortization. We provide for depreciation and amortization using the straight-line method by charges to operations in amounts that allocate the cost of the assets over their estimated useful lives as follows:

| Asset Classification | Estimated Useful Life |
|---|---|
| Buildings and improvements | 10-30 years |
| Machinery and equipment | 5-10 years |
| Rolling stock | 5-10 years |
| Containers | 5-12 years |
| Furniture and fixtures | 3-8 years |

The cost of maintenance and repairs is charged to operations as incurred.

Landfill development costs are included in property and equipment. Landfill development costs include costs to develop each of our landfill sites, including such costs related to landfill liner material and installation, excavation for airspace, landfill leachate collection systems, landfill gas collection systems, environmental monitoring equipment for groundwater and landfill gas, directly related engineering, capitalized interest, on-site road construction, and other capital infrastructure. Additionally, landfill development costs include all land purchases within the landfill footprint and the purchase of any required landfill buffer property. Under life-cycle accounting, these costs are capitalized and charged to expense based on tonnage placed into each site. See the "*Landfill Accounting*" accounting policy below for additional disclosure about the amortization of landfill development costs and Note 7, *Property and Equipment* for disclosure about property and equipment.

**Landfill Accounting**

***Life Cycle Accounting***

Under life-cycle accounting, all costs related to acquisition and construction of landfill sites are capitalized and charged to expense based on tonnage placed into each site. Landfill permitting, acquisition and preparation costs are amortized on the units-of-consumption method as landfill airspace is consumed. In determining the amortization rate for each of our landfills, preparation costs include the total estimated costs to complete construction of the landfills' permitted and expansion capacity.

***Landfill Development Costs***

We estimate the total cost to develop each of our landfill sites to its remaining permitted and expansion capacity (see landfill development costs discussed within the "*Property and Equipment*" accounting policy above). The projection of these landfill costs is dependent, in part, on future events. The remaining amortizable basis of each landfill includes costs to develop a site to its remaining permitted and expansion capacity and includes amounts previously expended and capitalized, net of accumulated airspace amortization, and projections of future purchase and development costs including capitalized interest. The interest capitalization rate is based on our weighted average interest rate incurred on borrowings outstanding during the period. Interest capitalized during the fiscal year 2025, the fiscal year ended December 31, 2024 ("fiscal year 2024") and the fiscal year ended December 31, 2023 ("fiscal year 2023") was $773, $1,085 and $643, respectively.

***Landfill Airspace***

We apply the following guidelines in determining a landfill's remaining permitted and expansion airspace:

*Remaining Permitted Airspace.* Our engineers, in consultation with third-party engineering consultants and surveyors, are responsible for determining remaining permitted airspace at our landfills. The remaining permitted airspace is determined by an annual survey, which is then used to compare the existing landfill topography to the expected final landfill topography.

*Expansion Airspace*. We currently include unpermitted expansion airspace in our estimate of remaining permitted and expansion airspace in certain circumstances. To be considered expansion airspace all of the following criteria must be met:

- we control the land on which the expansion is sought;
- all technical siting criteria have been met or a variance has been obtained or is reasonably expected to be obtained;
- we have not identified any legal or political impediments which we believe will not be resolved in our favor;
- we are actively working on obtaining any necessary permits and we expect that all required permits will be received; and
- senior management has approved the project based on a review of the engineering design and determination that the financial return profile meets our investment criteria.

For unpermitted airspace to be included in our estimate of remaining permitted and expansion airspace, the expansion effort must meet all of the criteria listed above. These criteria are evaluated annually by our engineers, accountants, lawyers, managers and others to identify potential obstacles to obtaining the permits. Once the remaining permitted and expansion airspace is determined in cubic yards, an airspace utilization factor ("AUF") is established to calculate the remaining permitted and expansion capacity in tons. The AUF is established using a process that considers the measured density obtained from annual surveys. When we include the expansion airspace in our calculation of remaining permitted and expansion airspace, we include the projected costs for development, as well as the projected asset retirement costs related to final capping, closure and post-closure of the expansion airspace in the amortization basis of the landfill.

After determining the costs and the remaining permitted and expansion capacity at each of our landfills, we determine the per ton rates that will be expensed as waste is received and deposited at each of our landfills by dividing the costs by the corresponding number of tons. We calculate per ton amortization rates for assets associated with each final capping event, for assets related to closure and post-closure activities, and for all other costs capitalized or to be capitalized in the future for each landfill. These rates per ton are updated annually, or more frequently, as significant facts change.

It is possible that actual results, including the amount of costs incurred, the timing of final capping, closure and post-closure activities, our airspace utilization or the success of our expansion efforts, could ultimately turn out to be significantly different from our estimates and assumptions. To the extent that such estimates or related assumptions prove to be significantly different than actual results, lower profitability may be experienced due to higher amortization rates, higher final capping, closure or post-closure rates, or higher expenses. Higher profitability may result if the opposite occurs. Most significantly, if it is determined that the expansion capacity should no longer be considered in calculating the recoverability of the landfill asset, we may be required to recognize an asset impairment. If it is determined that the likelihood of receiving an expansion permit has become remote, the capitalized costs related to the expansion effort are expensed immediately.

***Final Capping, Closure and Post-Closure Costs***

The following is a description of our landfill asset retirement activities and related accounting:

*Final Capping Costs.* Final capping activities include the installation of liners, drainage, compacted soil layers and topsoil over areas of a landfill where total airspace has been consumed and waste is no longer being received. Final capping activities occur throughout the life of the landfill. Our engineering personnel estimate the cost for each final capping event based on the acreage to be capped, along with the final capping materials and activities required. The estimates also consider when these costs would actually be paid and factor in inflation and discount rates. The engineers then quantify the landfill capacity associated with each final capping event and the costs for each event are amortized over that capacity as waste is received at the landfill.

*Closure and Post-Closure Costs.* Closure and post-closure costs represent future estimated costs related to monitoring and maintenance of a solid waste landfill after a landfill facility ceases to accept waste and closes. We estimate, based on input from our engineers, accountants, lawyers, managers and others, our future cost requirements for closure and post-closure monitoring and maintenance based on our interpretation of the technical standards of the Subtitle D regulations and the air emissions standards under the Clean Air Act of 1970, as amended, as they are being applied on a state-by-state basis. Closure and post-closure accruals for the cost of monitoring and maintenance include site inspection, groundwater monitoring, leachate management, methane gas control and recovery, and operation and maintenance costs to be incurred for a period which is generally for a term of 30 years after final closure of a landfill. In determining estimated future closure and post-closure costs, we consider costs associated with permitted and permittable airspace.

Our estimated future final capping, closure and post-closure costs, based on our interpretation of current requirements and proposed regulatory changes, are intended to approximate fair value. Absent quoted market prices, our cost estimates are based on historical experience, professional engineering judgment and quoted or actual prices paid for similar work. Our estimate of costs to discharge final capping, closure and post-closure asset retirement obligations for landfills are developed in today's dollars. These costs are then inflated to the period of performance using an estimate of inflation, which is updated annually (2.9% as of December 31, 2025). Final capping, closure and post-closure liabilities are then discounted using the credit adjusted risk-free rate in effect at the time the obligation is incurred. The weighted average rate applicable to our asset retirement obligations as of December 31, 2025 is between approximately 6.0% and 9.9%, the range of the credit adjusted risk free rates effective since the adoption of guidance associated with asset retirement obligations. Accretion expense is necessary to increase the accrued final capping, closure and post-closure liabilities to the future anticipated obligation. To accomplish this, we accrete our final capping, closure and post-closure accrual balances using the same credit-adjusted risk-free rate that was used to calculate the recorded liability. Accretion expense on recorded landfill liabilities is recorded to cost of operations from the time the liability is recognized until the costs are paid. Accretion expense on recorded landfill liabilities amounted to $14,502, $11,350 and $9,529 in fiscal years 2025, 2024 and 2023, respectively.

We provide for the accrual and amortization of estimated future obligations for closure and post-closure based on tonnage placed into each site. With regards to final capping, the liability is recognized, and the costs are amortized based on the remaining airspace related to the specific final capping event. See Note 10, *Final Capping, Closure and Post-Closure Costs* for disclosure about asset retirement obligations related to final capping, closure and post-closure costs and Note 18, *Other Items and Charges* for disclosure about the write-off and subsequent partial recovery of historical payments for capping work associated with a veneer failure in fiscal year 2023 at a Subtitle D landfill we operate located in Seneca, New York ("Ontario County Landfill").

We operate in states which require a certain portion of landfill final capping, closure and post-closure obligations to be secured by financial assurance, which may take the form of surety bonds, letters of credit and restricted investment securities. Surety bonds securing closure and post-closure obligations at December 31, 2025 and December 31, 2024 totaled $301,472 and $266,466, respectively. There are no letters of credit securing closure and post-closure obligations as of December 31, 2025 and December 31, 2024. See Note 15, *Fair Value of Financial Instruments* for disclosure about restricted investment securities securing closure and post-closure obligations.

**Lease Accounting**

We lease vehicles, equipment, property and other non-core equipment in the ordinary course of our business. Leases are classified as either operating leases or finance leases, as appropriate. Our leases have varying terms and may include renewal or purchase options, escalation clauses, restrictions, lease concessions, capital project funding, penalties or other obligations that we consider in determining minimum rental payments. We recognize lease expense for operating leases on a straight-line basis over the lease term. We recognize depreciation expense for finance leases over either the useful life of the asset or the lease term based on the terms of the lease agreement.

We are also party to three landfill operation and management agreements that we account for as operating leases. These agreements are long-term landfill operating contracts with government bodies whereby we receive tipping revenue, pay normal operating expenses and assume future final capping, closure and post-closure obligations. The government bodies retain ownership of each landfill. There are no bargain purchase options and title to each of the properties does not pass to us at the end of the respective lease terms. We allocate the consideration paid to the landfill airspace rights and underlying land lease based on the relative fair values.

In addition to up-front or one-time payments, the landfill operating agreements may require us to make future minimum rental payments, including success or expansion fees, other direct costs and final capping, closure and post-closure costs. The value of all future minimum rental payments is amortized and charged to cost of operations over the life of the contract. We amortize the consideration allocated to airspace rights as airspace is utilized on a units-of-consumption basis and such amortization is charged to cost of operations as airspace is consumed (e.g., as tons are placed into the landfill). The underlying value of any land lease is amortized to cost of operations on a straight-line basis over the estimated life of the respective operating agreement.

We recognize a right-of-use asset and a lease liability for core leases classified as operating leases with a term in excess of 12 months in our consolidated balance sheets. For other non-core operating leases, which are comprised of small-dollar-value items such as office equipment, we expense these costs in the period incurred rather than capitalizing such expenditures on our consolidated balance sheets. We identify lease and nonlease components in a contract to which consideration in the contract will be allocated. We may elect by class of underlying asset to choose not to separate nonlease components from lease components and instead account for each separate lease component and the nonlease components in a contract as part of the single lease component. We have elected to not separate lease components from nonlease components for property leases and are, therefore, not allocating consideration between lease and nonlease components for this asset class. Lease payments include: fixed payments, including in-substance fixed payments, less any lease incentives paid or payable to the lessee; variable lease payments that depend on an index or a rate; exercise price of a purchase option reasonably certain to be exercised; penalties for terminating a lease; and amounts where it is probable that we will owe under a residual value guarantee. Refundable deposits are not considered to be a fixed payment. Variable lease costs that are not based on an index or a rate are recorded to expense in the period incurred. Lease term is determined at lease commencement and includes any noncancellable period for which we have the right to use the underlying asset together with any periods covered by an option to extend or terminate the lease if we are reasonably certain to exercise the option to extend or not to exercise the option to terminate. The initial determination of a lease liability is calculated as the net present value of the lease payments not yet paid. The discount rate used to determine present value is the rate implicit in the lease, if present, or, if not present, our incremental borrowing rate, which is a rate that reflects interest that we would have to pay to borrow funds on a collateralized basis over a similar term to the lease and in a similar economic environment. For shorter term leases, such as vehicle and equipment leases, we calculate our incremental borrowing rate using the interest rate from our existing secured line of credit, adjusted based on term. For longer term leases, such as our landfill operating leases, we calculate our incremental borrowing rate based on an industry yield curve with a similar credit rating, adjusted by a company specific spread as determined by a third party. See Note 8, *Leases* for further disclosure about lease costs and other lease information.

**Goodwill and Intangible Assets**

*Goodwill.* Goodwill is the excess of our purchase consideration over the fair value of the net assets of acquired businesses. We do not amortize goodwill, but as discussed in the "*Asset Impairments*" accounting policy below, we assess our goodwill for impairment at least annually. See Note 9, *Goodwill and Intangible Assets* for disclosure about goodwill.

*Intangible Assets.* Intangible assets consist primarily of covenants not-to-compete, customer relationships, and trade names. Intangible assets are recorded at fair value as of the date of each acquisition, primarily using discounted cash flow analyses, and are amortized based on the economic benefit provided or using the sum of years digits or straight-line methods over their estimated useful lives. Significant judgments inherent in these analyses include the determination of appropriate discount rates and the amount and timing of expected future cash flows. Covenants not-to-compete, customer relationships and trade names are typically amortized over a term of no more than 10 years. See Note 9, *Goodwill and Intangible Assets* for disclosure about intangible assets.

**Investments in Unconsolidated Entities**

Investments in unconsolidated entities over which we have significant influence over the investees' operating and financing activities are accounted for under the equity method of accounting. As of December 31, 2025 and December 31, 2024, we had no investments accounted for under the equity method of accounting. Investments in affiliates in which we do not have the ability to exert significant influence over the investees' operating and financing activities are accounted for under the cost method of accounting. As of December 31, 2025 and December 31, 2024, we had cost method investments totaling $10,967 and $10,967, respectively.

We monitor and assess the carrying value of our investments throughout the year for potential impairment and write them down to their fair value when other-than-temporary declines exist. Fair value is generally based on: (i) other third-party investors' recent transactions in the securities; (ii) other information available regarding the current market for similar assets; and/or (iii) a market or income approach, as deemed appropriate.

When we assess the carrying value of our investments for potential impairment, determining the fair value of our investments is reliant upon the availability of market information and/or other information provided by third parties to be able to develop an estimate of fair value. Considerable judgment is required in interpreting market data to develop the estimates of fair value. Accordingly, our estimates are not necessarily indicative of the amounts that we, or other holders of these investments, could realize in a current market exchange. The use of different assumptions and/or estimation methodologies could have a significant effect on the estimated fair values. The estimates of fair value could differ significantly from the amounts presented. See *"Asset Impairments"* accounting policy below.

**Fair Value of Financial Instruments**

Our financial instruments include cash, cash equivalents and restricted cash, accounts receivable, restricted investment securities held in trust on deposit with various banks as collateral for our obligations relative to our landfill final capping, closure and post-closure costs, interest rate derivatives, trade payables and debt. Accounting standards include disclosure requirements around fair values used for certain financial instruments and establish a fair value hierarchy. The three-tier hierarchy prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of three levels: Level 1, defined as quoted market prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; and Level 3, defined as unobservable inputs that are not corroborated by market data. See Note 12, *Debt* and Note 15, *Fair Value of Financial Instruments* for fair value disclosure about debt and financial instruments, respectively. See the "*Derivatives and Hedging*" accounting policy below for the fair value disclosure about interest rate derivatives.

**Business Combinations**

We acquire businesses in the waste industry, including non-hazardous waste collection, transfer station, recycling and disposal operations, as part of our growth strategy. Businesses are included in the consolidated financial statements from the date of acquisition.

We recognize, separately from goodwill, the identifiable assets acquired and liabilities assumed at their estimated acquisition-date fair values. We measure and recognize goodwill as of the acquisition date as the excess of: (a) the aggregate of the fair value of consideration transferred, the fair value of any noncontrolling interest in the acquiree (if any) and the acquisition date fair value of our previously held equity interest in the acquiree (if any), over (b) the fair value of assets acquired and liabilities assumed. If information about facts and circumstances existing as of the acquisition date is incomplete by the end of the reporting period in which a business combination occurs, we will report provisional amounts for the items for which the accounting is incomplete. The measurement period ends once we receive the information we were seeking; however, this period will not extend beyond one year from the acquisition date. Any material adjustments recognized during the measurement period will be recognized in the consolidated financial statements in the reporting period in which the adjustment amounts are determined. All acquisition-related transaction and restructuring costs are to be expensed as incurred. See Note 5, *Business Combinations* and Note 18, *Other Items and Charges* for disclosure about business acquisitions and acquisition related expense, respectively**.**

**Environmental Remediation Liabilities**

We have recorded environmental remediation liabilities representing our estimate of the most likely outcome of the matters for which we have determined that a liability is probable. These liabilities include potentially responsible party investigations, settlements, certain legal and consultant fees, as well as costs directly associated with site investigation and clean up, such as materials and incremental internal costs directly related to the remedy. We provide for expenses associated with environmental remediation obligations when such amounts are probable and can be reasonably estimated. We estimate costs required to remediate sites where it is probable that a liability has been incurred based on site-specific facts and circumstances. Estimates of the cost for the likely remedy are developed using third-party environmental engineers or other service providers. Where we believe that both the amount of a particular environmental remediation liability and timing of payments are reliably determinable, we inflate the cost in current dollars until the expected time of payment and discount the cost to present value. See Note 13, *Commitments and Contingencies* for disclosure about environmental remediation liabilities.

**Self-Insurance Liabilities and Related Costs**

We are self-insured for vehicles and workers' compensation with reinsurance coverage limiting our maximum exposure. In fiscal year 2025, our maximum exposure per individual event under the workers' compensation plan was $1,500. In fiscal year 2025, our minimum and maximum exposure per individual event under the automobile plan were up to $2,500 and $4,500, respectively. The liability for unpaid claims and associated expenses, including incurred but not reported losses, is determined by management with the assistance of a third-party actuary and reflected in our consolidated balance sheets as an accrued liability. We use a third party to track and evaluate actual claims experience for consistency with the data used in the annual actuarial valuation. The actuarial-determined liability is calculated based on historical data, which considers both the frequency and settlement amount of claims. Our self-insurance reserves totaled $31,616 and $24,949 as of December 31, 2025 and December 31, 2024, respectively. Our estimated accruals for these liabilities could be significantly different than our ultimate obligations if variables such as the frequency or severity of future events differ significantly from our assumptions.

**Income Taxes**

We use estimates to determine our provision for income taxes and related assets and liabilities and any valuation allowance recorded against our net deferred tax assets. Valuation allowances have been established for the possibility that tax benefits may not be realized for certain deferred tax assets. Deferred income taxes are recognized based on the expected future tax consequences of differences between the financial statement basis and the tax basis of assets and liabilities, calculated using currently enacted tax rates. We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making this determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent financial operations. In the event we determine that we would be able to realize our deferred income tax assets in the future in excess of their net recorded amount, we will make an adjustment to the valuation allowance which would reduce the provision for income taxes.

We account for income tax uncertainties according to guidance on the recognition, derecognition and measurement of potential tax benefits associated with tax positions. We recognize interest and penalties relating to income tax matters as a component of income tax expense. See Note 17, *Income Taxes* for disclosure related to income taxes.

**Derivatives and Hedging**

We account for derivatives and hedging activities in accordance with derivatives and hedging accounting guidance that establishes accounting and reporting standards requiring that every derivative instrument (including certain derivative instruments embedded in other contracts) be recorded in the consolidated balance sheet as either an asset or liability measured at its fair value. The guidance requires that changes in the derivative's fair value be recognized currently in earnings unless specific hedge accounting criteria are met.

Our strategy to reduce exposure to interest rate risk involves entering into interest rate derivative agreements to hedge against adverse movements in interest rates related to the variable rate portion of our long-term debt. We have designated these derivative instruments as highly effective cash flow hedges, and therefore the change in their fair value is recorded in stockholders' equity as a component of accumulated other comprehensive (loss) income, net of tax and included in interest expense at the same time as interest expense is affected by the hedged transactions. Differences paid or received over the life of the agreements are recorded as additions to or reductions of interest expense on the underlying debt and included in cash flows from operating activities. See Note 12, *Debt* for further disclosure about interest rate derivatives and Note 15, *Fair Value of Financial Instruments* for fair value disclosure about derivative instruments.

**Contingent Liabilities**

We are subject to various legal proceedings, claims and regulatory matters, the outcomes of which are subject to significant uncertainty. We determine whether to disclose or accrue for loss contingencies based on an assessment of whether the risk of loss is remote, reasonably possible or probable, and whether it can be reasonably estimated. We analyze our litigation and regulatory matters based on available information to assess the potential liabilities. Management's assessment is developed based on an analysis of possible outcomes under various strategies. We accrue for loss contingencies when such amounts are probable and reasonably estimable. If a contingent liability is only reasonably possible, we will disclose the potential range of the loss, if estimable. We record losses related to contingencies in cost of operations or general and administration expenses, depending on the nature of the underlying transaction leading to the loss contingency. See Note 13, *Commitments and Contingencies* for disclosure about loss contingencies, as applicable.

**Revenue Recognition**

We disaggregate our revenues by applicable service line: collection, landfill, transfer, transportation, landfill gas-to-energy, processing, and services provided by our National Accounts business. Under the revenue recognition guidance, revenues are measured based on the consideration specified in a contract with a customer. The circumstances that impact the timing and amount of revenue recognized for each applicable service line may vary based on the nature of the service performed. We generally recognize revenues for services over time as we satisfy the performance obligation by transferring control over the service to the customer as the service is performed and the benefit is received and consumed by the customer. Services are typically delivered in a series as a single bundled performance obligation over either a designated period of time or for specified number of services. Services may also be delivered as a single bundled service, on a period-to-period basis, or in a spot transaction. Consideration may be variable on a per ton basis and/or fixed. Fixed consideration is allocated to each distinct service and variable consideration is allocated to the increment of time that the service is performed, and we have the contractual right to the fee. Fees are typically billed weekly, monthly, quarterly or in advance. Generally, the amount of consideration that we have the right to receive that is invoiced to the customer directly corresponds to the value of our performance completed to date. We do not disclose the amount of variable consideration included in the transaction price that is allocated to outstanding performance obligations when the variable consideration is allocated entirely to unsatisfied performance obligations or to a wholly unsatisfied promise to transfer a distinct good or service that forms part of a single performance obligation. Revenues that are not satisfied over time are recognized at a point-in-time. This typically includes the sale of recycled or organic materials, as well as renewable energy credits ("RECs"). Revenues from the sale of organic or recycled materials are recognized at a point-in-time as control of the materials transfers to the customer upon shipment or pick-up by the customer. Revenues from the sale of RECs are recognized at a point-in-time as the trade is executed and control transfers to the customer.

Payments to customers that are not in exchange for a distinct good or service are recorded as a reduction of revenues. We make rebates to certain customers associated with payments for recycled or organic materials that are received and subsequently processed and sold to other third parties. Rebates are generally recorded as a reduction of revenues upon the sale of such materials, or upon receipt of the recycled materials at our facilities. We did not record revenues in fiscal years 2025, 2024, or 2023 from performance obligations satisfied in previous periods.

Contract receivables, which are included in Accounts receivable, net, are recorded when billed or when related revenue is earned, if earlier, and represent claims against third parties that will be settled in cash. Accounts receivable, net includes receivables from contracts of $181,616 and $162,916 as of December 31, 2025 and December 31, 2024, respectively. Certain customers are billed in advance and, accordingly, recognition of the related revenues for which payment has been received is deferred as a contract liability until the services are provided and control transferred to the customer. Contract liabilities of $45,153 and $50,690 as of December 31, 2025 and December 31, 2024, respectively, are presented separately on the consolidated balance sheets. Due to the short-term nature of advanced billings, substantially all of the deferred revenue recognized as a contract liability as of December 31, 2024 and December 31, 2023 was recognized as revenue during fiscal years 2025 and 2024, respectively, when the services were performed. See Note 4, *Revenue Recognition* for disclosure over revenues by applicable service line.

**Asset Impairments**

*Recovery of Long-Lived Assets.* We continually assess whether events or changes in circumstances have occurred that may warrant revision of the estimated useful lives of our long-lived assets (other than goodwill) or whether the remaining balances of those assets should be evaluated for possible impairment. Long-lived assets include, for example, capitalized landfill costs, property and equipment, identifiable intangible assets, and operating lease right-of-use assets. Events or changes in circumstances that may indicate that an asset may be impaired include the following:

- a significant decrease in the market price of an asset or asset group;

- a significant adverse change in the extent or manner in which an asset or asset group is being used or in its physical condition;
- a significant adverse change in legal factors or in the business climate that could affect the value of an asset or asset group, including an adverse action or assessment by a regulator;
- an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset;
- a current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with the use of a long-lived asset or asset group;
- a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life; or
- an impairment of goodwill at a reporting unit.

There are certain indicators listed above that require significant judgment and understanding of the waste industry when applied to landfill development or expansion. For example, a regulator may initially deny a landfill expansion permit application although the expansion permit is ultimately granted. In addition, management may periodically divert waste from one landfill to another to conserve remaining permitted landfill airspace. Therefore, certain events could occur in the ordinary course of business and not necessarily be considered indicators of impairment due to the unique nature of the waste industry.

If an impairment indicator occurs, we perform a test of recoverability by comparing the carrying value of the asset or asset group to its undiscounted expected future cash flows. We group our long-lived assets for this purpose at the lowest level for which identifiable cash flows are primarily independent of the cash flows of other assets or asset groups. If the carrying values are in excess of undiscounted expected future cash flows, we measure any impairment by comparing the fair value of the asset or asset group to its carrying value.

To determine fair value, we use discounted cash flow analyses and estimates about the future cash flows of the asset or asset group. This analysis includes a determination of an appropriate discount rate, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are typically based on financial forecasts developed internally by management. The discount rate used is commensurate with the risks involved. We may also rely on third-party valuations and or information available regarding the market value for similar assets.

If the fair value of an asset or asset group is determined to be less than the carrying amount of the asset or asset group, impairment in the amount of the difference is recorded in the period that the impairment occurs. Estimating future cash flows requires significant judgment and projections may vary from the cash flows eventually realized.

*Goodwill.* We annually assess goodwill for impairment during the fourth quarter of our fiscal year or more frequently if events or circumstances indicate that impairment may exist.

We may assess whether a goodwill impairment exists using either a qualitative or a quantitative assessment. If we perform a qualitative assessment, it involves determining whether events or circumstances exist that indicate it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill. If based on this qualitative assessment we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, we will not perform a quantitative assessment. If the qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, or if we elect not to perform a qualitative assessment, we perform a quantitative assessment to determine whether goodwill impairment exists at the reporting unit.

In testing for goodwill impairment, we estimate the fair value of each reporting unit, which we have determined to be our geographic operating segments and our Resource Solutions operating segment, and compare the fair value with the carrying value of the net assets of each reporting unit. If the fair value is less than its carrying value, then we would recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, noting that the amount is not to exceed the total amount of goodwill allocated to that reporting unit.

To determine the fair value of each of our reporting units as a whole we use discounted cash flow analyses, which require significant assumptions and estimates about the future operations of each reporting unit. Significant judgments inherent in this analysis include the determination of appropriate discount rates, the amount and timing of expected future cash flows and growth rates. The cash flows employed in our discounted cash flow analyses are based on financial forecasts developed internally by management. Our discount rate assumptions are based on an assessment of our risk adjusted discount rate, applicable for each reporting unit. In assessing the reasonableness of our determined fair values of our reporting units, we evaluate our results against our current market capitalization.

If the fair value of goodwill is less than its carrying value for a reporting unit, an impairment charge would be recorded to earnings. The loss recognized cannot exceed the carrying amount of goodwill. After a goodwill impairment loss is recognized, the adjusted carrying amount of goodwill becomes its new accounting basis.

In addition to an annual goodwill impairment assessment, we would evaluate a reporting unit for impairment if events or circumstances change between annual tests indicating a possible impairment. Examples of such events or circumstances include the following:

- a significant adverse change in legal status or in the business climate;
- an adverse action or assessment by a regulator;
- a more likely than not expectation that an operating segment or a significant portion thereof will be sold; or
- the testing for recoverability of a significant asset group within the operating segment.

We elected to perform a quantitative analysis as part of our annual goodwill impairment test for fiscal year 2025. As of October 1, 2025, our Eastern, Western, Mid-Atlantic and Resource Solutions reporting units indicated that the fair value of each reporting unit exceeded its carrying amount, including goodwill. In each case of our Eastern, Western, Mid-Atlantic and Resource Solutions reporting units, the fair value of each reporting unit exceeded its carrying value by in excess of 35%. We incurred no impairment of goodwill as a result of our annual goodwill impairment tests in fiscal years 2025, 2024 or 2023. However, there can be no assurance that goodwill will not be impaired at any time in the future.

*Cost Method Investments.* We monitor and assess the carrying value of our cost method investments throughout the year for potential impairment and write them down to their fair value when other-than-temporary declines exist. We incurred no impairment of cost method investments in fiscal year 2025, 2024 or 2023. There can be no assurance that our cost method investments will not be impaired at any time in the future.

**Defined Benefit Pension Plan**

We make contributions to one qualified multiemployer defined benefit pension plan (“Pension Plan”). The Pension Plan provides retirement benefits to participants based on their service. We do not administer this plan. The Pension Plan’s benefit formula is based on credited years of service and hours worked as defined in the Pension Plan document. Our pension contributions are made in accordance with funding standards established by the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code, as amended by the Pension Protection Act of 2006. The Pension Plan’s assets have been invested as determined by the Pension Plan's fiduciaries in accordance with the Pension Plan's investment policy. The Pension Plan’s asset allocation is based on the Pension Plan's investment policy and is reviewed as deemed necessary. See Note 16, *Employee Benefit Plans* for disclosure about the Pension Plan.

**Stock-Based Compensation**

Our equity awards granted generally consist of stock options, restricted stock awards, restricted stock units and market-based performance stock units. The fair value of each stock option grant is estimated using a Black-Scholes option-pricing model. The fair value of restricted stock award and restricted stock unit grants is at a price equal to the fair market value of our Class A common stock at the date of grant. Compensation expense associated with our stock options, restricted stock awards and restricted stock units is recognized as expense in general and administration expense over the employee’s requisite service period. The fair value of market-based performance stock unit grants is valued using a Monte Carlo pricing model and compensation expense is recognized as expense in general and administration expense ratably over the performance period based on our estimated achievement of the established performance criteria. For purposes of calculating stock-based compensation expense, forfeitures are accounted for as they occur. See Note 14, *Stockholders' Equity* for disclosure about stock-based compensation.

**Earnings Per Share**

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share is computed by dividing net income by the combined weighted average number of common shares outstanding during the period and potentially dilutive shares. Dilutive shares include the assumed exercise of employee stock options, unvested restricted stock awards, unvested restricted stock units and unvested market-based performance stock units based on the expected achievement of performance targets. In computing diluted earnings per share, we utilize the treasury stock method. See Note 19, *Earnings Per Share* for disclosure about the calculation of earnings per share.

**Subsequent Events**

We have evaluated subsequent events or transactions that have occurred after the consolidated balance sheet date of December 31, 2025 through the date of this filing of the consolidated financial statements with the SEC on this Annual Report on Form 10-K and determined that, except as disclosed, there have been no material subsequent events that have occurred since December 31, 2025 through the date of this filing that would require recognition or disclosure in our consolidated financial statements.

## 4. REVENUE RECOGNITION

We disaggregate our revenues by applicable service line as follows: collection, landfill, transfer, transportation, landfill gas-to-energy, processing and National Accounts.

*Collection*

Collection revenues are principally generated by providing solid waste collection and disposal services to our customers. Services may be provided as needed or as scheduled. We derive a substantial portion of our collection revenues from commercial, industrial and municipal services that are generally performed under service agreements or pursuant to contracts with municipalities. The majority of our residential collection services are performed on a subscription basis with individual property owners or occupants.

*Landfill*

Landfill disposal services primarily consist of receiving some form of acceptable solid waste materials at one of our landfills and appropriately disposing of it. Landfill customers are typically charged a tipping fee on a per ton basis for disposing of their solid waste at our disposal facilities. In general, these fees are variable in nature.

*Transfer station*

Transfer station disposal services primarily consist of receiving some form of acceptable solid waste materials at one of our transfer stations and appropriately disposing of it by transporting it to an appropriate disposal site. Transfer station customers are charged a tipping fee on a per ton basis for disposing of their solid waste at our transfer stations. In general, these fees are variable in nature.

*Transportation*

Transportation services consist of the transportation of large volumes of waste or recycled materials from a customer designated location to another location or disposal facility. Transportation customers are charged a fee on a per ton basis for transporting and/or disposal of the materials. In general, these fees are variable in nature.

*Landfill gas-to-energy*

Landfill gas-to-energy services primarily consist of the generation and sale of electricity from landfill gas-to-energy facilities located at certain of our landfills; the reservation of electric generating capacity to be used by customers on demand; the sale of RECs; and providing the related rights to, generation and sale of, renewable natural gas (“RNG”) and related tax credits from landfill RNG facilities located at certain of our landfills.

*Processing*

Processing services consist of the receipt of recycled, sludge or other organic materials at one of our materials recovery, processing or disposal facilities, where it is then sorted, mixed and/or processed, and then disposed of or sold. Revenues from processing services are derived from customers in the form of processing fees, tipping fees, and commodity sales, primarily comprised of newspaper, corrugated containers, plastics, ferrous and aluminum, and organic materials.

*National Accounts*

Revenues from our National Accounts business are derived from brokerage services and overall resource management services providing a wide range of environmental services and resource management solutions to large and complex organizations, as well as traditional collection, disposal and recycling services provided to large account multi-site customers. In brokerage arrangements, we act as an agent that facilitates the sale of recyclable materials between an inbound customer and an outbound customer. Revenues from the brokerage of recycled materials are recognized on a net basis at the time of shipment. In general, these fees are variable in nature.

A table of revenues disaggregated by service line and timing of revenue recognition by operating segment follows:

**Fiscal Year Ended December 31, 2025**

| | Eastern | Western | Mid-Atlantic | Resource Solutions | Total Revenues |
|---|---|---|---|---|---|
| Collection | $ 353,838 | $ 508,765 | $ 333,462 | $ — | $ 1,196,065 |
| Landfill | 31,284 | 61,805 | 4,607 | — | 97,696 |
| Transfer station | 71,476 | 68,028 | 3,003 | — | 142,507 |
| Transportation | 6,137 | 16,706 | — | — | 22,843 |
| Landfill gas-to-energy | 1,244 | 6,356 | — | — | 7,600 |
| Processing | 8,630 | 1,528 | — | 133,658 | 143,816 |
| National Accounts | — | — | — | 226,314 | 226,314 |
| Total revenues | $ 472,609 | $ 663,188 | $ 341,072 | $ 359,972 | $ 1,836,841 |
| | | | | | |
| Transferred at a point-in-time | $ 381 | $ 2,392 | $ — | $ 50,016 | $ 52,789 |
| Transferred over time | 472,228 | 660,796 | 341,072 | 309,956 | 1,784,052 |
| Total revenues | $ 472,609 | $ 663,188 | $ 341,072 | $ 359,972 | $ 1,836,841 |

**Fiscal Year Ended December 31, 2024[1]**

| | Eastern | Western | Mid-Atlantic | Resource Solutions | Total Revenues |
|---|---|---|---|---|---|
| Collection | $ 322,973 | $ 420,998 | $ 217,813 | $ — | $ 961,784 |
| Landfill | 30,541 | 61,602 | 2,602 | — | 94,745 |
| Transfer station | 74,314 | 55,345 | 1,711 | — | 131,370 |
| Transportation | 5,911 | 14,684 | 8 | — | 20,603 |
| Landfill gas-to-energy | 1,661 | 6,297 | — | — | 7,958 |
| Processing | 8,364 | 2,592 | — | 130,459 | 141,415 |
| National Accounts | — | — | — | 199,408 | 199,408 |
| Total revenues | $ 443,764 | $ 561,518 | $ 222,134 | $ 329,867 | $ 1,557,283 |
| | | | | | |
| Transferred at a point-in-time | $ 471 | $ 2,516 | $ — | $ 58,273 | $ 61,260 |
| Transferred over time | 443,293 | 559,002 | 222,134 | 271,594 | 1,496,023 |
| Total revenues | $ 443,764 | $ 561,518 | $ 222,134 | $ 329,867 | $ 1,557,283 |

**Fiscal Year Ended December 31, 2023[1]**

| | Eastern | Western | Mid-Atlantic (2) | Resource Solutions | Total Revenues |
|---|---|---|---|---|---|
| Collection | $ 286,604 | $ 339,272 | $ 84,714 | $ — | $ 710,590 |
| Landfill | 28,275 | 69,792 | 2,934 | — | 101,001 |
| Transfer station | 71,318 | 50,711 | 926 | — | 122,955 |
| Transportation | 5,482 | 15,109 | 35 | — | 20,626 |
| Landfill gas-to-energy | 806 | 5,811 | — | — | 6,617 |
| Processing | 7,999 | 1,955 | — | 105,997 | 115,951 |
| National Accounts | — | — | — | 186,802 | 186,802 |
| Total revenues | $ 400,484 | $ 482,650 | $ 88,609 | $ 292,799 | $ 1,264,542 |
| | | | | | |
| Transferred at a point-in-time | $ 463 | $ 2,731 | $ — | $ 34,654 | $ 37,848 |
| Transferred over time | 400,021 | 479,919 | 88,609 | 258,145 | 1,226,694 |
| Total revenues | $ 400,484 | $ 482,650 | $ 88,609 | $ 292,799 | $ 1,264,542 |

(1) Certain prior period amounts have been reclassified between regional operating segments to conform to the current period presentation. See Note 21, *Segment Reporting* for further disclosure.

(2) Operations under the Mid-Atlantic region commenced July 1, 2023.

## 5. BUSINESS COMBINATIONS

In January 2026, we expanded our geographic footprint when we acquired the assets of RGL, Inc. (dba Mountain State Waste), which consists of collection operations in West Virginia and a transfer station operation in southwestern Pennsylvania ("Mountain State Waste Acquisition").

In fiscal year 2025, we acquired nine businesses: five tuck-in collection operations in our Mid-Atlantic region, two tuck-in collection operations in our Western region, a recycling business in our Resource Solutions operating segment, and a tuck-in collection operation and recycling business whose assets and liabilities are allocated between our Eastern region and Resource Solutions operating segments.

In fiscal year 2024, we acquired eight businesses: four of which are in our Mid-Atlantic region, including the purchase of all the equity interests of Whitetail Disposal, Inc. and the assets of LMR Disposal, LLC, which together include collection operations in eastern Pennsylvania and western New Jersey; two of which are in our Western region, including the purchase of all equity interests of Royal Carting and Welsh Sanitation and related real estate assets, which consists of collection and transfer operations in the middle and lower Hudson Valley regions of New York as well as western Connecticut; and two of which are tuck-in operations in our Eastern region.

In fiscal year 2023, we acquired seven businesses: the equity interests of four wholly-owned subsidiaries of GFL Environmental Inc., which include solid waste collection, transfer and recycling operations in Pennsylvania, Maryland and Delaware (the "GFL Acquisition"); the assets of Consolidated Waste Services, LLC and its affiliates (dba Twin Bridges), consisting of a collection, transfer and recycling business in the greater Albany, New York area ("Twin Bridges Acquisition"); and five additional solid waste collection businesses that provide collection, transfer and recycling services.

The operating results of the businesses acquired prior to December 31, 2025 have been included in the accompanying audited consolidated statements of operations from each date of acquisition, and each purchase price has been allocated to the net assets acquired based on fair values at the date of each acquisition with the residual amounts recorded as goodwill.

Due to the integration of certain of these businesses within our existing market areas, it is not practicable to segregate the revenue and earnings of all of the acquired businesses since their respective acquisition dates.

Purchase price allocations are based on information existing at the acquisition dates or upon closing the transactions. Acquired intangible assets other than goodwill that are subject to amortization may include customer relationships, trade names and covenants not-to-compete. These are amortized over a two to ten-year period from the date of acquisition.

Goodwill acquired is primarily associated with the value of acquired businesses, based on the current and anticipated operating performance, in excess of the specific values allocated to other assets, new growth opportunities arising from the acquisitions, and expected synergies from combining the acquired businesses with our existing operations and implementing our operating strategies. Substantially all amounts recorded to goodwill associated with acquisitions completed in fiscal year 2025 are expected to be deductible for tax purposes.

Due to the uniformity of the businesses acquired, both operationally and tangibly through the nature of the assets acquired, and intangibly, through the acquisition of customer lists, covenants not-to-compete and trade names, we believe aggregated disclosure information is more relevant and useful to financial statement users than individualized disclosure of the separate acquisitions in accordance with FASB ASC 805 - Business Combinations.

A summary of the purchase price paid and the purchase price allocation for acquisitions follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Purchase Price: | | | |
| Cash used in acquisitions, net of cash acquired of $—, $11,687, and $1,014, respectively | $ 223,365 | $ 469,159 | $ 846,711 |
| Settlements due from sellers | (1,037) | (2,987) | (2,873) |
| Holdbacks, contingent consideration and other | 7,435 | 1,689 | 2,729 |
| Total consideration | 229,763 | 467,861 | 846,567 |
| Allocated as follows: | | | |
| Current assets (1) | 9,007 | 15,992 | 19,524 |
| Property and equipment: | | | |
| Land | 4,850 | 7,026 | 8,440 |
| Buildings and improvements | 7,587 | 9,878 | 28,411 |
| Machinery, equipment and other | 42,690 | 89,995 | 177,916 |
| Operating lease right-of-use assets | 10,655 | 5,222 | 11,786 |
| Intangible assets: | | | |
| Trade names | 514 | 12,470 | 4,320 |
| Covenants not-to-compete | 3,237 | 10,997 | 30,860 |
| Customer relationships | 49,370 | 104,762 | 145,393 |
| Deferred tax asset (liability) | 230 | (20,392) | (9,058) |
| Current liabilities | (4,947) | (27,755) | (21,417) |
| Other long-term liabilities | — | — | (828) |
| Operating lease liabilities, less current portion | (9,583) | (5,092) | (9,939) |
| Fair value of assets acquired and liabilities assumed | 113,610 | 203,103 | 385,408 |
| Excess purchase price to be allocated to goodwill | $ 116,153 | $ 264,758 | $ 461,159 |

(1) Includes contract receivables in fiscal year 2025, 2024 and 2023 of $8,470, $12,936 and $17,002, respectively. Substantially all of contractual amounts are expected to be collected.

Purchase price allocations for fiscal year 2025 transactions are preliminary and subject to revision upon finalization of third-party valuations over each respective one-year measurement period. Accordingly, the purchase price allocations for fiscal year 2025 are subject to change. Amounts in the fiscal years 2024 and 2023 are preliminary as disclosed based on information existing at the acquisition dates or upon closing the transaction and have since been updated based upon the finalization of third-party valuations, including the value of certain tangible and intangible assets acquired. The initial accounting for transactions that closed subsequent to December 31, 2025, but before the financial statements are issued, remains incomplete upon issuance.

Unaudited pro forma combined information that shows our operational results as though each acquisition completed through December 31, 2025 had occurred as of January 1, 2023 is as follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Revenues | $ 1,871,520 | $ 1,806,201 | $ 1,759,745 |
| Operating income | $ 65,294 | $ 66,987 | $ 80,482 |
| Net income | $ 8,603 | $ 8,377 | $ 20,704 |
| | | | |
| Basic earnings per share attributable to common stockholders: | | | |
| Basic weighted average shares outstanding | 63,462 | 59,576 | 55,174 |
| Basic earnings per common share | $ 0.14 | $ 0.14 | $ 0.38 |
| Diluted earnings per share attributable to common stockholders: | | | |
| Diluted weighted average shares outstanding | 63,565 | 59,681 | 55,274 |
| Diluted earnings per common share | $ 0.14 | $ 0.14 | $ 0.37 |

The unaudited pro forma results set forth in the table above have been prepared for comparative purposes only and are not necessarily indicative of the actual results of operations had the acquisitions taken place as of January 1, 2023, or the results of our future operations. Furthermore, the unaudited pro forma results do not give effect to all cost savings or incremental costs that may occur as a result of the integration and consolidation of the completed acquisitions.

## 6. ACCOUNTS RECEIVABLE, NET OF ALLOWANCE FOR CREDIT LOSSES

A summary of the changes to allowance for credit losses follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Balance at beginning of period | $ 8,515 | $ 4,066 | $ 3,016 |
| Additions - charged to expense (1) | 1,789 | 5,987 | 2,468 |
| Additions - reserve for acquired receivables with credit deterioration | 1,002 | 870 | — |
| Deductions - write offs charged against the allowance, net of recoveries | (4,224) | (2,408) | (1,418) |
| Balance at end of period | $ 7,082 | $ 8,515 | $ 4,066 |

(1) Includes a charge recorded in fiscal year 2024 in expense from acquisition activities for an increase in the reserve against accounts receivable of the businesses acquired in the GFL Acquisition as a result of our inability to pursue collections during the transition services period with the seller, resulting in accounts receivable aged beyond what is typical in our business. See Note 18, *Other Items and Charges* for disclosure regarding expense from acquisition activities.

## 7. PROPERTY AND EQUIPMENT

A summary of property and equipment is as follows:

| | December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Land | $ 67,191 | $ 56,010 |
| Landfills | 894,080 | 859,602 |
| Finance lease right-of-use assets | 166,085 | 128,159 |
| Buildings and improvements | 355,180 | 303,170 |
| Machinery and equipment | 354,628 | 318,391 |
| Rolling stock | 595,232 | 490,571 |
| Containers | 352,576 | 311,236 |
| Total property and equipment (1) | 2,784,972 | 2,467,139 |
| Less: accumulated depreciation and amortization | (1,495,563) | (1,302,324) |
| Property and equipment, net | $ 1,289,409 | $ 1,164,815 |

(1) Includes construction-in-process of $65,941 and $104,686 at December 31, 2025 and December 31, 2024, respectively, that have not been placed in service and, therefore, have not begun depreciating.

Depreciation expense for fiscal years 2025, 2024 and 2023 was $168,410, $133,928 and $99,249, respectively. Landfill amortization expense for fiscal years 2025, 2024 and 2023 was $61,950, $44,498 and $40,419, respectively.

## 8. LEASES

A schedule of lease costs and other lease information follows:

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| **Lease cost:** | | |
| Amortization of right-of-use assets | $ 11,691 | $ 9,216 |
| Interest expense | 3,605 | 2,594 |
| | | |
| Fixed lease cost - vehicles, equipment and property | 10,085 | 8,021 |
| Fixed lease cost - landfill operating leases | 12,055 | 9,763 |
| Fixed lease cost | 22,140 | 17,784 |
| | | |
| Short-term lease cost | 10,671 | 9,603 |
| Variable lease cost | 792 | 780 |
| Total lease cost | $ 48,899 | $ 39,977 |
| | | |
| **Other information:** | | |
| Cash paid for amounts included in the measurement of lease liabilities: | | |
| Financing cash flows for finance leases | $ 20,931 | $ 12,071 |
| Operating cash flows for operating leases | $ 14,041 | $ 11,884 |
| Right-of-use assets obtained in exchange for new finance lease liabilities | $ 45,311 | $ 28,723 |
| Right-of-use assets obtained in exchange for new operating lease liabilities | $ 24,221 | $ 11,686 |

| | December 31, 2025 |
|---|---|
| Weighted-average remaining lease term - finance leases (years) | 4.7 |
| Weighted-average remaining lease term - operating leases (years) | 10.1 |
| Weighted-average discount rate - finance leases | 4.7 % |
| Weighted-average discount rate - operating leases | 5.3 % |

Estimated minimum future lease obligations as of December 31, 2025 for each of the next five fiscal years and thereafter are as follows:

| | Operating Leases | Finance Leases |
|---|---|---|
| Fiscal year ending December 31, 2026 | $ 15,852 | $ 29,121 |
| Fiscal year ending December 31, 2027 | 15,069 | 17,722 |
| Fiscal year ending December 31, 2028 | 11,595 | 16,454 |
| Fiscal year ending December 31, 2029 | 10,685 | 14,219 |
| Fiscal year ending December 31, 2030 | 7,939 | 12,299 |
| Thereafter | 50,857 | 17,838 |
| Total lease payments | 111,997 | 107,653 |
| Less: interest | (27,532) | (13,618) |
| Lease liability balance | $ 84,465 | $ 94,035 |

## 9. GOODWILL AND INTANGIBLE ASSETS

A summary of the activity and balances related to goodwill by reportable operating segment is as follows:

| | December 31, 2024 (1) | Acquisitions | Business Combination Adjustments | December 31, 2025 |
|---|---|---|---|---|
| Eastern | $ 89,544 | $ 20,989 | $ — | $ 110,533 |
| Western | 357,143 | 11,437 | 2,455 | 371,035 |
| Mid-Atlantic | 510,917 | 74,037 | (818) | 584,136 |
| Resource Solutions | 44,662 | 9,690 | — | 54,352 |
| Total | $ 1,002,266 | $ 116,153 | $ 1,637 | $ 1,120,056 |

| | December 31, 2023 (1) | Acquisitions | Business Combination Adjustments | December 31, 2024 (1) |
|---|---|---|---|---|
| Eastern | $ 88,865 | $ 774 | $ (95) | $ 89,544 |
| Western | 263,519 | 92,825 | 799 | 357,143 |
| Mid-Atlantic | 338,812 | 171,159 | 946 | 510,917 |
| Resource Solutions | 44,474 | — | 188 | 44,662 |
| Total | $ 735,670 | $ 264,758 | $ 1,838 | $ 1,002,266 |

(1) December 31, 2023 and 2024 amounts, which include allocated goodwill between operating segments using a relative fair value approach, have been reclassified between regional operating segments to conform to the current period presentation. See Note 21, *Segment Reporting* for further disclosure.

A summary of intangible assets is as follows:

| | Covenants Not-to-Compete | Customer Relationships | Trade Names | Total |
|---|---|---|---|---|
| Balance, December 31, 2025 | | | | |
| Intangible assets | $ 74,892 | $ 427,625 | $ 26,309 | $ 528,826 |
| Less accumulated amortization | (43,041) | (176,824) | (18,106) | (237,971) |
| | $ 31,851 | $ 250,801 | $ 8,203 | $ 290,855 |

| | Covenants Not-to-Compete | Customer Relationships | Trade Names | Total |
|---|---|---|---|---|
| Balance, December 31, 2024 | | | | |
| Intangible assets | $ 71,568 | $ 377,600 | $ 25,795 | $ 474,963 |
| Less accumulated amortization | (34,398) | (115,305) | (11,792) | (161,495) |
| | $ 37,170 | $ 262,295 | $ 14,003 | $ 313,468 |

Intangible amortization expense for fiscal years 2025, 2024 and 2023 was $76,475, $56,481 and $31,037, respectively.

Based on the amortizable intangible assets recorded in the consolidated balance sheets at December 31, 2025, intangible amortization expense for each of the next five fiscal years and thereafter is estimated as follows:

| | |
|---|---|
| Fiscal year ending December 31, 2026 | $ 69,915 |
| Fiscal year ending December 31, 2027 | $ 61,055 |
| Fiscal year ending December 31, 2028 | $ 51,961 |
| Fiscal year ending December 31, 2029 | $ 40,160 |
| Fiscal year ending December 31, 2030 | $ 28,533 |
| Thereafter | $ 39,231 |

## 10. ACCRUED FINAL CAPPING, CLOSURE AND POST-CLOSURE COSTS

Accrued final capping, closure and post-closure costs include the current and non-current portion of costs associated with obligations for final capping closure and post-closure of our landfills. We estimate our future final capping, closure and post-closure costs of our landfills in order to determine the final capping, closure and post-closure expense per ton of waste placed into each landfill as further described in Note 3, *Summary of Significant Accounting Policies*. The anticipated time frame for paying these costs varies based on the remaining useful life of each landfill, as well as the duration of the post-closure monitoring period.

The changes to accrued final capping, closure and post-closure liabilities are as follows:

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Beginning balance | $ 172,230 | $ 133,904 |
| Obligations incurred | 8,432 | 7,093 |
| Revisions in estimates (1) | 4,603 | 29,537 |
| Accretion expense | 14,502 | 11,350 |
| Obligations settled (2) | (7,045) | (8,765) |
| Recovery of capping payments (3) | — | (889) |
| Ending balance | $ 192,722 | $ 172,230 |

(1) Relates to changes in estimates and assumptions concerning anticipated waste flow, costs, including as a result of higher inflation, and timing of future final capping, closure and post-closure activities at our landfills. Fiscal year 2024 includes $8,385 related to the revision in estimates of the post-closure liability for the Town of Southbridge, Massachusetts landfill ("Southbridge Landfill"), related to the final closure permit ("Closure Permit"). See Note 18, *Other Items and Charges* for further disclosure over the Southbridge Landfill revision.

(2) May include amounts paid and amounts that are being processed through accounts payable as a part of our disbursement cycle.

(3) Relates to the recovery in fiscal year 2024 of historical payments written off associated with capping work that was deemed no longer viable due to a veneer failure at the Ontario County Landfill, which we operate, that occurred in fiscal year 2023, after an engineering evaluation determined that a portion of the affected area was still viable. See Note 18, *Other Items and Charges* for additional disclosure.

## 11. OTHER CURRENT ASSETS

Other current assets, classified as current assets, at December 31, 2025 and 2024 are as follows:

| | December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Parts and supplies | $ 24,357 | $ 21,539 |
| Other current assets | 13,153 | 19,499 |
| Total | $ 37,510 | $ 41,038 |

## 12. DEBT

A summary of debt is as follows:

| | December 31, 2025 | December 31, 2024 |
|---|---|---|
| **Senior Secured Credit Facility:** | | |
| Term loan A facility ("Term Loan Facility") payable quarterly beginning in the fiscal year ended December 31, 2027, with balance due September 2029; bearing interest at 5.266% as of December 31, 2025 | $ 800,000 | $ 800,000 |
| Revolving credit facility ("Revolving Credit Facility") due September 2029; bearing interest at term secured overnight financing rate ("Term SOFR") plus 1.550% | — | — |
| **Tax-Exempt Bonds:** | | |
| New York State Environmental Facilities Corporation Solid Waste Disposal Revenue Bonds Series 2014 ("New York Bonds 2014R-1") due December 2044 - fixed rate interest period bearing interest at 2.875% through December 2029 | 25,000 | 25,000 |
| New York State Environmental Facilities Corporation Solid Waste Disposal Revenue Bonds Series 2014R-2 ("New York Bonds 2014R-2") due December 2044 - fixed rate interest period bearing interest at 3.125% through May 2026 | 15,000 | 15,000 |
| New York State Environmental Facilities Corporation Solid Waste Disposal Revenue Bonds Series 2020 ("New York Bonds 2020") due September 2050 - fixed rate interest period bearing interest at 4.250% through September 2030 | 37,500 | 40,000 |
| New York State Environmental Facilities Corporation Solid Waste Disposal Revenue Bonds Series 2020R-2 ("New York Bonds 2020R-2") due September 2050 - fixed rate interest period bearing interest at 5.125% through September 2030 | 35,000 | 35,000 |
| Finance Authority of Maine Solid Waste Disposal Revenue Bonds Series 2005R-3 ("FAME Bonds 2005R-3") due January 2025 - fixed rate interest period bore interest at 5.250% through paydown in January 2025 | — | 25,000 |
| Finance Authority of Maine Solid Waste Disposal Revenue Bonds Series 2015R-1 ("FAME Bonds 2015R-1") due August 2035 - fixed rate interest period bore interest at 5.125% through July 2025 | — | 15,000 |
| Finance Authority of Maine Solid Waste Disposal Revenue Bonds Series 2015R-2 ("FAME Bonds 2015R-2") due August 2035 - fixed rate interest period bore interest at 4.375% through July 2025 | — | 15,000 |
| Finance Authority of Maine Solid Waste Disposal Revenue Bonds Series 2015R-3 ("FAME Bonds 2015R-3") due August 2035 - fixed rate interest period bearing interest at 5.000% through August 2035 | 29,000 | — |
| Finance Authority of Maine Solid Waste Disposal Revenue Bonds Series 2024 ("FAME Bonds 2024") due December 2047 - fixed rate interest period bearing interest at 4.625% through May 2035 | 45,000 | 45,000 |
| Vermont Economic Development Authority Solid Waste Disposal Long-Term Revenue Bonds Series 2013 ("Vermont Bonds 2013") due April 2036 - fixed rate interest period bearing interest at 4.625% through April 2028 | 16,000 | 16,000 |
| Vermont Economic Development Authority Solid Waste Disposal Long-Term Revenue Bonds Series 2022A-1 ("Vermont Bonds 2022A-1") due June 2052 - fixed rate interest period bearing interest at 5.000% through May 2027 | 35,000 | 35,000 |
| Vermont Economic Development Authority Solid Waste Disposal Revenue Bonds Series 2022A-2 ("Vermont Bonds 2022A-2") due June 2052 - fixed rate interest period bearing interest at 4.375% through May 2032 | 25,000 | — |
| Business Finance Authority of the State of New Hampshire Solid Waste Disposal Revenue Bonds Series 2013 ("New Hampshire Bonds") due April 2029 - fixed rate interest period bearing interest at 2.950% through April 2029 | 11,000 | 11,000 |
| **Other:** | | |
| Finance leases maturing through December 2107; bearing interest at a weighted average of 4.722% | 94,035 | 69,662 |
| Notes payable with no stated interest rate maturing through September 2028 | 1,097 | 1,500 |
| Principal amount of debt | 1,168,632 | 1,148,162 |
| Less—unamortized debt issuance costs | 13,970 | 14,911 |
| Debt less unamortized debt issuance costs | 1,154,662 | 1,133,251 |
| Less—current maturities of debt | 25,735 | 42,619 |
| Debt, less current portion | $ 1,128,927 | $ 1,090,632 |

**Credit Facility**

In September 2024, we entered into a second amended and restated credit agreement ("Credit Agreement"), which amended and restated in its entirety our amended and restated credit agreement ("Prior Credit Agreement"). The Credit Agreement provides for an $800,000 aggregate principal amount Term Loan Facility and a $700,000 Revolving Credit Facility, with a $155,000 sublimit for letters of credit (collectively, the "Credit Facility"). A portion of the proceeds of the Credit Facility refinanced in full our term loans under the Prior Credit Agreement.

We have the right to request, at our discretion, an increase in the amount of loans under the Credit Facility by an aggregate amount of $200,000, subject to further increase based on the terms and conditions set forth in the Credit Agreement. The Credit Facility has a 5-year term that matures in September 2029. The Credit Facility shall bear interest, at our election, at Term SOFR or at a base rate, in each case plus or minus any sustainable rate adjustment of up to positive or negative 4.0 basis points per annum, plus an applicable interest rate margin based upon our consolidated net leverage ratio as follows:

| | Term SOFR Loans | Base Rate Loans |
|---|---|---|
| Credit Facility | 1.300% to 2.175% | 0.300% to 1.175% |

A commitment fee will be charged on undrawn amounts of our Revolving Credit Facility based upon our consolidated net leverage ratio in the range of 0.200% to 0.400% per annum, plus a sustainability adjustment of up to positive or negative 1.0 basis point per annum. The Credit Agreement provides that Term SOFR is subject to a zero percent floor. We are also required to pay a fronting fee for each letter of credit of 0.250% per annum. Interest under the Credit Agreement is subject to increase by 2.000% per annum during the continuance of a payment default and may be subject to increase by 2.000% per annum during the continuance of any other event of default. The Credit Facility is guaranteed jointly and severally, fully and unconditionally by all of our significant wholly-owned subsidiaries and secured by substantially all of our assets. As of December 31, 2025, further advances were available under the Credit Facility in the amount of $673,418. The available amount is net of outstanding irrevocable letters of credit totaling $26,582, and as of December 31, 2025 no amount had been drawn.

The Credit Agreement requires us to maintain a minimum interest coverage ratio and a maximum consolidated net leverage ratio, to be measured at the end of each fiscal quarter. In addition to these financial covenants, the Credit Agreement contains a number of important customary affirmative and negative covenants which restrict, among other things, our ability to sell assets, incur additional debt, create liens, make investments, and pay dividends. As of December 31, 2025, we were in compliance with the covenants contained in the Credit Agreement. 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 unable to repay debt to our lenders or were 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.

***Tax-Exempt Financings***

Industrial revenue bonds are tax-exempt municipal debt securities issued by a government agency on our behalf and sold only to qualified institutional buyers. As of December 31, 2025, we had outstanding $273,500 aggregate principal amount of tax-exempt bonds issued by the states of New York, Vermont, Maine and New Hampshire (collectively, the "Industrial Revenue Bonds"), which are unsecured and guaranteed jointly and severally, fully and unconditionally by all of our significant wholly-owned subsidiaries, and require interest payments semi-annually. The Industrial Revenue Bonds have fixed rate interest periods. At the end of each respective fixed rate interest period, the corresponding tax-exempt bond may be converted to a variable rate interest period or remarketed over a new fixed rate interest period. We borrowed the proceeds of the Industrial Revenue Bonds to finance or reimburse certain qualified capital projects and other costs in each respective state of issuance as defined in the related offering memorandum and indenture.

In fiscal year 2025, we completed the following transactions: (i) the drawdown of $25,000 aggregate principal amount of Vermont Bonds 2022A-2, which bears a fixed interest rate of 4.375% through May 2032, (ii) the remarketing of $29,000 aggregate principal amount of FAME Bonds 2015R-1 and FAME Bonds 2015R-2 into a single series FAME Bonds 2015R-3, which bears a fixed interest rate of 5.000% through August 2035, and (iii) the remarketing of $37,500 aggregate principal amount of New York Bonds 2020, which bears an interest rate of 4.250% through September 2030.

In fiscal year 2024, we completed the issuance of $45,000 aggregate principal amount of FAME Bonds 2024, which bears a fixed interest rate of 4.625% through May 2035, and $25,000 of the proceeds of such issuance were used for the repayment in full of FAME Bonds 2005R-3, which matured and were repaid in January 2025.

**Cash, Cash Equivalents and Restricted Cash**

Restricted cash is included with restricted assets, as well as cash and cash equivalents in our consolidated balance sheets based on the nature of the underlying restrictions. Our restricted cash included with restricted assets, classified as non-current assets as of December 31, 2025, was associated with legally restricted cash held in an escrow account due to the timing of the close of the Mountain State Waste Acquisition. Our restricted cash included with cash and cash equivalents, classified as current assets as of December 31, 2024, consisted of cash proceeds from the issuance of the FAME Bonds 2024 restricted to be used for the repayment in full of FAME Bonds 2005R-3, classified as a current liability as of December 31, 2024, on its stated maturity in January 2025.

A reconciliation of cash, cash equivalents and restricted cash, including non-current, is as follows:

| | December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Cash and cash equivalents | $ 123,773 | $ 358,303 |
| Restricted cash - current | — | 25,000 |
| Cash, cash equivalents and restricted cash | 123,773 | 383,303 |
| Restricted cash - non-current | 93,086 | — |
| Cash, cash equivalents and restricted cash, including non-current | $ 216,859 | $ 383,303 |

**Interest Expense**

The components of interest expense are as follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Interest expense on long-term debt and finance leases | $ 59,827 | $ 60,077 | $ 44,836 |
| Amortization of debt issuance costs (1) | 3,023 | 2,960 | 2,962 |
| Letter of credit fees | 467 | 459 | 423 |
| Less: capitalized interest | (773) | (1,085) | (643) |
| Total interest expense | $ 62,544 | $ 62,411 | $ 47,578 |

(1) Includes interest expense related to a short-term secured bridge financing entered into in connection with the GFL Acquisition and interest expense related to a short-term unsecured bridge financing entered into in connection with the Twin Bridges Acquisition of $395 and $101, respectively, during the fiscal year 2023.

**Debt Modification Expense**

In fiscal year 2024, we recognized debt modification expense of $1,396 associated with agent fees and other third-party costs we paid during the refinancing of the Credit Agreement.

**Loss from Termination of Bridge Financing**

In fiscal year 2023, we wrote-off the unamortized debt issuance costs and recognized a loss from termination of bridge financing upon the extinguishment of both a secured bridge financing agreement in connection with the GFL Acquisition of $3,718, and an unsecured bridge financing agreement in connection with the Twin Bridges Acquisition of $4,473.

**Cash Flow Hedges**

Our strategy to reduce exposure to interest rate risk involves entering into interest rate derivative agreements to hedge against adverse movements in interest rates related to the variable rate portion of our long-term debt. We have designated these derivative instruments as highly effective cash flow hedges, and therefore the change in their fair value is recorded in stockholders' equity as a component of accumulated other comprehensive (loss) income, net of tax and included in interest expense at the same time as interest expense is affected by the hedged transactions. See Note 14, *Stockholders' Equity* for further disclosure over the impact of cash flow hedges to accumulated other comprehensive (loss) income, net of tax. Differences paid or received over the life of the agreements are recorded as additions to or reductions of interest expense on the underlying debt and included in cash flows from operating activities.

A summary of the changes to the notional amount of interest rate derivative agreements follows:

As of both December 31, 2025 and December 31, 2024, our active interest rate derivative agreements had a total notional amount of $515,000. According to the terms of the agreements, we receive interest based on Term SOFR, restricted by a 0.0% floor, and pay interest at a weighted average rate of approximately 3.6%. These agreements mature or have matured between February 2026 and June 2028.

A summary of the effect of cash flow hedges related to derivative instruments on the consolidated balance sheets follows:

| | | Fair Value | |
|---|---|---|---|
| | Balance Sheet Location | December 31, 2025 | December 31, 2024 |
| Interest rate swaps | Other current assets | $ 2,081 | $ 3,606 |
| Interest rate swaps | Other non-current assets | 835 | 4,036 |
| Total | | $ 2,916 | $ 7,642 |
| | | | |
| Interest rate swaps | Other accrued liabilities | $ 3,073 | $ 570 |
| Interest rate swaps | Other long-term liabilities | 5,348 | 2,282 |
| Total | | $ 8,421 | $ 2,852 |
| | | | |
| Interest rate swaps | Accumulated other comprehensive (loss) income, net | $ (5,505) | $ 4,790 |
| Interest rate swaps - tax effect | Accumulated other comprehensive (loss) income, net | 1,550 | (1,478) |
| | | $ (3,955) | $ 3,312 |

**Fair Value of Debt**

As of December 31, 2025, the fair value of the Industrial Revenue Bonds was approximately $275,334 and the carrying value was $273,500. The fair value of the Industrial Revenue Bonds is considered to be Level 2 within the fair value hierarchy as the fair value is determined using market approach pricing provided by a third party that utilizes pricing models and pricing systems, mathematical tools and judgment to determine the evaluated price for the security based on the market information of each of the bonds or securities with similar characteristics.

As of December 31, 2025, the carrying value of our Term Loan Facility was $800,000 and the carrying value of our Revolving Credit Facility was zero dollars. Their fair values are based on current borrowing rates for similar types of borrowing arrangements, or Level 2 inputs, and approximate their carrying values.

Although we have determined the estimated fair value amounts of the Industrial Revenue Bonds using available market information and commonly accepted valuation methodologies, a change in available market information, and/or the use of different assumptions and/or estimation methodologies could have a material effect on the estimated fair values. These amounts have not been revalued, and current estimates of fair value could differ significantly from the amounts presented.

**Future Maturities of Debt**

Aggregate principal maturities of debt as of December 31, 2025 for each of the next five fiscal years and thereafter are as follows:

| | |
|---|---|
| Fiscal year ending December 31, 2026 | $ 25,735 |
| Fiscal year ending December 31, 2027 | 23,272 |
| Fiscal year ending December 31, 2028 | 34,644 |
| Fiscal year ending December 31, 2029 | 795,657 |
| Fiscal year ending December 31, 2030 | 46,337 |
| Thereafter | 242,987 |
| | $ 1,168,632 |

## 13. COMMITMENTS AND CONTINGENCIES

In the ordinary course of our business and as a result of the extensive governmental regulation of the solid waste industry, we are subject to various judicial and administrative proceedings involving state and local agencies. In these proceedings, an

agency may seek to impose fines or to revoke or deny renewal of an operating permit held by us. From time to time, we may also be subject to actions brought by special interest or other groups, adjacent landowners or residents in connection with the permitting and licensing of landfills and transfer stations, or allegations of environmental damage or violations of the permits and licenses pursuant to which we operate. In addition, we may be named defendants in various claims and suits pending for alleged damages to persons and property, alleged violations of certain laws and alleged liabilities arising out of matters occurring during the ordinary operation of a waste management business. The plaintiffs in some actions seek unspecified damages or injunctive relief, or both. These actions fall within various procedural stages at any point in time, and some are covered in part by insurance.

In accordance with FASB ASC 450 - Contingencies, we accrue for legal proceedings, inclusive of legal costs, when losses become probable and reasonably estimable. We have recorded an aggregate accrual, net of payments of $1,815 relating to our outstanding legal proceedings as of December 31, 2025, and it is at least reasonably possible that a change in estimate will occur in the near-term. As of the end of each applicable reporting period, we review each of our legal proceedings to determine whether it is probable, reasonably possible or remote that a liability has been incurred and, if it is at least reasonably possible, whether a range of loss can be reasonably estimated under the provisions of FASB ASC Subtopic 450-20. In instances where we determine that a loss is probable and we can reasonably estimate a range of loss we may incur with respect to such a matter, we record an accrual for the amount within the range that constitutes our best estimate of the possible loss. If we are able to reasonably estimate a range, but no amount within the range appears to be a better estimate than any other, we record an accrual in the amount that is the low end of such range. When a loss is reasonably possible, but not probable, we will not record an accrual, but we will disclose our estimate of the possible range of loss where such estimate can be made in accordance with FASB ASC 450-20. We disclose outstanding matters that we believe could have a material adverse effect on our financial condition, results of operations or cash flows. See Note 18, *Other Items and Charges* for disclosure regarding a legal settlement charge recorded in fiscal year 2023.

**Legal Proceedings**

*North Country Environmental Services Letter of Deficiency*

On June 14, 2024, our subsidiary, North Country Environmental Services, Inc. (“NCES”), received a Letter of Deficiency (the “Letter”) from the New Hampshire Department of Environmental Services (“NHDES”) concerning alleged violations related to leachate management and leachate data and reporting. The Letter required certain actions to correct the deficiencies on a prescribed timeline, and NCES has met the deadlines for information submission. On January 12, 2026, the New Hampshire Department of Justice and NCES entered into a Consent Decree resolving the alleged violations and requiring the payment of a $1,900 civil penalty, part of which may be offset through approved Supplemental Environmental Projects focused on stabilizing landfill debris impacting the Saco River, of which one such project has already been implemented. The Consent Decree is subject to court approval. The terms of the settlement allow for us to receive a credit towards the penalty for field work costs associated with a Supplemental Environmental Project. The accrual has been reduced to account for these sums that have already been paid.

*Granite State Landfill Solid Waste Permit Denial*

On April 3, 2025, NHDES denied the October 31, 2023 application of our subsidiary, Granite State Landfill, LLC (“GSL”), for the development of new landfill capacity in New Hampshire. On April 8, 2025, GSL filed a Petition for Declaratory Judgment in the Merrimack Superior Court (“Court”) requesting that the Court find that NHDES’s denial of GSL’s application was unlawful (“Petition”). On May 9, 2025, NHDES filed an Answer to the Petition. On June 23, 2025, North Country Alliance for Balanced Change (“NCABC”) filed a Motion to Intervene, in response to which GSL filed an Objection on June 30, 2025. On July 1, 2025, a scheduling conference was held and the Court issued a Scheduling Order of the same date providing that the issues raised in the Petition appear to be a legal dispute that can be addressed by cross-motions for summary judgment, and requiring the parties to confer and submit briefing schedule proposals to the Court on or before July 18, 2025. A Joint Proposed Briefing Schedule was filed by the parties on July 17, 2025. NCABC filed a reply to GSL’s Objection to NCABC’s Motion to Intervene on July 25, 2025. On August 5, 2025, the Court issued an order granting NCABC’s Motion to Intervene. GSL timely moved for reconsideration of that order, which was denied on September 2, 2025. GSL then filed a Motion for an Interlocutory Appeal on September 12, 2025, to challenge NCABC’s standing to intervene. NCABC objected to the Motion for an Interlocutory Appeal on September 22, 2025. On September 15, 2025, GSL and NHDES filed cross-motions for summary judgment. NCABC joined in NHDES’s motion. GSL’s and NHDES’s objections to the cross-motions for summary judgment were submitted October 15, 2025. A hearing on the motions for summary judgment is currently scheduled for February 26, 2026.

On May 5, 2025, GSL and NCABC each filed a Notice of Appeal of NHDES’s denial of GSL’s application with the New Hampshire Waste Management Council (“GSL Appeal” and “NCABC Appeal”, respectively). On May 9, 2025, GSL filed a partially assented to Motion to Intervene in the NCABC Appeal, followed by a Motion to Dismiss the NCABC Appeal on June 27, 2025. NHDES filed a Motion to Dismiss the NCABC Appeal on July 17, 2025. NCABC filed an Objection to GSL’s

Motion to Dismiss on July 24, 2025 and to NHDES's Motion to Dismiss on July 28, 2025. On August 8, 2025, NCABC filed a Motion to Intervene in the GSL Appeal which will depend on the success or failure of GSL's Motion to Dismiss the NCABC Appeal. A hearing officer was assigned to these appeals on November 14, 2025. As of December 31, 2025, we had $13,511 of capitalized project development costs related to the GSL landfill project included in other non-current assets.

*Juniper Ridge Landfill Public Benefit Determination Remand on Appeal*

On January 7, 2026, the Penobscot Superior Court ("Superior Court") issued a decision in the matter of Penobscot Nation & Conservation Law Foundation ("Petitioners") v. Maine Department of Environmental Protection ("Department"), with Casella subsidiary, NEWSME Landfill Operations, LLC as Party-in-Interest, addressing the Petitioners' challenge to the Department's public benefit determination for the proposed expansion of the Subtitle D landfill located in West Old Town, Maine ("Juniper Ridge Landfill") that we operate. The Superior Court granted Petitioners' motion for judicial notice and found that the Department failed to make necessary factual findings regarding both the need for on-site sludge-drying and the cumulative environmental burdens borne by the Penobscot Nation. The Superior Court remanded the matter for the Department to make additional findings on these issues. The Department must issue a revised public benefit determination within 75 days, and the Superior Court retains jurisdiction during the remand.

**Environmental Remediation Liabilities**

We are subject to liability for environmental damage, including personal injury and property damage, that our solid waste, recycling and power generation facilities may cause to neighboring property owners, particularly as a result of the contamination of drinking water sources or soil, possibly including damage resulting from conditions that existed before we acquired the facilities. We may also be subject to liability for similar claims arising from off-site environmental contamination caused by pollutants or hazardous substances if we or our predecessors arrange or arranged to transport, treat or dispose of those materials.

We accrue for costs associated with environmental remediation obligations when such costs become both probable and reasonably estimable. Determining the method and ultimate cost of remediation requires that a number of assumptions be made. There can sometimes be a range of reasonable estimates of the costs associated with remediation of a site. In these cases, we use the amount within the range that constitutes our best estimate. In the early stages of the remediation process, particular components of the overall liability may not be reasonably estimable; in this instance we use the components of the liability that can be reasonably estimated as a surrogate for the liability. It is reasonably possible that we will need to adjust the liabilities recorded for remediation to reflect the effects of new or additional information, to the extent such information impacts the costs, timing or duration of the required actions, which could have a material adverse effect on our consolidated financial position, results of operations and cash flows. We disclose outstanding environmental remediation matters that remain unsettled or are settled in the reporting period that we believe could have a material adverse effect on our financial condition, results of operations or cash flows.

We inflate the estimated costs in current dollars to the expected time of payment and discount the total cost to present value using a risk-free interest rate when the amount and timing of cash payments for the liability are fixed or reliably determinable. The weighted-average risk-free interest rate associated with our environmental remediation liabilities as of December 31, 2025 was approximately 1.8%. A summary of the changes to the aggregate environmental remediation liabilities for the fiscal years ended December 31, 2025 and 2024 follows:

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Beginning balance | $ 5,532 | $ 5,889 |
| Accretion expense | 90 | 95 |
| Obligations incurred (1) | 473 | — |
| Revision in estimates (2) | (412) | — |
| Obligations settled (3) | (695) | (452) |
| Ending balance | 4,988 | 5,532 |
| Less: current portion | 1,244 | 1,597 |
| Long-term portion | $ 3,744 | $ 3,935 |

(1) Related to soil remediation at an organic residuals composting facility that we own in Maine as part of our activities associated with ceasing operations at the site. See Note 18, *Other Items and Charges* for further disclosure over the site closure and related organics facility closure charge.

(2) Associated with a revision in estimates related to the restoration of a stream bed on lands adjoining one of the landfills that we own.

(3) May include amounts paid and amounts that are being processed through accounts payable as a part of our disbursement cycle.

The total expected environmental remediation payments, as of December 31, 2025 for each of the next five fiscal years and thereafter are as follows:

| | | |
|---|---|---|
| Fiscal year ending December 31, 2026 | $ | 1,245 |
| Fiscal year ending December 31, 2027 | | 278 |
| Fiscal year ending December 31, 2028 | | 304 |
| Fiscal year ending December 31, 2029 | | 297 |
| Fiscal year ending December 31, 2030 | | 312 |
| Thereafter | | 3,094 |
| Total | $ | 5,530 |

A reconciliation of the expected aggregate non-inflated, undiscounted environmental remediation liabilities to the amount recognized in our consolidated balance sheet at December 31, 2025 is as follows:

| | | |
|---|---|---|
| Undiscounted liability | $ | 5,530 |
| Less discount, net | | (542) |
| Liability balance - December 31, 2025 | $ | 4,988 |

Any substantial liability incurred by us arising from environmental damage could have a material adverse effect on our business, financial condition and results of operations.

## 14. STOCKHOLDERS' EQUITY

### Public Offering of Class A Common Stock

In September 2024, we completed a public offering of 5,175 shares of our Class A common stock at a public offering price of $100.00 per share. After deducting stock issuance costs, including underwriting discounts, commissions and offering expenses, the offering resulted in net proceeds of $496,245. The net proceeds from this offering were and are to be used to repay borrowings under our Revolving Credit Facility and are further available to fund acquisition activity and for general corporate purposes.

In June 2023, we completed a public offering of 6,053 shares of our Class A common stock at a public offering price of $85.50 per share. After deducting stock issuance costs, including underwriting discounts, commissions and offering expenses, the offering resulted in net proceeds of $496,231. The net proceeds from this offering were and are to be used to fund acquisition activity, including the GFL Acquisition and the Twin Bridges Acquisition, to pay certain costs associated with acquisition activities, as discussed in Note 18, *Other Items and Charges*, and to repay borrowings and/or debt securities.

### Common Stock

The holders of the Class A common stock are entitled to one vote for each share held. The holders of the Class B common stock are entitled to ten votes for each share held, except for the election of one director, who is elected by the holders of the Class A common stock exclusively. The Class B common stock is convertible into Class A common stock on a share-for-share basis at the option of the shareholder.

### Preferred Stock

We are authorized to issue up to 944 shares of preferred stock in one or more series. As of December 31, 2025 and December 31, 2024, we had no shares issued.

**Stock Based Compensation**

***Stock Incentive Plans***

*Amended and Restated 2016 Incentive Plan.* In fiscal year 2024, our stockholders approved the amendment and restatement of our 2016 Incentive Plan (the "Amended 2016 Plan"). Under the Amended 2016 Plan, we may grant awards up to an aggregate amount of shares equal to the sum of: (A) 4,000 shares of Class A common stock (subject to adjustment in the event of stock splits and other similar events) which is comprised of: (i) 1,750 shares of Class A common stock reserved for the issuance in connection with the Amended 2016 Plan, plus (ii) 2,250 shares of Class A common stock originally reserved for issuance under the 2016 Incentive Plan; plus (B) such additional number of shares of Class A common stock (up to approximately 2,723 shares) as is equal to the sum of the number of shares of Class A common stock that remained available for grant under the 2006 Stock Incentive Plan ("2006 Plan") immediately prior to the expiration of the 2006 Plan and the number of shares of Class A common stock subject to awards granted under the 2006 Plan that expire, terminate or are otherwise surrendered, canceled, forfeited or repurchased by us.

As of December 31, 2025, there were 2,080 Class A common stock equivalents available for future grant under the Amended 2016 Plan, inclusive of additional Class A common stock equivalents that were previously issued under terminated plans and have become available for grant because such awards expired or otherwise resulted in shares not being issued.

Our equity awards granted primarily consist of stock options, restricted stock awards, restricted stock units and market-based performance stock units.

Stock options are granted at a price equal to the prevailing fair value of our Class A common stock at the date of grant. Generally, stock options granted have a term not to exceed ten years and vest over a one year to five-year period from the date of grant.

The fair value of each stock option granted is estimated using a Black-Scholes option-pricing model, which uses a risk-free interest rate, based on the U.S. Treasury yield curve for the period of the expected life of the stock option; and requires extensive use of accounting judgment and financial estimation, including estimates of: the expected term, calculated based on the weighted average historical life of the vested stock options, giving consideration to vesting schedules and historical exercise patterns; and the expected volatility, calculated using the weekly historical volatility of our Class A common stock over the expected life of the stock option.

Restricted stock awards and restricted stock units are granted at a price equal to the fair value of our Class A common stock at the date of grant. The fair value of each market-based performance stock unit is estimated using a Monte Carlo pricing model, which requires extensive use of accounting judgment and financial estimation, including the estimated share price appreciation plus the value of dividends of our Class A common stock as compared to the Russell 2000 Index over the requisite service period.

Restricted stock awards granted to non-employee directors vest incrementally over a three-year period beginning on the first anniversary of the date of grant. Restricted stock units granted to non-employee directors vest in full on the first anniversary of the grant date. Restricted stock units vest incrementally over an identified service period beginning on the grant date based on continued employment. Market-based performance stock units vest at a future date following the grant date and are based on the attainment of performance targets and market achievements.

***Stock Options***

A summary of stock option activity is as follows:

| | Stock Options | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term (years) | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding, December 31, 2024 | 101 | $ 80.85 | | |
| Granted | — | $ — | | |
| Exercised | — | $ — | | |
| Forfeited or expired | — | $ — | | |
| Outstanding, December 31, 2025 | 101 | $ 80.85 | 6.7 | $ 1,724 |
| Exercisable, December 31, 2025 | 60 | $ 80.25 | 6.6 | $ 1,069 |

During fiscal years 2025, 2024 and 2023, stock-based compensation expense for stock options was $540, $579 and $516, respectively.

During fiscal years 2025, 2024 and 2023, the aggregate intrinsic value of stock options exercised was $—, $2,625 and $1,302, respectively.

As of December 31, 2025, we had $988 of unrecognized stock-based compensation expense related to outstanding stock options to be recognized over a weighted average period of 2.0 years.

The Black-Scholes valuation model requires extensive use of accounting judgment and financial estimation. Application of alternative assumptions could produce significantly different estimates of the fair value of stock-based compensation and consequently, the related amounts recognized in the consolidated statements of operations.

***Other Stock Awards***

A summary of restricted stock award, restricted stock unit and performance stock unit activity is as follows:

| | Restricted Stock Awards, Restricted Stock Units, and Performance Stock Units (1) | Weighted Average Grant Price | Weighted Average Remaining Contractual Term (years) | Aggregate Intrinsic Value |
|---|---|---|---|---|
| Outstanding, December 31, 2024 | 197 | $ 91.14 | | |
| Granted | 114 | $ 112.45 | | |
| Class A common stock vested | (95) | $ 86.31 | | |
| Forfeited or canceled | (9) | $ 99.47 | | |
| Outstanding, December 31, 2025 | 207 | $ 104.73 | 1.8 | $ 20,294 |
| Unvested, December 31, 2025 | 348 | $ 107.91 | 1.7 | $ 34,103 |

(1) Performance stock unit grants are included at 100%. Attainment of maximum performance targets and market achievements would result in the issuance of an additional 141 shares of Class A common stock currently included in unvested. The market-based performance stock unit grants that vested in fiscal year 2025 resulted in the issuance of 10 additional shares of Class A common stock.

During fiscal years 2025, 2024 and 2023, stock-based compensation expense related to restricted stock awards, restricted stock units and performance stock units was $12,892, $11,001 and $8,116, respectively.

During fiscal years 2025, 2024 and 2023, the total fair value of other stock awards vested was $9,866, $8,409 and $12,048, respectively.

As of December 31, 2025, total unrecognized stock-based compensation expense related to outstanding restricted stock units was $6,544, which will be recognized over a weighted average period of 1.8 years. As of December 31, 2025, total unrecognized stock-based compensation expense related to performance stock units based on our estimated achievement of the established performance criteria was $9,504, which will be recognized over a weighted average period of 1.7 years.

The weighted average fair value of market-based performance stock units granted during fiscal year 2025 was $118.64 per award, which was calculated using a Monte Carlo pricing model assuming a risk-free interest rate of 3.95% and an expected volatility of 25.1% assuming no expected dividend yield. Risk-free interest rate is based on the U.S. Treasury yield curve for the expected service period of the award. Expected volatility is calculated using the daily volatility of our Class A common stock over the expected service period of the award.

The Monte Carlo pricing model requires extensive use of accounting judgment and financial estimation. Application of alternative assumptions could produce significantly different estimates of the fair value of stock-based compensation and consequently, the related amounts recognized in the consolidated statements of operations.

We also recorded $785, $607 and $451 of stock-based compensation expense related to our Second Amended and Restated 1997 Employee Stock Purchase Plan (“ESPP”) during fiscal years 2025, 2024 and 2023, respectively.

Tax benefit for income taxes associated with stock-based compensation during fiscal years 2025, 2024 and 2023 was $(4,123), $(1,907) and $(2,330), respectively.

**Accumulated Other Comprehensive (Loss) Income, Net of Tax**

Accumulated other comprehensive (loss) income, net of tax is a component of stockholders' equity included in the accompanying consolidated balance sheets and includes, as applicable, the effective portion of changes in the fair value of our cash flow hedges and the changes in fair value of our marketable securities. See Note 12, *Debt* for further disclosure over cash flow hedges.

The changes in the balances of each component of accumulated other comprehensive (loss) income, net of tax are as follows:

| | Interest Rate Swaps |
|---|---|
| Balance as of December 31, 2022 | $ 7,542 |
| Other comprehensive loss before reclassifications | (6,843) |
| Interest rate swap amounts reclassified into interest expense | (6,361) |
| Income tax benefit related to items in other comprehensive loss | 4,582 |
| Other comprehensive loss, net of tax | (8,622) |
| Balance as of December 31, 2023 | (1,080) |
| Other comprehensive income before reclassifications | 14,631 |
| Interest rate swap amounts reclassified into interest expense | (8,442) |
| Income tax provision related to items in other comprehensive income | (1,797) |
| Other comprehensive income, net of tax | 4,392 |
| Balance as of December 31, 2024 | 3,312 |
| Other comprehensive loss before reclassifications | (6,749) |
| Interest rate swap amounts reclassified into interest expense | (3,546) |
| Income tax benefit related to items in other comprehensive loss | 3,028 |
| Other comprehensive loss, net of tax | (7,267) |
| Balance as of December 31, 2025 | $ (3,955) |

A summary of reclassifications out of accumulated other comprehensive (loss) income, net of tax for fiscal years 2025, 2024 and 2023 is as follows:

| | Fiscal Year Ended December 31, | | | |
|---|---|---|---|---|
| | 2025 | 2024 | 2023 | |
| Accumulated Other Comprehensive (Loss) Income, Net of Tax | Amounts Reclassified Out of Accumulated Other Comprehensive (Loss) Income, Net of Tax | | | Affected Line Item in the Consolidated Statements of Operations |
| Interest rate swaps | $ (3,546) | $ (8,442) | $ (6,361) | Interest expense |
| | 3,546 | 8,442 | 6,361 | Income before income taxes |
| | 1,045 | 2,500 | 2,633 | Provision for income taxes |
| | $ 2,501 | $ 5,942 | $ 3,728 | Net income |

## 15. FAIR VALUE OF FINANCIAL INSTRUMENTS

We use a three-tier fair value hierarchy to classify and disclose all assets and liabilities measured at fair value on a recurring basis, as well as assets and liabilities measured at fair value on a non-recurring basis, as applicable, in periods subsequent to their initial measurement. These tiers include: Level 1, defined as quoted market prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; and Level 3, defined as unobservable inputs that are not corroborated by market data.

We use valuation techniques that maximize the use of market prices and observable inputs and minimize the use of unobservable inputs. In measuring the fair value of our financial assets and liabilities, we rely on market data or assumptions that we believe market participants would use in pricing an asset or a liability.

**Assets and Liabilities Accounted for at Fair Value on a Recurring Basis**

Our financial instruments include cash, cash equivalents and restricted cash, accounts receivable, restricted investment securities held in trust on deposit with various banks as collateral for our obligations relative to our landfill final capping, closure and post-closure costs, interest rate derivatives, trade payables and debt. The carrying values of cash, cash equivalents and restricted cash, accounts receivable and trade payables approximate their respective fair values due to their short-term nature. The fair value of restricted investment securities held in trust, which are valued using quoted market prices, are included as restricted assets in the Level 1 tier below. The fair value of interest rate derivatives included in the Level 2 tier below is calculated using discounted cash flow valuation methodologies based upon Term SOFR yield curves that are observable at commonly quoted intervals for the full term of the swaps. We recognize all derivatives accounted for on the balance sheet at fair value. See Note 12, *Debt* for disclosure about the fair value of debt.

**Recurring Fair Value Measurements**

Summaries of our financial assets and liabilities that are measured at fair value on a recurring basis are as follows:

| | Fair Value Measurement at December 31, 2025 Using: | | |
|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets: | | | |
| Interest rate swaps | $ — | $ 2,916 | $ — |
| Restricted investment securities - landfill closure | 3,179 | — | — |
| | $ 3,179 | $ 2,916 | $ — |
| Liabilities: | | | |
| Interest rate swaps | $ — | $ 8,421 | $ — |

| | Fair Value Measurement at December 31, 2024 Using: | | |
|---|---|---|---|
| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Assets: | | | |
| Interest rate swaps | $ — | $ 7,642 | $ — |
| Restricted investment securities - landfill closure | 2,499 | — | — |
| | $ 2,499 | $ 7,642 | $ — |
| Liabilities: | | | |
| Interest rate swaps | $ — | $ 2,852 | $ — |

## 16. EMPLOYEE BENEFIT PLANS

**Defined Contribution Plan**

We offer our eligible employees the opportunity to contribute to a 401(k) plan. Under the provisions of the 401(k) plans, participants may direct us to defer a portion of their compensation to a 401(k) plan, subject to Internal Revenue Code limitations. In fiscal year 2025, we provided an employer matching contribution for hourly employees equal to 100% of every dollar an employee invests up to 1% of annual income and 50% of additional employee contributions up to a maximum contribution into a 401(k) plan of 3% of annual income. In fiscal year 2025, we provided an employer matching contribution for salaried employees equal to 50% of every dollar an employee invests in a 401(k) plan up to a maximum contribution of one thousand five hundred dollars or up to 2% of annual income, whichever is greater, per employee per calendar year. Participants vest in employer contributions ratable over a two-year period. Employer contributions for fiscal years 2025, 2024 and 2023 amounted to $6,886, $5,831 and $4,371, respectively.

**Employee Stock Purchase Plan**

We offer our eligible employees the opportunity to participate in an employee stock purchase plan. Under the ESPP, qualified employees may purchase shares of Class A common stock by payroll deduction at a 15% discount from the market price. Class A common stock issued under our ESPP during fiscal years 2025, 2024 and 2023 amounted to 36, 30 and 24 shares, respectively. As of December 31, 2025, 341 shares of Class A common stock were available for distribution under our ESPP.

**Defined Benefit Pension Plan**

We contribute to a multiemployer defined benefit pension plan. The Pension Plan, under the terms of a collective bargaining agreement covers certain of our union represented employees. In the fiscal year ended December 31, 2019, we reached an agreement to withdraw from the Pension Plan by entering into Withdrawal and Re-entry Agreements with the Pension Plan. The withdrawal generated a fixed yearly contingent liability for us for a period of approximately seventeen (17) years, that capped our gross payments at $4,224, significantly reducing our cash exposure from the potential $18,511 withdrawal liability as determined based on a complete withdrawal prior to withdrawing from the Pension Plan. As of December 31, 2025, we had a remaining obligation of $1,305 in aggregate principal amount associated with our withdrawal. Upon re-entry as a new employer in the Pension Plan, our contributions are projected to fully fund the defined benefits accrued by our employees in the Pension Plan, thereby eliminating future accruals of withdrawal liability. As of December 31, 2025, our employees were fully funded, subject to the terms of the Withdrawal and Re-entry Agreements. Subsequent withdrawal from the Pension Plan, under certain circumstances, may result in a change in the payment schedule required to settle the remaining obligation associated with our withdrawal. During fiscal years 2025, 2024 and 2023, we made contributions to the Pension Plan of $793, $500 and $479, respectively.

## 17. INCOME TAXES

All pretax income from continuing operations is domestic. The components of the provision for income taxes are summarized as follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Federal | | | |
| Current | $ (170) | $ 911 | $ — |
| Deferred | 5,031 | 8,652 | 8,155 |
| | 4,861 | 9,563 | 8,155 |
| State | | | |
| Current | 2,546 | (297) | 4,385 |
| Deferred | (2,226) | (1,754) | (894) |
| | 320 | (2,051) | 3,491 |
| Provision for income taxes | $ 5,181 | $ 7,512 | $ 11,646 |

We adopted ASU 2023-09 on a prospective basis in fiscal year 2025. The differences in the provision for income taxes and the amounts determined by applying the federal statutory rate to income taxes are as follows:

| | Fiscal Year Ended December 31, 2025 | |
|---|---|---|
| | Amount | Rate |
| United States federal statutory income tax | $ 2,741 | 21.00 % |
| Domestic state and local income taxes, net of federal effect | 253 | 1.94 % |
| Nontaxable and nondeductible items: | | |
| Meals and entertainment | 306 | 2.35 % |
| Officers' compensation | 1,135 | 8.69 % |
| Fines and penalties | 306 | 2.34 % |
| Lobbying expense | 347 | 2.66 % |
| Transaction related costs | 230 | 1.76 % |
| Stock based compensation | (258) | (1.97)% |
| Other | (65) | (0.50)% |
| Other reconciling items: | | |
| Other | 186 | 1.42 % |
| Total | $ 5,181 | 39.69 % |

Below is a tabular reconciliation of our effective tax rate to the United States federal income tax rate, as previously disclosed, and prior to the adoption of ASU 2023-09, for fiscal years 2024 and 2023, respectively.

| | Fiscal Year Ended December 31, | |
|---|---|---|
| | 2024 | 2023 |
| Federal statutory rate | 21 % | 21 % |
| Tax at statutory rate | $ 4,420 | $ 7,779 |
| State income taxes, net of federal benefit | (1,660) | 620 |
| Change in valuation allowance | 68 | 1,675 |
| Federal effect of change in state valuation allowance | — | (312) |
| Expired tax attributes | 497 | — |
| Non-deductible officer compensation | 1,172 | 996 |
| Other non-deductible expenses | 2,931 | 809 |
| Deductible stock awards | 103 | (963) |
| Tax credits | 63 | (60) |
| Reversal of disproportionate tax effects in other comprehensive (loss) income | — | 938 |
| Other, net | (82) | 164 |
| Provision for income taxes | $ 7,512 | $ 11,646 |

In July 2025, H.R.1 - One Big Beautiful Bill Act (the "OBBB Act") was enacted. The OBBB Act addresses a wide range of changes including reinstating 100% bonus depreciation eligible for qualified assets. The OBBB Act also restores the EBITDA-based computation of interest expense limitations under Section 163(j) of the Internal Revenue Code among other income tax items; any interest expense limited may be carried forward indefinitely and utilized in later years subject to the interest limitation. We have evaluated the impacts of the OBBB Act, both federal and state, for those provisions that impact fiscal year 2025.

Deferred income taxes reflect the impact of temporary differences between the amounts of assets and liabilities recognized for financial reporting purposes and such amounts recognized for income tax purposes. A summary of deferred tax assets and liabilities is as follows:

| | December 31, | |
|---|---|---|
| | 2025 | 2024 |
| Deferred tax assets: | | |
| Accrued expenses and reserves | $ 67,293 | $ 60,319 |
| Net operating loss carryforwards | 35,374 | 26,544 |
| General business and state tax credit carryforwards | 5,560 | 3,900 |
| Interest expense limitation | 3,606 | 10,089 |
| Stock awards | 4,311 | 3,256 |
| Unrealized loss on swaps | 1,533 | — |
| Other | 158 | 1,024 |
| Total deferred tax assets | 117,835 | 105,132 |
| Less: valuation allowance | (9,056) | (8,456) |
| Total deferred tax assets after valuation allowance | 108,779 | 96,676 |
| Deferred tax liabilities: | | |
| Tax over book depreciation of property and equipment | (86,659) | (71,467) |
| Amortization of intangibles | (41,085) | (42,961) |
| Unrealized gain on swaps | — | (1,337) |
| Total deferred tax liabilities | (127,744) | (115,765) |
| Net deferred tax liability | $ (18,965) | $ (19,089) |

The net deferred tax liability at December 31, 2025 is reflected on the consolidated balance sheet as a long-term deferred federal and state tax liability of $(18,965).

As of December 31, 2025, we have net operating loss carryforwards for federal income tax purposes of approximately $124,227, of which $122,907 does not expire. We have state net operating loss carryforwards of approximately $156,096 that expire in the fiscal years ending December 31, 2026 through 2045 or that do not expire in certain jurisdictions. In addition, we have $4,291 general business credit carryforwards which expire in the fiscal years ending December 31, 2026 through 2045 and $1,606 state credit carryforwards, which are expected to begin expiring in fiscal years ending December 31, 2030 through 2040. Sections 382 and 383 of the Internal Revenue Code can limit the amount of net operating loss and credit carryforwards which may be used in a tax year in the event of certain stock ownership changes.

On a periodic basis, we reassess the valuation allowance on our deferred income tax assets, weighing positive and negative evidence to assess the recoverability of the deferred tax assets. In the fourth quarter of fiscal year 2025, we assessed the valuation allowance and considered positive evidence, including significant cumulative consolidated income over the three years ended December 31, 2025, revenue growth and expectations of future profitability, and negative evidence, including the impact of significant risks and uncertainties in the business and restrictions on tax loss utilization in certain state jurisdictions. After assessing both the positive evidence and the negative evidence, we determined it is more likely than not that certain state deferred tax assets would not be realized in the future. As of December 31, 2025, we maintained a valuation allowance of $9,056 primarily related to certain state net operating losses.

In assessing the realizability of carryforwards and other deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. We adjust the valuation allowance in the period management determines it is more likely than not that deferred tax assets will or will not be realized. The change in the valuation allowance for fiscal year 2025 was an increase of $600. In determining the need for a valuation allowance, we have assessed the available means of recovering deferred tax assets, including the ability to carryback net operating losses, the existence of reversing temporary differences, and available sources of future taxable income. We have also considered the ability to implement certain strategies, such as a potential sale of assets that would, if necessary, be implemented to accelerate taxable income and use expiring deferred tax assets.

The provisions of FASB ASC 740-10-25-5 prescribe the minimum recognition threshold that a tax position is required to meet before being recognized in the financial statements. Additionally, FASB ASC 740-10-25-5 provides guidance on derecognition, measurement, classification, interest and penalties, accounting in interim periods, disclosure and transition. Under FASB ASC 740-10-25-5, an entity may only recognize or continue to recognize tax positions that meet a “more likely than not” threshold. To the extent interest and penalties are not assessed with respect to uncertain tax positions, amounts accrued are reflected as a reduction of the overall income tax provision. As of December 31, 2025 and 2024, we did not have any uncertain tax positions.

We are subject to U.S. federal income tax, as well as the income tax of multiple state jurisdictions. For federal tax purposes, income tax returns from years ending 2022 through 2025 are open for assessment. Tax years 2000 through 2021 are open for examination to the extent of any NOLs or credits that have been carried forward from those years.

In fiscal year 2025, state and local income taxes in Connecticut, Delaware and New York comprise the majority of the state and local income taxes, net of the federal effect category.

A summary of income taxes paid (refunded), net is as follows (in thousands):

| | Fiscal Year Ended December 31, 2025 |
|---|---|
| United States federal | $ 803 |
| United States: state and local | |
| Connecticut | (421) |
| Delaware | 325 |
| New York | (1,018) |
| Other | 157 |
| Total | $ (154) |

## 18. OTHER ITEMS AND CHARGES

### Expense from Acquisition Activities

In the fiscal years 2025, 2024 and 2023, we recognized expenses of $24,174, $24,879 and $15,038, respectively, comprised primarily of legal, consulting, rebranding, information technology and other costs associated with the due diligence, acquisition and integration of acquired businesses. Fiscal year 2024 includes a charge for an increase in the reserve against accounts receivable of the businesses acquired in the GFL Acquisition as a result of our inability to pursue collections during the transition services period with the seller, resulting in accounts receivable aged beyond what is typical in our business. See Note 6, *Accounts Receivable, Net of Allowance for Credit Losses* for disclosure over bad debt expense and Note 5, *Business Combinations* for disclosure regarding acquisition activity.

### Organics Facility Closure Charge

In fiscal year 2025, we ceased operation of an organic residuals composting facility that we own in Maine related to a change in state law prohibiting land application of biosolids based recycled products.

A summary of our organics facility closure charge follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Closure and post-closure charges (1) | $ 763 | $ — | $ — |
| Soil remediation charge (2) | 473 | — | — |
| Other costs (3) | 103 | — | — |
| Organics facility closure charge | $ 1,339 | $ — | $ — |

(1) We recorded a charge associated with our closure and post-closure obligations related to closing the site.

(2) We recorded an environmental remediation charge associated with an obligation incurred for corrective action linked to soil remediation at the site. See Note 13, *Commitments and Contingencies* for additional disclosure.

(3) We recorded other costs as incurred, and expect additional costs, associated with ceasing operations at the facility.

### Southbridge Landfill Closure Charge

In the fiscal year ended December 31, 2017, we initiated a plan to cease operations of the Southbridge Landfill and later closed it in November 2018 when the Southbridge Landfill reached its final capacity. We received the Closure Permit in fiscal year 2024. Accordingly, we did not book any charges in fiscal year 2025. We recorded charges in 2024 and 2023 associated with the closure of the Southbridge Landfill as follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| Legal and transaction costs (1) | $ — | $ — | $ 412 |
| Landfill closure project charge (2) | — | 8,385 | 55 |
| Southbridge Landfill closure charge | $ — | $ 8,385 | $ 467 |

(1) We incurred legal costs as well as other transaction costs associated with various matters as part of the Southbridge Landfill closure.

(2) Includes a non-cash charge in fiscal year 2024 associated with the receipt of the Closure Permit from the Massachusetts Department of Environmental Protection related to the Southbridge Landfill. Pursuant to the terms of the Closure Permit, we are required to meet certain general permit conditions and certain specific permit conditions (collectively, the "Conditions"), including environmental monitoring, third-party inspections, inspection of the final cover, leachate sampling, post-closure monitoring and other post-closure requirements. We revised the accrued post-closure liability for the Southbridge Landfill to reflect the estimated cost of satisfying the expanded Conditions as currently specified in the Closure Permit. See Note 10, *Final Capping, Closure and Post-Closure Costs* for disclosure regarding our landfill final capping, closure and post-closure costs.

**Landfill Capping (Recovery) Charge - Veneer Failure**

In fiscal year 2023, we recorded a charge of $3,870 consisting of both (i) the write-off of historical payments associated with capping work that was deemed no longer viable due to a veneer failure and (ii) the related operating expenses incurred to clean up the affected capping material at the Ontario County Landfill that we operate. In fiscal year 2024, we recorded a recovery of $(1,739) consisting of both (i) a partial reversal of historical payments written off after an engineering evaluation determined that a portion of the area affected by the veneer failure was deemed to still be viable as well as (ii) a recovery of operating expenses incurred during the clean up of the affected capping material as part of a settlement with a third party. See Note 10, *Final Capping, Closure and Post-Closure Costs* for disclosure over our remaining estimated costs associated with obligations for final capping closure and post-closure of our landfills.

**Legal Settlement**

In fiscal year 2023, we recorded a charge of $6,150 due to reaching an agreement at a mediation held on June 20, 2023 with the collective class members of a class action lawsuit relating to certain claims under the Fair Labor Standards Act of 1938 as well as state wage and hours laws. The settlement agreement, which received court approval, was executed on July 24, 2023 and subsequently paid in fiscal year 2024.

## 19. EARNINGS PER SHARE

A summary of the numerator and denominators used in the computation of earnings per share is as follows:

| | Fiscal Year Ended December 31, | | |
|---|---|---|---|
| | 2025 | 2024 | 2023 |
| **Numerator:** | | | |
| Net income | $ 7,871 | $ 13,536 | $ 25,399 |
| **Denominator:** | | | |
| Class A common stock | 62,526 | 62,370 | 57,007 |
| Class B common stock | 988 | 988 | 988 |
| Effect of weighted average shares outstanding (1) | (52) | (3,782) | (2,821) |
| Basic weighted average common shares outstanding | 63,462 | 59,576 | 55,174 |
| Impact of potentially dilutive securities: | | | |
| Dilutive effect of stock options and stock awards | 103 | 105 | 100 |
| Diluted weighted average common shares outstanding | 63,565 | 59,681 | 55,274 |
| Anti-dilutive potentially issuable shares | — | 25 | 93 |

(1) Adjustments associated with the timing of 5,175 shares of Class A common stock issued as part of the public offering, completed on September 19, 2024, and 6,053 shares of Class A common stock issued as part of the public offering, completed on June 16, 2023. See Note 14, *Stockholders' Equity* for disclosure regarding the public offerings of Class A common stock.

## 20. RELATED PARTY TRANSACTIONS

**Services**

During fiscal years 2025, 2024 and 2023, we retained the services of Casella Construction, Inc. ("CCI"), a company substantially owned by sons of John Casella, our Executive Chairman of the Board of Directors, and Douglas Casella, a member of our Board of Directors, as a contractor providing transportation and construction services. Total purchased services charged to operations or capitalized to landfills for fiscal years 2025, 2024 and 2023 were $8,559, $7,762 and $7,682, respectively, of which $613 and $477 were outstanding and included in either accounts payable or other current liabilities as of December 31, 2025 and December 31, 2024, respectively.

In addition to the total purchased services, we provided various waste collection and disposal services to CCI. Total revenues recorded for fiscal years 2025, 2024 and 2023 were $320, $242 and $241, respectively.

**Leases**

In the fiscal year ended April 30, 1994, we entered into two leases for operating facilities with a partnership of which John Casella, our Executive Chairman of the Board of Directors, and Douglas Casella, a member of our Board of Directors, are the general partners. The lease related to our corporate headquarters in Rutland, Vermont has been extended through February 2039 and the lease associated with our Montpelier, Vermont facility has been extended through May 2039. The terms of the lease agreements require monthly payments of approximately $35, subject to a fixed annual escalation. Total expense charged to operations for fiscal years 2025, 2024 and 2023 under these agreements was $607, $554 and $284, respectively.

**Landfill Post-closure**

We have agreed to pay the cost of post-closure on a landfill owned by John Casella, our Executive Chairman of the Board of Directors, and Douglas Casella, a member of our Board of Directors. We paid the cost of closing this landfill in 1992, and the post-closure maintenance obligations are expected to last until notified by the permitting authority. In fiscal years 2025, 2024 and 2023, we paid $4, $14 and $3, respectively, pursuant to this agreement. As of December 31, 2025 and December 31, 2024, we have accrued $14 and $17, respectively, for costs associated with its post-closure obligations.

## 21. SEGMENT REPORTING

We report selected information about our reportable operating segments in a manner consistent with that used for internal management reporting. We classify our solid waste operations on a geographic basis through three regional operating segments, our Eastern, Western and Mid-Atlantic regions. In fiscal year 2025, we moved certain operations between our regional operating segments to align geographically, including a landfill that we own from the Western region to the Mid-Atlantic region and a collection and transfer station operation from our Western region to our Eastern region. Certain prior period amounts have been reclassified between regional operating segments to conform to the current period presentation.

Revenues associated with our solid waste operations are derived mainly from solid waste collection and disposal services, including landfill, transfer station and transportation services, landfill gas-to-energy services and processing services in the eastern United States. Our Resource Solutions operating segment leverages our core competencies in materials processing, industrial recycling, organics and resource management service offerings to deliver a comprehensive solution for our larger commercial, municipal, institutional and industrial customers that have more diverse waste and recycling needs. Revenues associated with our Resource Solutions operations are comprised of processing services and services provided by our National Accounts business. Revenues from processing services are derived from customers in the form of processing fees, tipping fees, commodity sales, and organic material sales. Revenues from our National Accounts business are derived from brokerage services and overall resource management services providing a wide range of environmental services and resource management solutions to large and complex organizations, as well as traditional collection, disposal and recycling services provided to large account multi-site customers. Legal, tax, information technology, human resources, certain finance and accounting and other administrative functions are included in our Corporate Entities segment, which is not a reportable operating segment. For comparative purposes, summarized financial information by segment reported in fiscal years 2024 and 2023 has been updated to conform with the presentation for fiscal year 2025, related to the movement of certain operations described above. In addition, we have voluntarily corrected certain amounts in the tables below for fiscal years 2024 and 2023 to correct an immaterial error in previously issued segment footnote disclosure by reclassifying certain intercompany amounts from contra-revenue recorded in our Eastern and Western regions to costs of operations for those same regions, with no impact on any measure of segment operating income (loss) or our consolidated balance sheet, earnings, or cash flows. See Note 9, *Goodwill and Intangible Assets* for the breakout of goodwill by reportable operating segment.

The accounting policies of our reportable operating segments are the same as those described in Note 3, *Summary of Significant Accounting Policies*. Our President and Chief Executive Officer is our CODM. Our CODM uses operating income in evaluating reportable operating segment performance in order to properly allocate resources and make key operating decisions. Intercompany revenue and expenses are eliminated in the computation of consolidated gross revenues and operating income.

The CODM uses operating income for each reportable operating segment in the annual budget and forecasting process and considers budget-to-actual and forecast-to-actual variances on a monthly basis when making decisions about the allocation of operating and capital resources to each reportable operating segment.

Summarized financial information concerning our reportable segments for fiscal years 2025, 2024 and 2023, follows:

**Fiscal Year Ended December 31, 2025:**

| | Eastern | Western | Mid-Atlantic | Solid Waste Subtotal | Resource Solutions | Corporate Entities | Eliminations | Consolidated |
|---|---|---|---|---|---|---|---|---|
| Outside revenues | $ 472,609 | $ 663,188 | $ 341,072 | $ 1,476,869 | $ 359,972 | $ — | $ — | $ 1,836,841 |
| Intercompany revenues | 122,580 | 242,183 | 16,384 | 381,147 | 19,001 | — | (400,148) | — |
| Gross revenues | 595,189 | 905,371 | 357,456 | 1,858,016 | 378,973 | — | (400,148) | 1,836,841 |
| Cost of operations | 426,248 | 614,402 | 268,381 | 1,309,031 | 305,771 | 1,951 | (400,148) | 1,216,605 |
| General and administration | 24,277 | 36,527 | 21,177 | 81,981 | 21,809 | 120,429 | — | 224,219 |
| Depreciation and amortization | 71,221 | 130,828 | 77,188 | 279,237 | 21,147 | 6,451 | — | 306,835 |
| Expense (income) from acquisition activities | 820 | 2,377 | 11,067 | 14,264 | (261) | 10,171 | — | 24,174 |
| Organics facility closure charge | — | — | — | — | 1,339 | — | — | 1,339 |
| Operating income (loss) | $ 72,623 | $ 121,237 | $ (20,357) | $ 173,503 | $ 29,168 | $ (139,002) | $ — | 63,669 |
| Interest expense, net | | | | | | | | 52,596 |
| Other income | | | | | | | | (1,979) |
| Income before income taxes | | | | | | | | $ 13,052 |
| | | | | | | | | |
| Interest expense, net | $ 1,313 | $ 942 | $ 267 | $ 2,522 | $ 99 | $ 49,975 | $ — | $ 52,596 |
| Capital expenditures | $ 60,776 | $ 78,613 | $ 78,633 | $ 218,022 | $ 13,253 | $ 13,796 | $ — | $ 245,071 |
| Total assets | $ 557,877 | $ 1,135,393 | $ 1,059,572 | $ 2,752,842 | $ 279,403 | $ 271,081 | $ — | $ 3,303,326 |

**Fiscal Year Ended December 31, 2024:**

| | Eastern | Western | Mid-Atlantic | Solid Waste Subtotal | Resource Solutions | Corporate Entities | Eliminations | Consolidated |
|---|---|---|---|---|---|---|---|---|
| Outside revenues | $ 443,764 | $ 561,518 | $ 222,134 | $ 1,227,416 | $ 329,867 | $ — | $ — | $ 1,557,283 |
| Intercompany revenues | 117,291 | 207,635 | 3,770 | 328,696 | 13,068 | — | (341,764) | — |
| Gross revenues | 561,055 | 769,153 | 225,904 | 1,556,112 | 342,935 | — | (341,764) | 1,557,283 |
| Cost of operations | 403,909 | 522,984 | 164,861 | 1,091,754 | 276,582 | 764 | (341,764) | 1,027,336 |
| General and administration | 25,171 | 32,492 | 13,762 | 71,425 | 19,574 | 99,755 | — | 190,754 |
| Depreciation and amortization | 60,543 | 100,379 | 52,037 | 212,959 | 18,254 | 3,694 | — | 234,907 |
| Expense from acquisition activities | 416 | 3,317 | 14,815 | 18,548 | 105 | 6,226 | — | 24,879 |
| Landfill capping recovery - veneer failure | — | (1,739) | — | (1,739) | — | — | — | (1,739) |
| Southbridge Landfill closure charge | 8,385 | — | — | 8,385 | — | — | — | 8,385 |
| Operating income (loss) | $ 62,631 | $ 111,720 | $ (19,571) | $ 154,780 | $ 28,420 | $ (110,439) | $ — | 72,761 |
| Interest expense, net | | | | | | | | 51,983 |
| Other income | | | | | | | | (270) |
| Income before income taxes | | | | | | | | $ 21,048 |
| | | | | | | | | |
| Interest expense (income), net | $ 805 | $ 384 | $ (63) | $ 1,126 | $ 117 | $ 50,740 | $ — | $ 51,983 |
| Capital expenditures | $ 52,906 | $ 81,722 | $ 32,962 | $ 167,590 | $ 25,932 | $ 9,705 | $ — | $ 203,227 |
| Total assets | $ 490,081 | $ 1,152,144 | $ 877,024 | $ 2,519,249 | $ 256,188 | $ 454,631 | $ — | $ 3,230,068 |

**Fiscal Year Ended December 31, 2023:**

| | Eastern | Western | Mid-Atlantic (1) | Solid Waste Subtotal | Resource Solutions | Corporate Entities | Eliminations | Consolidated |
|---|---|---|---|---|---|---|---|---|
| Outside revenues | $ 400,484 | $ 482,650 | $ 88,609 | $ 971,743 | $ 292,799 | $ — | $ — | $ 1,264,542 |
| Intercompany revenues | 106,366 | 172,605 | 1,752 | 280,723 | 15,337 | — | (296,060) | — |
| Gross revenues | 506,850 | 655,255 | 90,361 | 1,252,466 | 308,136 | — | (296,060) | 1,264,542 |
| Cost of operations | 367,645 | 437,645 | 63,505 | 868,795 | 259,273 | 30 | (296,060) | 832,038 |
| General and administration | 25,392 | 30,375 | 5,127 | 60,894 | 18,149 | 76,804 | — | 155,847 |
| Depreciation and amortization | 54,204 | 77,750 | 21,481 | 153,435 | 14,202 | 3,068 | — | 170,705 |
| Expense from acquisition activities | 647 | 3,126 | 5,292 | 9,065 | 102 | 5,871 | — | 15,038 |
| Legal settlement | 2,614 | 3,536 | — | 6,150 | — | — | — | 6,150 |
| Landfill capping charge - veneer failure | — | 3,870 | — | 3,870 | — | — | — | 3,870 |
| Southbridge Landfill closure charge | 467 | — | — | 467 | — | — | — | 467 |
| Operating income (loss) | $ 55,881 | $ 98,953 | $ (5,044) | $ 149,790 | $ 16,410 | $ (85,773) | $ — | 80,427 |
| Interest expense, net | | | | | | | | 36,837 |
| Other expense, net | | | | | | | | 6,545 |
| Income before income taxes | | | | | | | | $ 37,045 |
| | | | | | | | | |
| Interest expense, net | $ 609 | $ 403 | $ 6 | $ 1,018 | $ 143 | $ 35,676 | $ — | $ 36,837 |
| Capital expenditures | $ 46,691 | $ 67,136 | $ 17,967 | $ 131,794 | $ 14,586 | $ 8,527 | $ — | $ 154,907 |
| Total assets | $ 473,717 | $ 934,773 | $ 580,262 | $ 1,988,752 | $ 253,090 | $ 293,628 | $ — | $ 2,535,470 |

(1) Operations associated with the GFL acquisition under the Mid-Atlantic region commenced July 1, 2023.

A summary of our revenues attributable to services provided follows:

| | Fiscal Year Ended December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2025 | | 2024 | | 2023 | |
| Collection | $ 1,196,065 | 65.1 % | $ 961,784 | 61.8 % | $ 710,590 | 56.2 % |
| Disposal | 263,046 | 14.3 % | 246,718 | 15.8 % | 244,582 | 19.3 % |
| Landfill gas-to-energy | 7,600 | 0.4 % | 7,958 | 0.5 % | 6,617 | 0.5 % |
| Processing | 10,158 | 0.6 % | 10,956 | 0.7 % | 9,954 | 0.8 % |
| Solid waste operations | 1,476,869 | 80.4 % | 1,227,416 | 78.8 % | 971,743 | 76.8 % |
| Processing | 133,658 | 7.3 % | 130,459 | 8.4 % | 105,997 | 8.4 % |
| National Accounts | 226,314 | 12.3 % | 199,408 | 12.8 % | 186,802 | 14.8 % |
| Resource Solutions operations | 359,972 | 19.6 % | 329,867 | 21.2 % | 292,799 | 23.2 % |
| Total revenues | $ 1,836,841 | 100.0 % | $ 1,557,283 | 100.0 % | $ 1,264,542 | 100.0 % |

## ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## ITEM 9A. CONTROLS AND PROCEDURES

### Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures as of December 31, 2025. The term "disclosure controls and procedures," as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to our management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of December 31, 2025, our chief executive officer and chief financial officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

### Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2025. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework in 2013. Based on its assessment, management concluded that, as of December 31, 2025, our internal control over financial reporting is effective based on those criteria. The effectiveness of our internal control over financial reporting as of December 31, 2025 has been audited by RSM US LLP, an independent registered public accounting firm. RSM US LLP has issued an attestation report on our internal control over financial reporting, which is included herein.

We completed the acquisitions of Cottage Carting, Inc., Eastern Waste & Recycling, LLC, and Old Sawmill LLC (collectively, "Cottage Carting"), Central Recycling Cooperative, Inc. ("CRC") and K&D Disposal, Inc. and K&D Container Services (collectively, "K&D") in the fiscal year ended December 31, 2025. Since we have not yet fully incorporated the internal controls and procedures of Cottage Carting, CRC and K&D into our internal controls over financial reporting, management excluded Cottage Carting, CRC and K&D from its assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2025. Collectively, Cottage Carting, CRC and K&D constituted approximately 1% of our total assets as of December 31, 2025 and 1% of our total revenues for the year ended December 31, 2025.

### Changes in Internal Control Over Financial Reporting

No change in our internal control over financial reporting occurred during the fiscal quarter ended December 31, 2025 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## ITEM 9B. OTHER INFORMATION

### Director and Officer Trading Arrangements

None of our directors or officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended) adopted or terminated a Rule 10b5-1 trading arrangement or a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the three months ended December 31, 2025.

## ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None.

# PART III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item (except for information required with respect to our executive officers which is set forth under "Information about our Executive Officers" in Item 1 of Part I of this Annual Report on Form 10-K) has been omitted from this Annual Report on Form 10-K, and is incorporated herein by reference from our definitive proxy statement for the 2026 Annual Meeting of Stockholders that we intend to file with the Securities and Exchange Commission within 120 days after the end of fiscal year ended December 31, 2025 (the "Proxy Statement"), under the sections captioned "Board of Directors", "Corporate Governance" and "Ownership of Our Common Stock".

## ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item (other than the information required by Item 402(v) of Regulation S-K) is incorporated herein by reference from the Proxy Statement under the sections captioned "Executive and Director Compensation and Related Matters" and "Corporate Governance".

## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item (except for the information required with respect to equity compensation plan information, which is set forth under "Equity Compensation Plan Information" below) is incorporated herein by reference from the Proxy Statement under the section captioned "Ownership of Our Common Stock".

### Equity Compensation Plan Information

The following table shows information about the securities authorized for issuance under our equity compensation plans as of December 31, 2025:

| | (a) | (b) | (c) |
|---|---|---|---|
| Plan Category | Number of securities to be issued upon exercise of outstanding options, warrants and rights (1) | Weighted-average exercise price of outstanding options, warrants and rights (2) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a) (3)) |
| Equity compensation plans approved by security holders | 308,101 | $ 80.85 | 2,421,346 |
| Equity compensation plans not approved by security holders | — | $ — | — |
| Total | 308,101 | $ 80.85 | 2,421,346 |

(1) Performance stock units, including market-based performance stock units, are included at the 100% attainment level. Attainment of maximum performance targets and market achievements could result in the issuance of an additional 140,999 shares of Class A common stock.

(2) The weighted average exercise price of outstanding options, warrants and rights excludes restricted stock units and other equity-based awards that do not have an exercise price.

(3) Includes 2,079,993 shares of our Class A common stock issuable under our Amended and Restated 2016 Incentive Plan and 341,353 shares of our Class A common stock issuable under our Second Amended and Restated 1997 Employee Stock Purchase Plan.

## ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference from the Proxy Statement under the section captioned "Corporate Governance".

## ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by reference from the Proxy Statement under the section captioned "Proposal 3 - Ratification of the Appointment of Independent Auditors".

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Consolidated Financial Statements included under Item 8.

Report of Independent Registered Public Accounting Firm – RSM US LLP.

Consolidated Balance Sheets as of December 31, 2025 and December 31, 2024.

Consolidated Statements of Operations for fiscal years 2025, 2024 and 2023.

Consolidated Statements of Comprehensive Income for fiscal years 2025, 2024 and 2023.

Consolidated Statement of Stockholders' Equity for fiscal years 2025, 2024 and 2023.

Consolidated Statements of Cash Flows for fiscal years 2025, 2024 and 2023.

Notes to Consolidated Financial Statements.

(a)(2) Financial Statement Schedules:

All schedules have been omitted because the required information is not significant or is included in the consolidated financial statements or notes thereto, or is not applicable.

(a)(3) Exhibits:

| Exhibit No. | Description |
|---|---|
| 2.1 | Equity Purchase Agreement, dated as of April 21, 2023, by and among the sellers identified therein, GFL Environmental Inc., Casella Mid-Atlantic, LLC, and, solely with respect to Section 9.17 thereof, Casella Waste Systems, Inc. (incorporated herein by reference to Exhibit 2.1 to the quarterly report on Form 10-Q of Casella as filed on July 27, 2023 (file no. 000-23211)). |
| 3.1 | Second Amended and Restated Certificate of Incorporation of Casella Waste Systems, Inc., as amended (incorporated herein by reference to Exhibit 3.1 to the quarterly report on Form 10-Q of Casella as filed on December 7, 2007(file no. 000-23211)). |
| 3.2 | Fourth Amended and Restated By-Laws of Casella Waste Systems, Inc. (incorporated herein by reference to Exhibit 3.2 to the annual report on Form 10-K of Casella as filed on February 17, 2023 (file no. 000-23211)). |
| 4.1 | Form of stock certificate of Casella Class A common stock (incorporated herein by reference to Exhibit 4 to Amendment No. 2 to the registration statement on Form S-1 of Casella as filed on October 9, 1997 (file no. 333-33135)). |
| 4.2 | Certificate of Designation creating Series A Convertible Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on August 18, 2000 (file no. 000-23211)). |
| 4.3 | Description of Securities Registered Under Section 12 of the Exchange Act (incorporated herein by reference to Exhibit 4.3 to the annual report on Form 10-K of Casella as filed on February 19, 2021 (file no. 000-23211)). |
| 4.4 | FAME Financing Agreement, dated as of August 1, 2015, between Casella and the Finance Authority of Maine (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on August 27, 2015 (file no. 000-23211)). |
| 4.5 | FAME Guaranty Agreement, dated as of August 1, 2015, by and between the guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to the current report on Form 8-K of Casella Waste Systems, Inc. as filed on August 27, 2015 (file no. 000-23211)). |
| 4.6 | Loan Agreement, dated as of December 1, 2014, between New York State Environmental Facilities Corporation and Casella (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on December 18, 2014 (file no. 000-23211)). |
| 4.7 | NYSEFC Amended and Restated Guaranty Agreement, dated as of June 1, 2016, by and between the guarantors named therein and U.S. Bank National Association, as Trustee (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on June 2, 2016 (file no. 000-23211)). |

| Exhibit No. | Description |
|---|---|
| 4.8 | BFA Guaranty Agreement, dated as of October 1, 2014, by and among U.S. Bank National Association, as Trustee, and the guarantors identified therein (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on October 16, 2014 (file no. 000-23211)). |
| 4.9 | Financing Agreement dated as of March 1, 2013 between Casella Waste Systems, Inc. and the Vermont Economic Development Authority, relating to issuance of Vermont Economic Development Authority Solid Waste Disposal Revenue Bonds (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed April 5, 2013 (file no. 000-23211)). |
| 4.10 | VEDA Guaranty Agreement, dated as of March 1, 2013, by and among U.S. Bank National Association, as Trustee, and the guarantors identified therein (incorporated herein by reference to Exhibit 4.8 to the annual report on Form 10-K of Casella as filed on June 27, 2014 (file no. 000-23211)). |
| 4.11 | Financing Agreement dated as of March 1, 2013 between Casella Waste Systems, Inc. and the Business Finance Authority of the State of New Hampshire, relating to issuance of Business Finance Authority of the State of New Hampshire Solid Waste Disposal Revenue Bonds (incorporated herein by reference to Exhibit 10.2 to the current report on Form 8-K of Casella as filed on April 5, 2013 (file no. 000-23211)). |
| 4.12 | Financing Agreement between Casella Waste Systems, Inc. and Finance Authority of Maine, dated as of December 1, 2005, relating to issuance of Finance Authority of Maine Solid Waste Disposal Revenue Bonds (Casella Waste Services, Inc. Project) Series 2005 (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on January 4, 2006 (file no. 000-23211)). |
| 4.13 | Financing Agreement between Casella Waste Systems, Inc. and Finance Authority of Maine, dated as of December 1, 2024, relating to issuance of Finance Authority of Maine Solid Waste Disposal Revenue Bonds (Casella Waste Services, Inc. Project) Series 2024 (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on December 23, 2024 (file no. 000-23211)). |
| 4.14 | First Amendment dated as of February 1, 2012 to Financing Agreement dated as of December 1, 2005, by and among Finance Authority of Maine, U.S. Bank National Association, as Trustee, Bank of America, as Credit Provider, and Casella (incorporated herein by reference to Exhibit 10.1 to the quarterly report on Form 10-Q of Casella as filed on March 2, 2012 (file no. 000-23211)). |
| 4.15 | Second Amendment dated as of February 1, 2017 to Financing Agreement dated as of December 1, 2005, by and among Finance Authority of Maine, U.S. Bank National Association, as Trustee, Bank of America, as Credit Provider, and Casella (incorporated herein by reference to Exhibit 4.2 to the current report on Form 8-K as filed on February 7, 2017 (file no. 000-23211)). |
| 4.16 | FAME Amended and Restated Guaranty Agreement, dated as of February 1, 2017, by and among U.S. Bank National Association, as Trustee, and the guarantors identified therein (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on February 7, 2017 (file no. 000-23211)). |
| 4.17 | Loan Agreement, dated as of September 1, 2020, between New York State Environmental Facilities Corporation and Casella Waste Systems, Inc. (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on September 2, 2020 (file no. 000-23211)). |
| 4.18 | Guaranty Agreement, dated as of September 1, 2020, by and between the guarantors named therein and U.S. Bank National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to the current report on Form 8-K of Casella as filed on September 2, 2020 (file no. 000-23211)). |
| 4.19 | Loan Agreement, dated as of June 1, 2022, between Vermont Economic Development Authority and Casella Waste Systems, Inc. (incorporated herein by reference to Exhibit 4.1 to the current report on Form 8-K of Casella as filed on June 1, 2022 (file no. 000-23211)). |
| 4.20 | Guaranty Agreement, dated as of June 1, 2022, by and between the guarantors named therein and U.S. Bank Trust Company, National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to the current report on Form 8-K of Casella as filed on June 1, 2022 (file no. 000-23211)). |
| 4.21 | Amended and Restated Guaranty Agreement, dated as of August 1, 2023, by the guarantors named therein, in favor of U.S. Bank Trust Company, National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to the current report on Form 8-K of Casella as filed on August 24, 2023 (file no. 000-23211)). |
| 4.22 | Guaranty Agreement, dated as of December 1, 2024, by the guarantors named therein, in favor of U.S. Bank Trust Company, National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to the current report on Form 8-K of Casella as filed on December 23, 2024 (file no. 000-23211)). |

| Exhibit No. | Description |
|---|---|
| 4.23 | Guaranty Agreement, dated as of March 1, 2025, by the guarantors named therein, in favor of U.S. Bank Trust Company, National Association, as trustee (incorporated herein by reference to Exhibit 4.2 to the Current Report on Form 8-K of Casella as filed on March 11, 2025 (file no. 000-23211)). |
| 10.1 | Commercial Lease, dated February 14, 2024, by and between Casella Waste Systems, Inc. and Casella Associates, LLC (Rutland lease) (incorporated herein by reference to Exhibit 10.1 to the annual report on Form 10-K of Casella as filed on February 18, 2025 (file no. 000-23211)). |
| 10.2 | Commercial Lease, dated May 16, 2024, by and between Casella Waste Systems, Inc. and Casella Associates, LLC (Montpelier lease) (incorporated herein by reference to Exhibit 10.2 to the annual report on Form 10-K of Casella as filed on February 18, 2025 (file no. 000-23211)). |
| 10.3 | Lease, Operations and Maintenance Agreement between CV Landfill, Inc. and Casella Waste Systems, Inc. dated June 30, 1994 (incorporated herein by reference to Exhibit 10.20 to the registration statement on Form S-1 of Casella as filed on August 7, 1997 (file no. 333-33135)). |
| 10.4* | Employment Agreement between Casella Waste Systems, Inc. and John W. Casella dated December 8, 1999 (incorporated herein by reference to Exhibit 10.43 to the annual report on Form 10-K of Casella as filed on August 4, 2000 (file no. 000-23211)). |
| 10.5* | Amendment to Employment Agreement by and between Casella Waste Systems, Inc. and John W. Casella dated as of December 30, 2008 (incorporated herein by reference to Exhibit 10.3 to the quarterly report on Form 10-Q of Casella as filed on March 6, 2009 (file no. 000-23211)). |
| 10.6* | Second Amendment to Employment Agreement, as amended, dated as of August 6, 2025, by and between Casella Waste Systems, Inc. and John W. Casella (incorporated herein by reference to Exhibit 10.1 to the quarterly report on Form 10-Q of Casella as filed on October 31, 2025 (file no. 000-23211)). |
| 10.7* | 2006 Stock Incentive Plan, as amended (incorporated herein by reference to Exhibit 10.13 to the annual report on Form 10-K of Casella as filed on March 2, 2016 (file no. 000-023211)). |
| 10.8* | Form of Incentive Stock Option Agreement granted under 2006 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.14 to the annual report on Form 10-K of Casella as filed on June 27, 2014 (file no. 000-23211)). |
| 10.9* | Form of Restricted Stock Agreement granted under 2006 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.15 to the annual report on Form 10-K of Casella as filed on June 27, 2014 (file no. 000-23211)). |
| 10.10* | Form of Restricted Share Unit Agreement granted under 2006 Stock Incentive Plan (employee with employment contract) (incorporated herein by reference to Exhibit 10.16 to the annual report on Form 10-K of Casella as filed on June 27, 2014 (file no. 000-23211)). |
| 10.11* | Form of Restricted Share Unit Agreement granted under 2006 Stock Incentive Plan (employee with no employment contract) (incorporated herein by reference to Exhibit 10.17 to the annual report on Form 10-K of Casella as filed on June 27, 2014 (file no. 000-23211)). |
| 10.12* | Form of Restricted Stock Unit Agreement granted under 2006 Stock Incentive Plan (employee with employment contract) (incorporated herein by reference to Exhibit 10.18 to the annual report on Form 10-K of Casella as filed on June 27, 2014 (file no. 000-23211)). |
| 10.13* | Form of Restricted Stock Unit Agreement granted under 2006 Stock Incentive Plan (employee with no employment contract) (incorporated herein by reference to Exhibit 10.19 to the annual report on Form 10-K of Casella as filed on June 27, 2014 (file no. 000-23211)). |
| 10.14* | Form of Performance Share Unit Agreement granted under 2006 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.2 to the quarterly report on Form 10-Q of Casella as filed on September 4, 2008 (file no. 000-23211)). |
| 10.15* | Form of Restricted Stock Unit Agreement granted under 2006 Stock Incentive Plan (adopted March 1, 2016) (employee with employment contract) (incorporated herein by reference to Exhibit 10.2 to the current report on Form 8-K of Casella as filed on March 7, 2016 (file no. 000-23211)). |
| 10.16* | Form of Restricted Stock Unit Agreement granted under 2006 Stock Incentive Plan (adopted March 1, 2016) (employee with no employment contract) (incorporated herein by reference to Exhibit 10.3 to the current report on Form 8-K of Casella as filed on March 7, 2016 (file no. 000-23211)). |

| Exhibit No. | Description |
|---|---|
| 10.17* | Amended and Restated Employment Agreement between Casella Waste Systems, Inc. and Edmond R. Coletta dated as of June 20, 2022 (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K/A of Casella as filed on June 22, 2022 (file no. 000-23211)). |
| 10.18* | Amendment to Amended and Restated Employment Agreement, dated as of August 6, 2025, by and between Casella Waste Systems, Inc. and Edmond R Coletta (incorporated herein by reference to Exhibit 10.2 to the quarterly report on Form 10-Q of Casella as filed on October 31, 2025 (file no. 000-23211)). |
| 10.19* | Employment Agreement between Casella Waste Systems, Inc. and Shelley E. Sayward dated as of January 1, 2021 (incorporated herein by reference to Exhibit 10.25 to the annual report on Form 10-K of Casella as filed on February 19, 2021 (file no. 000-23211)). |
| 10.20* | Employment Agreement between Casella Waste Systems, Inc. and Kevin Drohan effective as of April 1, 2022 (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on March 31, 2022 (file no. 000-23211)). |
| 10.21* | Employment Agreement between Casella Waste Systems, Inc. and Sean Steves effective as of July 1, 2022 (incorporated herein by reference to Exhibit 10.2 to the current report on Form 8-K/A of Casella as filed on June 22, 2022 (file no. 000-23211)). |
| 10.22* | Casella Waste Systems, Inc. Non-Equity Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the current report on Form 8-K of Casella as filed on March 7, 2016 (file no. 000-23211)). |
| 10.23* | Casella Waste Systems, Inc. 2016 Incentive Plan (incorporated herein by reference to Exhibit 99.1 to the registration statement on Form S-8 of Casella as filed on November 17, 2016 (file no. 333-214683)). |
| 10.24* | Form of Restricted Stock Unit Agreement under 2016 Incentive Plan (employee with employment contract) (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.25* | Form of Restricted Stock Unit Agreement under 2016 Incentive Plan (employee with no employment contract) (incorporated herein by reference to Exhibit 10.2 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.26* | Form of Performance-Based Stock Unit Agreement under 2016 Incentive Plan (employee with employment contract) (incorporated herein by reference to Exhibit 10.3 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.27* | Form of Performance-Based Stock Unit Agreement under 2016 Incentive Plan (employee with no employment contract) (incorporated herein by reference to Exhibit 10.4 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.28* | Form of Restricted Stock Agreement under 2016 Incentive Plan (incorporated herein by reference to Exhibit 10.5 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.29* | Form of Incentive Stock Option Agreement under 2016 Incentive Plan (employee with employment contract) (incorporated herein by reference to Exhibit 10.6 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.30* | Form of Nonstatutory Stock Option Agreement under 2016 Incentive Plan (employee with employment contract) (incorporated herein by reference to Exhibit 10.7 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.31* | Form of Incentive Stock Option Agreement under 2016 Incentive Plan (employee with no employment contract) (incorporated herein by reference to Exhibit 10.8 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.32* | Form of Nonstatutory Stock Option Agreement under 2016 Incentive Plan (employee with no employment contract) (incorporated herein by reference to Exhibit 10.9 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.33* | Form of Performance-Based Stock Option Agreement under 2016 Incentive Plan (employee with employment contract) (incorporated herein by reference to Exhibit 10.10 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |

| Exhibit No. | Description |
|---|---|
| 10.34* | Form of Performance-Based Stock Option Agreement under 2016 Incentive Plan (employee with no employment contract) (incorporated herein by reference to Exhibit 10.11 to the current report on Form 8-K of Casella as filed on November 22, 2016 (file no. 000-23211)). |
| 10.35* | Form of Restricted Stock Unit Agreement under 2016 Incentive Plan (non-employee director) (incorporated herein by reference to Exhibit 10.1 to the quarterly report on Form 10-Q of Casella as filed on November 2, 2017 (file no. 000-23211)). |
| 10.36* | Casella Waste Systems, Inc. Amended and Restated 2016 Incentive Plan (incorporated herein by reference to Appendix A to the Proxy Statement of Casella as filed on April 19, 2024 (File no. 000-23211)). |
| 10.37* | Form of Restricted Stock Unit Agreement under Amended and Restated 2016 Incentive Plan (employee with employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.2 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.38* | Form of Restricted Stock Unit Agreement under Amended and Restated 2016 Incentive Plan (employee with no employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.3 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.39* | Form of Performance-Based Stock Unit Agreement under Amended and Restated 2016 Incentive Plan (employee with employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.4 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.40* | Form of Performance-Based Stock Unit Agreement under Amended and Restated 2016 Incentive Plan (employee with no employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.5 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.41* | Form of Restricted Stock Agreement under Amended and Restated 2016 Incentive Plan adopted April 2024 (incorporated herein by reference to Exhibit 10.6 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.42* | Form of Incentive Stock Option Agreement under Amended and Restated 2016 Incentive Plan (employee with employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.7 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.43* | Form of Nonstatutory Stock Option Agreement under Amended and Restated 2016 Incentive Plan (employee with employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.8 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.44* | Form of Incentive Stock Option Agreement under Amended and Restated 2016 Incentive Plan (employee with no employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.9 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.45* | Form of Nonstatutory Stock Option Agreement under Amended and Restated 2016 Incentive Plan (employee with no employment contract) adopted April 2024 (incorporated herein by reference to Exhibit 10.10 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.46* | Form of Restricted Stock Unit Agreement under Amended and Restated 2016 Incentive Plan (non-employee director) adopted April 2024 (incorporated herein by reference to Exhibit 10.11 to the quarterly report on Form 10-Q of Casella as filed on August 2, 2024 (file no. 000-23211)). |
| 10.47 | Second Amended and Restated Credit Agreement, dated as of September 27, 2024, among Casella Waste Systems, Inc., the subsidiaries of Casella Waste Systems, Inc. identified therein, Bank of America, N.A., as administrative agent, BofA Securities, Inc. and TD Securities (USA) LLC, as Sustainability Coordinators, the other letter of credit issuers and arrangers party thereto (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on September 30, 2024 (file no. 000-23211)). |
| 10.48 | Master Lease Agreement dated as of July 20, 2020 by and between Bank of America Leasing & Capital, LLC and Casella Waste Systems, Inc. (incorporated herein by reference to Exhibit 10.1 to the current report on Form 8-K of Casella as filed on July 22, 2020 (file no. 000-23211)). |

| Exhibit No. | Description |
|---|---|
| 10.49 | Addendum to Master Lease Agreement No. 36629-90000 dated as of July 20, 2020 by and among Bank of America Leasing & Capital, LLC, Casella Waste Systems, Inc. and certain of its subsidiaries (incorporated herein by reference to Exhibit 10.2 to the current report on Form 8-K of Casella as filed on July 22, 2020 (file no. 000-23211)). |
| 10.50 | Progress Payment Agreement, dated February 25, 2025, between Casella Waste Systems, Inc. and Banc of America Leasing & Capital, LLC (incorporated herein by reference to Exhibit 10.1 to the quarterly report on Form 10-Q of Casella as filed on May 2, 2025 (file no. 000-23211)). |
| 10.51 | Purchase and Sale Agreement dated as of January 23, 2011 among Casella, KTI, CE Holdings II, LLC and CE Holding Company, LLC (incorporated herein by reference to Exhibit 2.1 to the quarterly report on Form 10-Q of Casella as filed on March 3, 2011 (file no. 000-23211)). |
| 10.52* | Employment Agreement between Casella Waste Systems, Inc. and Bradford J. Helgeson dated as of October 31, 2023 (incorporated herein by reference to Exhibit 10.2 to the quarterly report on Form 10-Q of Casella as filed on November 2, 2023 (file no. 000-23211)). |
| 10.53* | Offer Letter between Casella Waste Systems, Inc. and Bradford J. Helgeson dated as of October 31, 2023 (incorporated herein by reference to Exhibit 10.3 to the quarterly report on Form 10-Q of Casella as filed on November 2, 2023 (file no. 000-23211)). |
| 19.1 | Casella Waste Systems, Inc. Amended and Restated Insider Trading Policy (incorporated herein by reference to Exhibit 19.1 to the annual report on Form 10-K of Casella as filed on February 18, 2025 (file no. 000-23211)). |
| 21.1 + | Subsidiaries of Casella Waste Systems, Inc. |
| 23.1 + | Consent of RSM US LLP. |
| 31.1 + | Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 31.2 + | Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as amended. |
| 32.1 + | Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002. |
| 97* | Amended and Restated Compensation Clawback Policy (incorporated herein by reference to Exhibit 97 to the annual report on Form 10-K of Casella as filed on February 16, 2024 (file no. 000-23211)). |
| 101.INS | The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document. |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document.** |
| 101.CAL | Inline XBRL Taxonomy Calculation Linkbase Document.** |
| 101.LAB | Inline XBRL Taxonomy Label Linkbase Document.** |
| 101.PRE | Inline XBRL Taxonomy Presentation Linkbase Document.** |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document.** |
| 104 | Cover Page Interactive Data File (formatted as inline XBRL with applicable taxonomy extension information contained in Exhibits 101.) |

+ Filed Herewith

* This is a management contract or compensatory plan or arrangement.

** Submitted Electronically Herewith. Attached as Exhibit 101 to this report are the following formatted in inline XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2025 and December 31, 2024, (ii) Consolidated Statements of Operations for fiscal years 2025, 2024 and 2023, (iii) Consolidated Statements of Comprehensive Income for fiscal years 2025, 2024 and 2023, (iv) Consolidated Statement of Stockholders' Equity for fiscal years 2025, 2024 and 2023, (v) Consolidated Statements of Cash Flows for fiscal years 2025, 2024 and 2023, and (vi) Notes to Consolidated Financial Statements.

**ITEM 16. FORM 10-K SUMMARY**

Not applicable.

## SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Casella Waste Systems, Inc.

Dated: February 20, 2026

By: /s/ Edmond R. Coletta
Edmond R. Coletta
President, Chief Executive Officer and Director
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

| Signature | Title | Date |
|---|---|---|
| /s/ Edmond R. Coletta<br>Edmond R. Coletta | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | February 20, 2026 |
| /s/ Bradford J. Helgeson<br>Bradford J. Helgeson | Executive Vice President and Chief Financial Officer<br>(Principal Financial Officer) | February 20, 2026 |
| /s/ Kevin J. Drohan<br>Kevin J. Drohan | Vice President and Chief Accounting Officer<br>(Principal Accounting Officer) | February 20, 2026 |
| /s/ John W. Casella<br>John W. Casella | Executive Chairman of the Board of Directors | February 20, 2026 |
| /s/ Douglas R. Casella<br>Douglas R. Casella | Director | February 20, 2026 |
| /s/ Joseph G. Doody<br>Joseph G. Doody | Director | February 20, 2026 |
| /s/ Rose Stuckey Kirk<br>Rose Stuckey Kirk | Director | February 20, 2026 |
| /s/ Gary Sova<br>Gary Sova | Director | February 20, 2026 |
| /s/ William P. Hulligan<br>William P. Hulligan | Director | February 20, 2026 |
| /s/ Michael K. Burke<br>Michael K. Burke | Director | February 20, 2026 |
| /s/ Michael L. Battles<br>Michael L. Battles | Director | February 20, 2026 |
| /s/ Emily Nagle Green<br>Emily Nagle Green | Director | February 20, 2026 |

**Exhibit 21.1**

**Subsidiaries of Registrant**

| Name | Jurisdiction of Incorporation |
|---|---|
| 171 Church Street, LLC | Vermont |
| AGreen Energy, LLC | Massachusetts |
| All Cycle Waste, Inc. | Vermont |
| BGreen Energy, LLC | Massachusetts |
| Blow Bros. | Maine |
| Brattleboro Salvage Company, LLC. | Vermont |
| Bristol Waste Management, Inc. | Vermont |
| C.V. Landfill, Inc. | Vermont |
| Casella Major Account Services LLC | Vermont |
| Casella Mid-Atlantic, LLC. | Delaware |
| Casella of Holyoke, Inc. | Massachusetts |
| Casella Recycling, LLC | Maine |
| Casella Transportation, Inc. | Vermont |
| Casella Waste Management of Massachusetts, Inc. | Massachusetts |
| Casella Waste Management of N.Y., Inc. | New York |
| Casella Waste Management of Pennsylvania, Inc. | Pennsylvania |
| Casella Waste Management, Inc. | Vermont |
| Casella Waste Services of Ontario LLC | New York |
| Casella WV North, LLC | West Virginia |
| Casella WV South, LLC | West Virginia |
| Chemung Landfill LLC | New York |
| County Waste of Pennsylvania, LLC | Pennsylvania |
| Evergreen National Indemnity Company | Ohio |
| Forest Acquisitions, Inc. | New Hampshire |
| Granite State Landfill, LLC | New Hampshire |
| GreenerU, Inc. | Delaware |
| GroundCo LLC | New York |
| Hakes C & D Disposal, Inc. | New York |
| Hardwick Landfill, Inc. | Massachusetts |
| Hiram Hollow Regeneration Corp. | New York |
| Hopewell Industry Properties, LLC | New York |
| Kejem Properties, LLC | New York |
| KTI Environmental Group, Inc. | New Jersey |
| KTI Specialty Waste Services, Inc. | Maine |
| KTI, Inc. | New Jersey |
| New England Waste Services of ME, Inc. | Maine |
| New England Waste Services of N.Y., Inc. | New York |
| New England Waste Services of Vermont, Inc. | Vermont |
| New England Waste Services, Inc. | Vermont |
| Newbury Waste Management, Inc. | Vermont |
| NEWS of Worcester LLC | Massachusetts |
| NEWSME Landfill Operations LLC | Maine |
| North Country Environmental Services, Inc. | Virginia |
| Northern Properties Corporation of Plattsburgh | New York |
| North Rd, LLC | Vermont |
| Oxford Transfer Station, LLC | Delaware |
| Panichi Holding Corp. | New York |
| Pine Tree Waste, Inc. | Maine |
| Pink Trash Company, LLC | Delaware |
| Portland C&D Site, Inc. | New York |
| Schultz Landfill, Inc. | New York |
| Southbridge Recycling & Disposal Park, Inc. | Massachusetts |
| Southern Tier Recyclers, LLC | New York |
| Sunderland Waste Management, Inc. | Vermont |
| TAM, Inc. | Vermont |
| TAM Organics, LLC | Vermont |
| TAM Recycling, LLC | Vermont |
| Taylor Garbage Service, LLC | New York |
| The Hyland Facility Associates | New York |
| Tompkins County Recycling LLC | Delaware |
| Valley 82 Holding Corp. | New York |
| Waste Industries of Delaware, LLC | Delaware |
| Waste Industries of Maryland, LLC | Delaware |
| Waste Industries of Pennsylvania, LLC | Delaware |
| Waste-Stream Inc. | New York |
| Watch Hill Holding Corp. | New York |
| Whitetail Disposal, LLC | Pennsylvania |
| Willimantic Waste Paper Co., Inc. | Connecticut |

**Exhibit 23.1**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-40267, 333-43537, 333-43539, 333-43541, 333-43543, 333-43635, 333-67487, 333-92735, 333-31022, 333-100553, 333-141038, 333-163645, 333-175010, 333-199685, 333-214683, 333-272392, and 333-281229) and on Form S-3 (Nos. 333-85279, 333-88097, 333-95841, 333-31268, and 333-282928) of Casella Waste Systems, Inc. of our reports dated February 20, 2026, relating to the consolidated financial statements, and the effectiveness of internal control over financial reporting of Casella Waste Systems, Inc. and subsidiaries, appearing in this Annual Report on Form 10-K of Casella Waste Systems, Inc. for the year ended December 31, 2025.

/s/ RSM US LLP

Boston, Massachusetts
February 20, 2026

**Exhibit 31.1**

CERTIFICATION

I, Edmond R. Coletta, certify that:

1. I have reviewed this Annual Report on Form 10-K of Casella Waste Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 20, 2026

By: /s/ Edmond R. Coletta
Edmond R. Coletta
*President, Chief Executive Officer and Director*
*(Principal Executive Officer)*

**Exhibit 31.2**

CERTIFICATION

I, Bradford J. Helgeson, certify that:

1. I have reviewed this Annual Report on Form 10-K of Casella Waste Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 20, 2026

By: /s/ Bradford J. Helgeson

Bradford J. Helgeson
*Executive Vice President and Chief Financial Officer*
*(Principal Financial Officer)*

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350,**
**AS ADOPTED PURSUANT TO**
**SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

**STATEMENT PURSUANT TO 18 U.S.C. §1350**

Pursuant to 18 U.S.C. §1350, each of the undersigned certifies that, to his knowledge, this Annual Report on Form 10-K for the fiscal year ended December 31, 2024 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that the information contained in this report fairly presents, in all material respects, the financial condition and results of operations of Casella Waste Systems, Inc.

Date: February 20, 2026

By: /s/ Edmond R. Coletta

Edmond R. Coletta
*President, Chief Executive Officer and Director*
*(Principal Executive Officer)*

Date: February 20, 2026

By: /s/ Bradford J. Helgeson

Bradford J. Helgeson
*Executive Vice President and Chief Financial Officer*
*(Principal Financial Officer)*