



STATE OF TEXAS §
 §
COUNTY OF HIDALGO §

**FIRST AMENDMENT TO CONTRACT
C-14-313-10-14**

This **AMENDMENT** to the **CONTRACT** is made this 1st day of **September of 2015** by and between **HIDALGO COUNTY, TEXAS** (the "County") and **FCC ENVIRONMENTAL, L.L.C.** (the "Company").

WHEREAS, On October 14, 2015, Hidalgo County (the "County") entered into a Contract ("Service") with FCC Environmental, in which the Company would pay the County as described in the Contract;

WHEREAS, the COMPANY notified HIDALGO COUNTY the SALE of FCC Environmental, LLC to Heritage-Crystal Clean;

WHEREAS, the parties have now determined to amend the **CONTRACT** as hereinafter provided.

NOW THEREFORE, for and in consideration of the terms and provisions of this First Amendment to Service Contract, both parties hereby agree to the following amendment to the Contract.

1. **HERITAGE-CRYSTAL CLEAN, L.L.C.** shall be the "COMPANY" under the Service Contract and the name of **HERITAGE-CRYSTAL CLEAN, L.L.C.** shall substitute throughout the Service Contract in lieu of the name **FCC ENVIRONMENTAL, L.L.C.** wherever the name of **FCC ENVIRONMENTAL, L.L.C.** appears in the Service Contract.
2. Except as modified herein, all terms and conditions of the Service Contract, as amended, remain in full force and effect and **HERITAGE-CRYSTAL CLEAN, L.L.C.** and **COUNTY** ratify and confirm the terms and provisions of the Service Contract as amended.

EXECUTED IN DUPLICATE ORIGINALS and effective as of the day and year first written above.

COUNTY OF HIDALGO

BY: Ramon Garcia
Ramon Garcia, County Judge

ATTEST:

Arturo Guajardo, Jr.
Arturo Guajardo, Jr., County Clerk

APPROVED BY
COMMISSIONERS' COURT
ON: 9/1/15 mb

HERITAGE-CRYSTAL CLEAN, L.L.C.

BY: Marc J. Kroll

PRINTED NAME: Marc J. Kroll

APPROVED AS TO FORM:

Office of Hidalgo County Criminal District Attorney
Ricardo Rodriguez, Jr.

BY: Josephine Ramirez-Solis
Josephine Ramirez-Solis, Assistant District Attorney

Zimbra

evangelina.garcia@co.hidalgo.tx.us

RE: Draft First Amendment to Contract #C-14-313-10-14-Pickup of Used Oil-Filters and Antifreeze

From : Josephine L. Ramirez <josephine.ramirez@da.co.hidalgo.tx.us>

Wed, Aug 26, 2015 01:47 PM

Subject : RE: Draft First Amendment to Contract #C-14-313-10-14-Pickup of Used Oil-Filters and Antifreeze

To : 'Martha Salazar' <martha.salazar@co.hidalgo.tx.us>, 'victor garza' <victor.garza@da.co.hidalgo.tx.us>

Cc : 'evangelina garcia' <evangelina.garcia@co.hidalgo.tx.us>, 'Darlene H. Betancourt' <darlene.betancourt@co.hidalgo.tx.us>

Reply To : josephine ramirez <josephine.ramirez@da.co.hidalgo.tx.us>

Marty/Vangie,

The draft looks ok. Just change the name for my signature. Otherwise, I approve as to form.

Thank you,

Josephine Ramirez Solis
Assistant Criminal District Attorney
Chief - Civil Division
Office of Criminal District Attorney
Hidalgo County, Texas
100 N Closner Rm 303
Edinburg, TX 78539
(956) 318-2313 ext. 3823
(956) 318-2079 FAX
josephine.ramirez@da.co.hidalgo.tx.us

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From: Martha Salazar [mailto:martha.salazar@co.hidalgo.tx.us]
Sent: Wednesday, August 26, 2015 9:53 AM
To: josephine ramirez; victor garza
Cc: evangelina garcia; Darlene H. Betancourt
Subject: Fwd: Draft First Amendment to Contract #C-14-313-10-14-Pickup of Used Oil-Filters and Antifreeze

Counselors:
Please give status on this request! Need to place on CC for appropriate action.
Thanks,
Marty

Zimbra

evangelina.garcia@co.hidalgo.tx.us

Fwd: Acquisition

From : Martha Salazar <martha.salazar@co.hidalgo.tx.us>

Thu, Sep 10, 2015 02:10 PM

Subject : Fwd: Acquisition 1 attachment**To :** Evangelina Garcia <evangelina.garcia@co.hidalgo.tx.us>**Cc :** Darlene H. Betancourt <darlene.betancourt@co.hidalgo.tx.us>

Ms. Vangie:

Please proceed with CC action and advise all parties including Auditor.

Thanks,

Marty S.

From: "Steve Crain" <scrain@atlashall.com>**To:** "Martha Salazar" <martha.salazar@co.hidalgo.tx.us>**Sent:** Thursday, September 10, 2015 11:31:44 AM**Subject:** RE: Acquisition

Based on the attorney's letter you can renew.

From: Martha Salazar [mailto:martha.salazar@co.hidalgo.tx.us]**Sent:** Thursday, September 10, 2015 11:24 AM**To:** Steve Crain**Cc:** Evangelina Garcia**Subject:** Re: Acquisition

Mr. Crain:

So does this information permit the action taken by CC subject to your review? Can we renew for an additional one year [as permitted under the current aGREEMENT with new ownership]?

Please advise.

Thanks,

Marty

From: "Steve Crain" <scrain@atlashall.com>**To:** "Martha Salazar" <martha.salazar@co.hidalgo.tx.us>**Sent:** Thursday, September 10, 2015 10:46:30 AM**Subject:** FW: Acquisition

Please see below.

From: Chameli, David [mailto:David.Chameli@Crystal-Clean.com]**Sent:** Thursday, September 10, 2015 9:49 AM**To:** Steve Crain**Cc:** Kroll, Marc**Subject:** RE: Acquisition

Steve, per your request, here is the information that you are looking for:

Heritage-Crystal Clean, LLC ("HCC") is the wholly-owned subsidiary of the holding company Heritage-Crystal Clean, Inc. ("HCCI"). HCCI is publically traded on NASDAQ under HCCI.

On October 16, 2014 HCC purchased all LLC membership interest in FCC Environmental, LLC ("FCC") from Madrid-based Dedalo Patrimonial, SLU.

Details of the transaction can be found at: <http://www.sec.gov/Archives/edgar/data/1403431/000140343114000036/0001403431-14-000036-index.htm>

HCC subsequently changed the FCC entity name to HCC Corporation, LLC per the terms of the stock transaction and all contracts of FCC are being transitioned to HCC.

I hope this information is helpful.

David P. Chameli
Vice President, General Counsel
Heritage – Crystal Clean, Inc.
2175 Point Blvd. - Suite 375
Elgin, IL 60123-9211
Direct Line: (847) 786-2436
david.chameli@crystal-clean.com



From: Steve Crain [<mailto:scrain@atlashall.com>]
Sent: Tuesday, September 08, 2015 5:26 PM
To: Chameli, David <David.Chameli@Crystal-Clean.com>
Subject: Acquisition

David: It was good talking with you this afternoon. As we discussed can you please provide me with confirmation the FCC/Crystal Clean acquisition was a membership acquisition and not an asset acquisition. Thanks.

The information contained in this e-mail communication and any attached documentation is intended only for the exclusive use of the designated recipient(s). If the reader or recipient of this e-mail and any attached documentation is not the intended recipient or an employee or agent of the intended recipient who is responsible for delivering it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this e-mail and any attached documentation is strictly prohibited. If you have received this e-mail in error, please immediately notify the sender by return e-mail and promptly delete the e-mail and any attached documentation. This e-mail and any attached documentation may contain information that is privileged, confidential, proprietary or otherwise protected by law. This notice serves as a confidentiality marking for the purpose of any confidentiality or nondisclosure agreement. Receipt of this e-mail and the attached documentation by anyone other than the intended recipient shall not be deemed a waiver of any rights of confidentiality.

4. **AI-50759** Acceptance and approval to exercise the County's option to extend the second and final extension as stipulated and provided in the following service contract for - "**Security Guard Services**" for Hidalgo County" E-14-342-08-25 under the same rates, terms and conditions with **Valley Metro Security, LLC**.

On motion by COMMISSIONER PCT. 1, A.C. CUELLAR, JR., seconded by COMMISSIONER PCT. 3, JOE M. FLORES, the Court made a UNANIMOUS vote of approval.

Vote: 5 - 0 - Unanimously

5. **AI-50967** Under current Contract #C-14-313-10-14 for "Collection, Recycling and/or Disposal Services: Used Oil, Oil Filter and Antifreeze", discussion and action on options related to this agreement due to Sale by contracted vendor: FCC Environmental, LLC to HCC Corporation, LLC-Heritage-Crystal Clean, Inc. including, but not limited to the following:

A. Acceptance and approval of First Amendment to Contract C-14-313-10-14 in connection to the name change due to the sale of the business/assets by FCC Environmental, LLC to new owner HCC Corporation, LLC-Heritage-Crystal Clean, Inc;

On motion by COMMISSIONER PCT. 1, A.C. CUELLAR, JR., seconded by COMMISSIONER PCT. 3, JOE M. FLORES, the Court made a UNANIMOUS vote of approval subject to clarification of new company.

Vote: 5 - 0 - Unanimously

B. Discussion & consideration of a written request from Heritage_Crystal Clean, LLL [through Marc J. Kroll-Div. Vice. Pres.] for HCCC to permit the expiration of this current agreement [11-01-15] and authorize the new advertising of the project [based on falling oil market] as detailed in correspondence herein; OR, IN THE ALTERNATIVE,

No Action taken on Item.B.

C. Acceptance and approval to exercise the County's SOLE option to extend Contract C-14-313-10-14 with Heritage-Crystal Clean, fka, FCC Environmental, LLC, for one (1) year [contract permits (2)-(1) year extensions] under same rates, terms and conditions [\$1.10/gal.] for the provision of: "Collection, Recycling and/or Disposal Services: Used Oil, Oil Filter and Antifreeze"; OR, IN THE ALTERNATIVE;

On motion by COMMISSIONER PCT. 1, A.C. CUELLAR, JR., seconded by COMMISSIONER PCT. 3, JOE M. FLORES, the Court made a UNANIMOUS vote of approval subject to leagal approval.

Vote: 5 - 0 - Unanimously

D. Approval of a sixty (60) day grace period extension as provided under

AI-50967

Purchasing Department

31. A. 5.

CC - REGULAR

Meeting Date: 09/01/2015

Submitted For: Marty Salazar, PURCHASING DEPT.

Submitted By: Vangie Garcia, PURCHASING DEPT.

Department: PURCHASING DEPT.

Information

CAPTION

Under current Contract #C-14-313-10-14 for "Collection, Recycling and/or Disposal Services: Used Oil, Oil Filter and Antifreeze", discussion and action on options related to this agreement due to Sale by contracted vendor: FCC Environmental, LLC to HCC Corporation, LLC-Heritage-Crystal Clean, Inc. including, but not limited to the following:

A. Acceptance and approval of First Amendment to Contract C-14-313-10-14 in connection to the name change due to the sale of the business/assets by FCC Environmental, LLC to new owner HCC Corporation, LLC-Heritage-Crystal Clean, Inc;

Approved subject to clarification-questioned by Mr. Crain.

B. Discussion & consideration of a written request from Heritage_Crystal Clean, LLL [through Marc J. Kroll-Div. Vice. Pres.] for HCCC to permit the expiration of this current agreement [11-01-15] and authorize the new advertising of the project [based on falling oil market] as detailed in correspondence herein; OR, IN THE ALTERNATIVE,

C. Acceptance and approval to exercise the County's SOLE option to extend Contract C-14-313-10-14 with Heritage-Crystal Clean, fka, FCC Environmental, LLC, for one (1) year [contract permits (2)-(1) year extensions] under same rates, terms and conditions [\$1.10/gal.] for the provision of: "Collection, Recycling and/or Disposal Services: Used Oil, Oil Filter and Antifreeze"; OR, IN THE ALTERNATIVE;

D. Approval of a sixty (60) day grace period extension as provided under Contract #C-14-313-10-14 with Heritage-Crystal Clean for the provision of: "Collection, Recycling and/or Disposal Services: Used Oil, Oil Filter and Antifreeze" so as to have no lapse in services while the procurement process is completed; and

E. Requesting authority to advertise (including the authority to re-advertise the project in the event that no bids are received and/or rejected and project is still required) and approval of the basic packet [i.e., legal notice, specifications, draft service agreement] for the RFB titled: "Collection, Recycling and/or Disposal: Used Oil, Oil Filter and Antifreeze".

BACKGROUND

Fiscal Impact

FISCAL YEAR:

ACCT. #:

FUNDS AVAILABLE Y/N?:

MATCHING FUNDS Y/N?:

BUDGETARY IMPACT:

This is a revenue generating project. Only expenditure that may apply would be if HCCC decides to terminate and advertise due to plea by new company owner due to falling oil prices.

Attachments

Contract

Insurances

Renewal Notice

60 Day Grace Extension Notice

First Amendment

Notice by Heritage-Crystal Clean

Revenues

Form Review

Inbox	Reviewed By	Date
Purchasing Department	Marty Salazar	08/28/2015 01:04 PM
Budget & Management	Veronica Ortiz	08/28/2015 01:41 PM
Glinda Pacheco	Glinda Pacheco	08/28/2015 02:43 PM
Auditor's Office		
Form Started By: Vangie Garcia		Started On: 08/17/2015 03:54 PM