

From: [Gutierrez, Jocabed](#)
To: [Frazier, Jessica](#); [Hardee, Donald](#)
Cc: [Scott, Lori](#)
Subject: FW: Sept. 8th
Date: Monday, August 29, 2016 2:20:53 PM

FYI - Adam Winfield with SR confirmed the meeting for Sep 8th, at 1:30 – 3:00 pm at KGSC.

Jo Gutierrez

Contract Compliance Spc. Snr.
Austin Resource Recovery | City of Austin
Office: 512-974-6084
Email: jocabed.gutierrez@austintexas.gov
austinrecycles.com

From: Adam Winfield [mailto: [REDACTED]]
Sent: Monday, August 29, 2016 2:04 PM
To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>
Cc: Sonny Wilkins < [REDACTED]>
Subject: Re: Sept. 8th

Confirmed. Thank you, Jo.

-Adam Winfield

On Aug 29, 2016, at 1:50 PM, Gutierrez, Jocabed
<Jocabed.Gutierrez@austintexas.gov> wrote:

ARR Management has accepted the meeting on September 8th per your request. The meeting will be at 1:30 – 3:00 pm in the KGSC Auditorium at 4108 Todd Lane Austin, TX 78744. We may not need the whole hour but I blocked extra time just in case. Please let me know in advance if you need internet access or a landline. We'd like to use this time to discuss expectations moving forward and the remaining action items before the Textile program launch. Please confirm your attendance.

Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.
Austin Resource Recovery | City of Austin
Office: 512-974-6084
Email: jocabed.gutierrez@austintexas.gov
austinrecycles.com

From: [REDACTED] [mailto: [REDACTED]]
Sent: Friday, August 26, 2016 10:33 AM
To: Hardee, Donald <Donald.Hardee@austintexas.gov>; Gedert, Bob
<Bob.Gedert@austintexas.gov>

Cc: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>; Adam Winfield

<

Subject: Sept. 8th

Hey Jo & Donald,

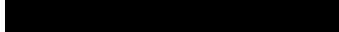
Adam Winfield will be in Austin on Sept. 8th preparing for launch. He would like to meet with management while he is in town. Could we please schedule a brief meeting on this date?

In the meantime, I'd still like to continue move forward where possible. I haven't received the flash drive that was originally sent. Here is the address:

Simple Recycling
350 S. Belt Line Rd #116
Irving TX 75060

Thank You

Sonny Wilkins



317.607.0665

<image001.jpg>

From: [Adam Winfield](#)
To: [Hardee, Donald](#); [Gutierrez, Jocabed](#)
Cc: [Sonny Wilkins](#); [Gedert, Bob](#)
Subject: Fwd: Approval to move forward
Date: Friday, August 19, 2016 10:07:55 AM

Jocabed & Donald,

I hope all is well.

From our perspective, we are receiving questions that have already been addressed at length and agreed upon through the RFP and contracting process which are moving us backwards and delaying the launch of the program. Questions are coming through in fragmented form by multiple parties from City of Austin representatives.

I understand that the City staff wants to make sure everything goes well, but we need to get some clarity around ALL of the specific questions and concerns that need to be addressed in order to maintain a launch timeline. There seems to be a lot of "cooks in the kitchen" which is delaying the execution of the launch.

Simple Recycling is investing a massive amount of capital into the launch and establishment of a successful program and is prepared to deliver a smooth and effective roll out.

I would like to request ONE consolidated, written list of questions and concerns from the City of Austin and single a point of contact that has the authority and ability to agree to an execution plan and timeline.

Sincerely,
Adam Winfield
Simple Recycling, President
862.268.2550

Begin forwarded message:

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>
Subject: RE: Approval to move forward
Date: August 19, 2016 at 10:20:00 AM EDT
To: '[REDACTED]' <[REDACTED]>
Cc: '[REDACTED]' <[REDACTED]>

Good Morning Sonny,

Have you received the flash drive I mailed with the individual route maps? Upper management has tasked the Program Managers to conduct reference calls to Simple Recycling customers. Hopefully the calls will be completed soon. The Program Managers will use the reference list that was submitted with your proposal. Do you have an update on the new facility, hiring staff and trucks needed for the contract? Also can you provide clarification on the below questions:

Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?

How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process.
Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.
Austin Resource Recovery | City of Austin
Office: 512-974-6084
Email: jocabed.gutierrez@austintexas.gov
austinrecycles.com

From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, August 12, 2016 1:29 PM
To: Gutierrez, Jocabed <jocabed.gutierrez@austintexas.gov>
Cc: Heald, Melissa <Melissa.Heald@austintexas.gov>; Hardee, Donald <Donald.Hardee@austintexas.gov>; [REDACTED]
Subject: RE: Approval to move forward

Jo,

Thank you for the update. We would like to address those concerns at the earliest convenience of ARR while still maintaining our established timeline and launch dates. These dates will be have to reestablished as the time to receive the requested approval extends. I appreciate ARR's time and effort on this. Have a great weekend.

Sonny

-----Original Message-----

From: "Gutierrez, Jocabed" <jocabed.gutierrez@austintexas.gov>
Sent: Friday, August 12, 2016 1:15pm
To: "[REDACTED]" <[REDACTED]> "Heald, Melissa" <Melissa.Heald@austintexas.gov>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>
Subject: RE: Approval to move forward

Sonny,

Approval will not be submitted today. Management had some concerns with the operation roll-out plan and timeline that must be addressed before moving forward. We'll contact you next week with more details. Please be aware that ARR has several contracts under review and these type of actions aren't approved immediately. There are multiple levels of approval that are required before services are implemented. We appreciate your patience.

Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Friday, August 12, 2016 8:30 AM

To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>; Heald, Melissa <Melissa.Heald@austintexas.gov>

Cc: Hardee, Donald <Donald.Hardee@austintexas.gov>

Subject: Approval to move forward

Good Morning,

Just a reminder, today is the last day that I have to get the marketing files over the printer to stay on time. Whatever we can do to get this approval done today would be very much appreciated.

Thanks!!!

Sonny Wilkins

[REDACTED]

317.607.0665



From: [Frazier, Jessica](#)
To: [REDACTED]
Cc: [Hardee, Donald](#); [Gutierrez, Jocabed](#); [REDACTED]; [Angoori, Sam](#); [Williamson, Tammie](#)
Subject: Next steps
Date: Friday, August 26, 2016 4:59:53 PM

Adam,

Current list of outstanding issues that are not detailed in the RFP and are required for ARR to provide final approval to move forward:

1. A "local" location in/near Austin for operational fleet and storage of collected items must be secured.
2. The last communication indicated 5 trucks being committed to service the ARR customers. After receiving the household, routing and map information from ARR – has that changed? Are you still proposing to cover 4,000 households per day. When will the "trial run" be completed to validate the proposed household per day coverage projection?
3. New rollout timeline proposals with projected first collection dates for the week of December 5th or January 4th as we understand that for time required for printing/stuffing of envelopes the initial proposed November rollout is unobtainable at this point.
4. Final hard copy proofs delivered to ARR office for review and final approval of all marketing and collection materials as previously requested. ARR will require 10 business days to provide final approval on proofs once they are received so please build that in to the proposed timeline.
5. Copies of required sales, franchise or other tax permits/certifications and business registrations required by the state of Texas for any entity that does business in Texas as well as any County or other required items.
6. Prior question: Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?
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I have also heard today that you will be in town on 9/8 - we will coordinate to find a good time to meet while you are here. Once everything has been finalized and agreed upon we will formalize these plans to a written and signed document so that everyone is on the same page of expectations moving forward.

Please let me know if you have any questions or need additional information regarding the list above.

Thanks,
Jessica Frazier

Finance Division Manager
Austin Resource Recovery | City of Austin
Office (512) 974-1960
Fax (512) 974-1981
E-mail jessica.frazier@austintexas.gov
austinrecycles.com

From: Adam Winfield [<mailto:> [REDACTED]]
Sent: Friday, August 19, 2016 10:08 AM
To: Hardee, Donald <Donald.Hardee@austintexas.gov>; Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>
Cc: Sonny Wilkins <[REDACTED]> Gedert, Bob <Bob.Gedert@austintexas.gov>
Subject: Fwd: Approval to move forward

Jocabed & Donald,

I hope all is well.

From our perspective, we are receiving questions that have already been addressed at length and agreed upon through the RFP and contracting process which are moving us backwards and delaying the launch of the program. Questions are coming through in fragmented form by multiple parties from City of Austin representatives.

I understand that the City staff wants to make sure everything goes well, but we need to get some clarity around ALL of the specific questions and concerns that need to be addressed in order to maintain a launch timeline. There seems to be a lot of “cooks in the kitchen” which is delaying the execution of the launch.

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862.268.2550

Begin forwarded message:

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>
Subject: RE: Approval to move forward

Date: August 19, 2016 at 10:20:00 AM EDT

To: '[REDACTED]'

Cc: '[REDACTED]'

Good Morning Sonny,

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Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Friday, August 12, 2016 1:29 PM

To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>

Cc: Heald, Melissa <Melissa.Heald@austintexas.gov>; Hardee, Donald <Donald.Hardee@austintexas.gov>; [REDACTED]

Subject: RE: Approval to move forward

Jo,

Thank you for the update. We would like to address those concerns at the earliest convenience of ARR while still maintaining our established timeline and launch dates. These dates will be have to reestablished as the time to receive the requested approval extends. I appreciate ARR's time and effort on this. Have a great weekend.

Sonny

-----Original Message-----

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>

Sent: Friday, August 12, 2016 1:15pm

To: '[REDACTED]' <[REDACTED]> "Heald, Melissa" <Melissa.Heald@austintexas.gov>

Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>

Subject: RE: Approval to move forward

Sonny,

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We'll contact you next week with more details. Please be aware that ARR has several contracts under review and these type of actions aren't approved immediately. There are multiple levels of approval that are required before services are implemented. We appreciate your patience.

Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]

Sent: Friday, August 12, 2016 8:30 AM

To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>; Heald, Melissa <Melissa.Heald@austintexas.gov>

Cc: Hardee, Donald <Donald.Hardee@austintexas.gov>

Subject: Approval to move forward

Good Morning,

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Thanks!!!

Sonny Wilkins

[REDACTED]

317.607.0665



From: [REDACTED]
To: [Gutierrez, Jocabed](#)
Cc: [Hardee, Donald](#); [Adam Winfield](#)
Subject: Operation Roll out plan
Date: Wednesday, August 10, 2016 11:53:23 AM

Jo,

Here is our operations roll out plans as discussed in yesterday's meeting. We will need this signed off as ARR's earliest convenience so we can move forward with the marketing.

Facility:

We are currently in the process of locating the appropriate space for our operations. The requirements in terms of what we're looking for are as such:

4,000 - 7,000sf

1-2 grade level doors

1-2 loading docks

No office required

No A/C or heat required

No grade out required

* We are working with CBRE & Stream Realty to find appropriate space. Also, we are working with AISD on the possibility of leasing space from them. If ARR has some suggestions in terms of leasing space on city owned properties, we are happy to hear them.

* We will sign a lease on the property location 30 days prior to launch. If we come to an agreement on a city owned location, there is a possibility of an exception. Once a location has been established ARR will be immediately notified.

Coverage:

5 2015 or newer Transit Vans equipped with GPS

**Each truck will cover roughly 4k Households per day

**Capable of covering approximately 7,500 Households per day

We will have an account set up with a local truck rental company in the event of an emergency. Should that truck be used, we have Simple Recycling magnets that will be placed on the truck. We also have 20ft. Box trucks in Houston which can be brought to Austin on an as needed basis.

Personnel:

1 Dispatch Supervisor

5 Route Drivers

Our dispatch supervisor will be supervising 5 local new hire drivers. That supervisor will also provide as a "back-up driver"

Drivers will be hired roughly 2 weeks before kickoff. Each will run their "dry routes" for familiarity before launch. 3 experienced drivers to be brought from Houston to provide field training. During the 1st week of both Schedule A&B launch weeks, there will be two drivers in each truck to be sure we can handle expected volume.

**Additional drivers will be on standby in the event of an unexpected volume & additional coverage is needed.

Summary:

Based on our experience in opening new markets & facilities, the above coverage will be sufficient. We will be prepared for an additional volume. Simple Recycling is the largest & fastest curbside textile recycling company in the nation. We have successfully launched these programs & will do so here also. We appreciate the support of ARR & are truly looking forward to working with you.

Please contact me at your earliest convenience with any questions.

Sonny Wilkins



317.607.0665



From: [Adam Winfield](#)
To: [Wirtanen, Sandy](#)
Cc: [Hardee, Donald](#); [Gutierrez, Jocabel](#); [REDACTED]
Subject: Re: Amendment following Discussion with ARR
Date: Friday, October 21, 2016 4:46:12 PM
Attachments: [Austin Collateral.pdf](#)
[ATT00001.htm](#)

Sandy,

As agreed upon, by all parties, I have attached the requested “Pre Launch” collateral including:

- Secretary of State Filing
- Austin Hauler Permit
- Facility lease proof (Located at 2120 Grand Ave Parkway, Suite 175, Austin, Tx 78728)

Please confirm receipt and provide confirmation of approval to move forward with the launch on the agreed upon timeline for collections to begin on December 5, 2016.

From: [REDACTED]
To: [Gutierrez, Jocabed](#)
Cc: [Heald, Melissa](#); [Hardee, Donald](#); [REDACTED]
Subject: RE: Approval to move forward
Date: Friday, August 12, 2016 1:29:31 PM

Jo,

Thank you for the update. We would like to address those concerns at the earliest convenience of ARR while still maintaining our established timeline and launch dates. These dates will be have to reestablished as the time to receive the requested approval extends. I appreciate ARR's time and effort on this. Have a great weekend.

Sonny

-----Original Message-----

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>
Sent: Friday, August 12, 2016 1:15pm
To: '[REDACTED]' <[REDACTED]> "Heald, Melissa" <Melissa.Heald@austintexas.gov>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>
Subject: RE: Approval to move forward

Sonny,

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Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.
Austin Resource Recovery | City of Austin
Office: 512-974-6084
Email: jocabed.gutierrez@austintexas.gov
austinrecycles.com

From: [REDACTED] [mailto:[REDACTED]]
Sent: Friday, August 12, 2016 8:30 AM
To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>; Heald, Melissa <Melissa.Heald@austintexas.gov>
Cc: Hardee, Donald <Donald.Hardee@austintexas.gov>
Subject: Approval to move forward

Good Morning,

Just a reminder, today is the last day that I have to get the marketing files over the printer to stay on time. Whatever we can do to get this approval done today would be very much appreciated.

Thanks!!!

Sonny Wilkins



317.607.0665



From: [REDACTED]
To: [REDACTED]
Cc: [Frazier, Jessica](#); [Hardee, Donald](#); [Gutierrez, Jocabed](#); [Angoori, Sam](#); [Williamson, Tammie](#); [Heald, Melissa](#)
Subject: Re: Next steps
Date: Wednesday, August 31, 2016 12:54:49 PM

Hey Jo,

I just wanted to let you know that we have received the flash drive with the maps. They're perfect for what we need.

Also, The hard proofs were sent to Melissa & have been delivered. I know that we're still working on getting some things finalized. Our plan is to launch on December 5th. We'll need to have final confirmation on the marketing by Sept. 16th in order to stay on target.

I know Adam will be meeting with staff on Sept. 8th & we're looking forward to hopefully getting everything finalized.

Thank You!!!

Sonny

-----Original Message-----

From: "Adam Winfield" <[REDACTED]>
Sent: Monday, August 29, 2016 10:23am
To: "Frazier, Jessica" <Jessica.Frazier@austintexas.gov>
Cc: "Donald Hardee" <Donald.Hardee@austintexas.gov>, "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>, "Sonny Wilkins" <[REDACTED]>, "Angoori, Sam" <Sam.Angoori@austintexas.gov>, "Williamson, Tammie" <Tammie.Williamson@austintexas.gov>
Subject: Re: Next steps

Jessica,

I have included responses to your questions below.

I am happy to discuss these over the phone this week if you have any concerns.

Sincerely,

Adam Winfield

Simple Recycling, President

862.268.2550

Begin forwarded message:

From: "Frazier, Jessica" <Jessica.Frazier@austintexas.gov>
Subject: Next steps
Date: August 26, 2016 at 5:59:43 PM EDT
To: [REDACTED] <[REDACTED]>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>, "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>, [REDACTED] <[REDACTED]>, "Angoori, Sam" <Sam.Angoori@austintexas.gov>, "Williamson, Tammie" <Tammie.Williamson@austintexas.gov>

Adam,

Current list of outstanding issues that are not detailed in the RFP and are required for ARR to provide final approval to move forward:

1. A “local” location in/near Austin for operational fleet and storage of collected items must be secured. ARR will be provided with facility location details PRIOR to distribution release of program materials. (no later than 30 days prior to collection). This will give ARR the confidence and ability to hold the release if the facility location is not set and therefore ensuring zero impact on resident expectations.
2. The last communication indicated 5 trucks being committed to service the ARR customers. After receiving the household, routing and map information from ARR – has that changed? Are you still proposing to cover 4,000 households per day. When will the “trial run” be completed to validate the proposed household per day coverage projection? Simple Recycling expects to be able to cover all daily collection routes with 5 vehicles, but will have additional vehicles and drivers in place at launch to ensure complete coverage. Trial runs will also be completed 30 days prior to launch. (2 complete 2-week collection cycles).
3. New rollout timeline proposals with projected first collection dates for the week of December 5th or January 4th as we understand that for time required for printing/stuffing of envelopes the initial proposed November rollout is unobtainable at this point. We would prefer December 5th but need confirmation before moving forward with printing.
4. Final hard copy proofs delivered to ARR office for review and final approval of all marketing and collection materials as previously requested. ARR will require 10 business days to provide final approval on proofs once they are received so please build that in to the proposed timeline. These will be provided this week.
5. Copies of required sales, franchise or other tax permits/certifications and business registrations required by the state of Texas for any entity that does business in Texas as well as any County or other required items. What required documentation are you aware of?
6. Prior question: Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected? Collected materials are requested to be clean and dry. If they are not, we still collect them anyway but that material is disposed of properly as waste.
7. Prior question: How does Simple Recycling handle customers who do not/may not follow the vendor’s policy? What communication or actions does Simple Recycling take to educate customer, if

any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if

Simple Recycling has an established process. See attached improper setout procedure

I have also heard today that you will be in town on 9/8 - we will coordinate to find a good time to meet while you are here. Once everything has been finalized and agreed upon we will formalize these plans to a written and signed document so that everyone is on the same page of expectations moving forward.

Please let me know if you have any questions or need additional information regarding the list above.

On Aug 26, 2016, at 5:59 PM, Frazier, Jessica <Jessica.Frazier@austintexas.gov> wrote:
Adam,

Current list of outstanding issues that are not detailed in the RFP and are required for ARR to provide final approval to move forward:

1. A “local” location in/near Austin for operational fleet and storage of collected items must be secured.
2. The last communication indicated 5 trucks being committed to service the ARR customers. After receiving the household, routing and map information from ARR – has that changed? Are you still proposing to cover 4,000 households per day. When will the “trial run” be completed to validate the proposed household per day coverage projection?
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Please let me know if you have any questions or need additional information regarding the list above.

Thanks,

Jessica Frazier

Finance Division Manager

Austin Resource Recovery | City of Austin

Office (512) 974-1960

Fax (512) 974-1981

E-mail jessica.frazier@austintexas.gov

austinrecycles.com

From: Adam Winfield [<mailto:> [REDACTED]]
Sent: Friday, August 19, 2016 10:08 AM
To: Hardee, Donald <Donald.Hardee@austintexas.gov>; Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>
Cc: Sonny Wilkins <[REDACTED]> Gedert, Bob <Bob.Gedert@austintexas.gov>
Subject: Fwd: Approval to move forward

Jocabed & Donald,

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Questions are coming through in fragmented form by multiple parties from City of Austin representatives.

I understand that the City staff wants to make sure everything goes well, but we need to get some clarity around ALL of the specific questions and concerns that need to be addressed in order to maintain a launch timeline. There seems to be a lot of “cooks in the kitchen” which is delaying the execution of the launch.

Simple Recycling is investing a massive amount of capital into the launch and establishment of a successful program and is prepared to deliver a smooth and effective roll out.

I would like to request ONE consolidated, written list of questions and concerns from the City of Austin and single a point of contact that has the authority and ability to agree to an execution plan and timeline.

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Adam Winfield

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Begin forwarded message:

From: "Gutierrez, Jocabed"
<Jocabed.Gutierrez@austintexas.gov>

Subject: RE: Approval to move forward

Date: August 19, 2016 at 10:20:00 AM EDT

To: '[REDACTED]'
<[REDACTED]>

Cc: '[REDACTED]'

<[REDACTED]>

Good Morning Sonny,

Have you received the flash drive I mailed with the individual route maps? Upper management has tasked the Program Managers to conduct reference calls to Simple Recycling customers. Hopefully the calls will be completed soon. The Program Managers will use the reference list that was submitted with your proposal. Do you have an update on the new facility, hiring staff and trucks needed for the contract? Also can you provide clarification on the below questions:

Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?

How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process.

Thank you,

Joa Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED] [mailto:[REDACTED]]

Sent: Friday, August 12, 2016 1:29 PM

To: Gutierrez, Jocabed <jocabed.gutierrez@austintexas.gov>

Cc: Heald, Melissa <Melissa.Heald@austintexas.gov>; Hardee, Donald
<Donald.Hardee@austintexas.gov> [REDACTED]
Subject: RE: Approval to move forward

Jo,

Thank you for the update. We would like to address those concerns at the earliest convenience of ARR while still maintaining our established timeline and launch dates. These dates will be have to reestablished as the time to receive the requested approval extends. I appreciate ARR's time and effort on this. Have a great weekend.

Sonny

-----Original Message-----

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>
Sent: Friday, August 12, 2016 1:15pm
To: "[REDACTED]" <[REDACTED]> "Heald,
Melissa" <Melissa.Heald@austintexas.gov>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>
Subject: RE: Approval to move forward

Sonny,

Approval will not be submitted today. Management had some concerns with the operation roll-out plan and timeline that must be addressed before moving forward. We'll contact you next week with more details. Please be aware that ARR has several contracts under review and these type of actions aren't approved immediately. There are multiple levels of approval that are required before services are implemented. We appreciate your patience.

Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED] [mailto:[REDACTED]]
Sent: Friday, August 12, 2016 8:30 AM
To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>; Heald, Melissa <Melissa.Heald@austintexas.gov>
Cc: Hardee, Donald <Donald.Hardee@austintexas.gov>
Subject: Approval to move forward

Good Morning,

Just a reminder, today is the last day that I have to get the marketing files over the printer to stay on time. Whatever we can do to get this approval done today would be very much appreciated.

Thanks!!!

Sonny Wilkins

[REDACTED]

317.607.0665

<image001.jpg>

From: [Adam Winfield](#)
To: [Frazier, Jessica](#)
Cc: [Hardee, Donald](#); [Gutierrez, Jocabed](#); [Sonny Wilkins](#); [Angoori, Sam](#); [Williamson, Tammie](#)
Subject: Re: Next steps
Date: Monday, August 29, 2016 10:23:35 AM
Attachments: [Simple Recycling Improper Set Out Procedures.docx](#)
[ATT00001.htm](#)

Jessica,

I have included responses to your questions below.

I am happy to discuss these over the phone this week if you have any concerns.

Sincerely,
Adam Winfield
Simple Recycling, President
862.268.2550

Begin forwarded message:

From: "Frazier, Jessica" <Jessica.Frazier@austintexas.gov>
Subject: Next steps
Date: August 26, 2016 at 5:59:43 PM EDT
To: "[REDACTED]" <[REDACTED]>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>, "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>, "[REDACTED]" <[REDACTED]>, "Angoori, Sam" <Sam.Angoori@austintexas.gov>, "Williamson, Tammie" <Tammie.Williamson@austintexas.gov>

Adam,

Current list of outstanding issues that are not detailed in the RFP and are required for ARR to provide final approval to move forward:

1. A "local" location in/near Austin for operational fleet and storage of collected items must be secured. ARR will be provided with facility location details PRIOR to distribution release of program materials. (no later than 30 days prior to collection). This will give ARR the confidence and ability to hold the release if the facility location is not set and therefore ensuring zero impact on resident expectations.
2. The last communication indicated 5 trucks being committed to service the ARR customers. After receiving the household, routing and map information from ARR – has that changed? Are you still proposing to cover 4,000 households per day. When will the "trial run" be completed to validate the proposed household per day coverage projection? Simple Recycling expects to be able to cover all daily collection routes with 5 vehicles, but will have additional vehicles

and drivers in place at launch to ensure complete coverage. Trial runs will also be completed 30 days prior to launch. (2 complete 2-week collection cycles).

3. New rollout timeline proposals with projected first collection dates for the week of December 5th or January 4th as we understand that for time required for printing/stuffing of envelopes the initial proposed November rollout is unobtainable at this point. We would prefer December 5th but need confirmation before moving forward with printing.
4. Final hard copy proofs delivered to ARR office for review and final approval of all marketing and collection materials as previously requested. ARR will require 10 business days to provide final approval on proofs once they are received so please build that in to the proposed timeline. These will be provided this week.
5. Copies of required sales, franchise or other tax permits/certifications and business registrations required by the state of Texas for any entity that does business in Texas as well as any County or other required items. What required documentation are you aware of?
6. Prior question: Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected? Collected materials are requested to be clean and dry. If they are not, we still collect them anyway but that material is disposed of properly as waste.
7. Prior question: How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process. See attached improper setout procedure

From: [Adam Winfield](#)
To: [Frazier, Jessica](#)
Cc: [Hardee, Donald](#); [Gutierrez, Jocabed](#); [REDACTED] [Angoori, Sam](#); [Williamson, Tammie](#)
Subject: Re: Next steps
Date: Friday, August 26, 2016 5:50:19 PM

Jessica,

Thank you providing a list to work from.

We will draft up a comprehensive response and get back to you quickly.

We appreciate your hard work and support to ensure a successful launch.

Have a nice weekend.

Sincerely,
Adam Winfield
Simple Recycling, President

On Aug 26, 2016, at 5:59 PM, Frazier, Jessica <Jessica.Frazier@austintexas.gov> wrote:

Adam,

Current list of outstanding issues that are not detailed in the RFP and are required for ARR to provide final approval to move forward:

1. A "local" location in/near Austin for operational fleet and storage of collected items must be secured.
2. The last communication indicated 5 trucks being committed to service the ARR customers. After receiving the household, routing and map information from ARR – has that changed? Are you still proposing to cover 4,000 households per day. When will the "trial run" be completed to validate the proposed household per day coverage projection?
3. New rollout timeline proposals with projected first collection dates for the week of December 5th or January 4th as we understand that for time required for printing/stuffing of envelopes the initial proposed November rollout is unobtainable at this point.
4. Final hard copy proofs delivered to ARR office for review and final approval of all marketing and collection materials as previously requested. ARR will require 10 business days to provide final approval on proofs once they are received so please build that in to the proposed timeline.
5. Copies of required sales, franchise or other tax permits/certifications and business registrations required by the state of Texas for any entity that does business in Texas as well as any County or other required items.
6. Prior question: Does Simple Recycling pick up any textile (dirty, oily, soiled) or

just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?

7. Prior question: How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process.

I have also heard today that you will be in town on 9/8 - we will coordinate to find a good time to meet while you are here. Once everything has been finalized and agreed upon we will formalize these plans to a written and signed document so that everyone is on the same page of expectations moving forward.

Please let me know if you have any questions or need additional information regarding the list above.

Thanks,
Jessica Frazier
Finance Division Manager
Austin Resource Recovery | City of Austin
Office (512) 974-1960
Fax (512) 974-1981
E-mail jessica.frazier@austintexas.gov
austinrecycles.com

From: Adam Winfield [<mailto:> [REDACTED]]
Sent: Friday, August 19, 2016 10:08 AM
To: Hardee, Donald <Donald.Hardee@austintexas.gov>; Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>
Cc: Sonny Wilkins <[REDACTED]> Gedert, Bob <Bob.Gedert@austintexas.gov>
Subject: Fwd: Approval to move forward

Jocabed & Donald,

I hope all is well.

From our perspective, we are receiving questions that have already been addressed at length and agreed upon through the RFP and contracting process which are moving us backwards and delaying the launch of the program. Questions are coming through in fragmented form by multiple parties from City of Austin representatives.

I understand that the City staff wants to make sure everything goes well, but we need to get some clarity around ALL of the specific questions and concerns that need to be addressed in order to maintain a launch timeline. There seems to be a lot of “cooks in the kitchen” which is delaying the execution of the launch.

Simple Recycling is investing a massive amount of capital into the launch and establishment of a successful program and is prepared to deliver a smooth and effective roll out.

I would like to request ONE consolidated, written list of questions and concerns from the City of Austin and single a point of contact that has the authority and ability to agree to an execution plan and timeline.

Sincerely,
Adam Winfield
Simple Recycling, President
862.268.2550

Begin forwarded message:

From: "Gutierrez, Jocabed"
<Jocabed.Gutierrez@austintexas.gov>
Subject: RE: Approval to move forward
Date: August 19, 2016 at 10:20:00 AM EDT
To: '[REDACTED]'
<[REDACTED]>
Cc: '[REDACTED]'
<[REDACTED]>

Good Morning Sonny,
Have you received the flash drive I mailed with the individual route maps? Upper management has tasked the Program Managers to conduct reference calls to Simple Recycling customers. Hopefully the calls will be completed soon. The Program Managers will use the reference list that was submitted with your proposal. Do you have an update on the new facility, hiring staff and trucks needed for the contract? Also can you provide clarification on the below questions:

Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean?
If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?

How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold

bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process. Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.
Austin Resource Recovery | City of Austin
Office: 512-974-6084
Email: jocabed.gutierrez@austintexas.gov
austinrecycles.com

From: [REDACTED] [mailto:[REDACTED]]
Sent: Friday, August 12, 2016 1:29 PM
To: Gutierrez, Jocabed <jocabed.gutierrez@austintexas.gov>
Cc: Heald, Melissa <Melissa.Heald@austintexas.gov>; Hardee, Donald <Donald.Hardee@austintexas.gov>; [REDACTED]
Subject: RE: Approval to move forward

Jo,

Thank you for the update. We would like to address those concerns at the earliest convenience of ARR while still maintaining our established timeline and launch dates. These dates will be have to reestablished as the time to receive the requested approval extends. I appreciate ARR's time and effort on this. Have a great weekend.

Sonny

-----Original Message-----

From: "Gutierrez, Jocabed" <jocabed.gutierrez@austintexas.gov>
Sent: Friday, August 12, 2016 1:15pm
To: "[REDACTED]" <[REDACTED]> "Heald, Melissa" <Melissa.Heald@austintexas.gov>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>
Subject: RE: Approval to move forward

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Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.
Austin Resource Recovery | City of Austin
Office: 512-974-6084
Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED] [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, August 12, 2016 8:30 AM
To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>; Heald, Melissa <Melissa.Heald@austintexas.gov>
Cc: Hardee, Donald <Donald.Hardee@austintexas.gov>
Subject: Approval to move forward

Good Morning,

Just a reminder, today is the last day that I have to get the marketing files over the printer to stay on time. Whatever we can do to get this approval done today would be very much appreciated.

Thanks!!!

Sonny Wilkins

[REDACTED]
317.607.0665
<image001.jpg>

From: [Dawson, Andy](#)
To: [REDACTED]
Cc: [Hardee, Donald](#); [Whipple, Dawn](#); [REDACTED]
Subject: RE: Simple Recycling box
Date: Thursday, October 27, 2016 12:46:28 PM

Sonny-
Thanks for the update. We'll look for it on Monday, November 28

Get [Outlook for Android](#)

On Thu, Oct 27, 2016 at 12:41 PM -0500, "[REDACTED]" <[REDACTED]> wrote:

Good Afternoon Andy,

I just wanted to update you on the delivery of the box. We will be delivering it to the RRDOC (2514 Business Center Drive) on Nov. 28th.

Please contact me if you have any questions.

Regards,

Sonny

-----Original Message-----

From: "Dawson, Andy" <Andy.Dawson@austintexas.gov>

Sent: Wednesday, September 21, 2016 3:05pm

To: "[REDACTED]" <[REDACTED]>

Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>, "Whipple, Dawn" <dawn.whipple@austintexas.gov>

Subject: RE: Simple Recycling box

Sonny-

Thanks for the info

Thanks again,

Andy Dawson

Assistant Division Manager

Austin Resource Recovery | City of Austin

(512) 974-4342

andy.dawson@austintexas.gov

austinrecycles.com

From: [REDACTED] [mailto:[REDACTED]]
Sent: Wednesday, September 21, 2016 2:11 PM

To: Dawson, Andy <Andy.Dawson@austintexas.gov>

Subject: RE: Simple Recycling box

Hey Andy,

We are setting a target time frame of 2 weeks before launch to have a box at that location. That would be around Nov. 21st.

Sonny

-----Original Message-----

From: "Dawson, Andy" <Andy.Dawson@austintexas.gov>

Sent: Wednesday, September 21, 2016 1:47pm

To: "[REDACTED]" <[REDACTED]>

Subject: Simple Recycling box

Sonny-

In the contract, the City expressed interest in having a box for textile recycling placed here at the Recycle and Reuse Drop off Center (RRDOC). I understand curbside collection won't start until Dec. 5, but when might we be able to get a box at this location (2514 Business Center Drive)?

Thanks again,

Andy Dawson

Assistant Division Manager

Austin Resource Recovery | City of Austin

(512) 974-4342

andy.dawson@austintexas.gov

austinrecycles.com

From: [REDACTED]
To: [Dawson, Andy](#)
Cc: [Hardee, Donald](#); [Whipple, Dawn](#); [REDACTED]
Subject: RE: Simple Recycling box
Date: Thursday, October 27, 2016 12:41:37 PM

Good Afternoon Andy,

I just wanted to update you on the delivery of the box. We will be delivering it to the RRDOC (2514 Business Center Drive) on Nov. 28th.

Please contact me if you have any questions.

Regards,

Sonny

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Sent: Wednesday, September 21, 2016 3:05pm
To: '[REDACTED]' <[REDACTED]>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>, "Whipple, Dawn" <dawn.whipple@austintexas.gov>
Subject: RE: Simple Recycling box

Sonny-

Thanks for the info

Thanks again,
Andy Dawson
Assistant Division Manager
Austin Resource Recovery | City of Austin
(512) 974-4342
andy.dawson@austintexas.gov
austinrecycles.com

From: [REDACTED] [mailto:[REDACTED]]
Sent: Wednesday, September 21, 2016 2:11 PM
To: Dawson, Andy <Andy.Dawson@austintexas.gov>
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Sent: Wednesday, September 21, 2016 1:47pm
To: '[REDACTED]' <[REDACTED]>
Subject: Simple Recycling box

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Thanks again,

Andy Dawson

Assistant Division Manager

Austin Resource Recovery | City of Austin

(512) 974-4342

andy.dawson@austintexas.gov

austinrecycles.com

From: [REDACTED]
To: [Hardee, Donald](#); [Gedert, Bob](#)
Cc: [Gutierrez, Jocabed](#); [Adam Winfield](#)
Subject: Sept. 8th
Date: Friday, August 26, 2016 10:32:52 AM

Hey Jo & Donald,

Adam Winfield will be in Austin on Sept. 8th preparing for launch. He would like to meet with management while he is in town. Could we please schedule a brief meeting on this date?

In the meantime, I'd still like to continue move forward where possible. I haven't received the flash drive that was originally sent. Here is the address:

Simple Recycling
350 S. Belt Line Rd #116
Irving TX 75060

Thank You

Sonny Wilkins

[REDACTED]

317.607.0665





**Amendment No. 1
to
Contract No. NR160000006
for
Curbside Textile Recycling Services
between
Great Lakes Recycling dba Simple Recycling
and the
City of Austin**

1.0 The City hereby amends contract number NR160000006 as follows:

1.1 Section 3 F. of the contract shall be amended to include the following:

- ✓ Contractor shall provide the City's Contract Manager with copies of current compliance with any and all State of Texas regulatory agencies business license and permit requirements, local city and county licenses, permits and/or regulatory compliances needed to operate a textile recycling business in the State of Texas, County of Travis and City of Austin. Contractor shall provide to the City's Contract Manager copies of all documents on or before November 10, 2016. Failure to provide proper authorization to do business in the State Texas, Travis County and City of Austin shall subject the start date of the program to be suspended and or termination of the agreement.
- ✓ Contractor shall provide the City's Contract Manager with a copy of its current hauler's permit to operate a collection business in the City of Austin and State of Texas on or before November 10, 2016.
- ✓ Contractor shall provide to the City's Contract Manager a copy of its Texas, Secretary of State, registration and authorization to operate a foreign or out-of-state business in Texas on or before November 10, 2016.

"Trial run" shall be conducted by the Contractor prior to launch. Within two weeks after the "trial run" period of the program, Contractor agrees to provide written documentation to the City's Contract Manager detailing all areas of concern, suggestions, and relevant information noted during the trial period, relating to routes, scheduling and other matters to address or for resolution or with description of remedies already implemented prior to launch.

1.2 Section 3 H. of the contract scope of work shall be amended to include the following:

- ✓ Contractor shall coordinate with their secondary markets to collect, bale, recycle and/or return to ARR for recycling all plastic bags collected from ARR customers.

1.3 Section 3 I. of the contract scope of work shall be amended to include the following:

- ✓ Contractor agrees the start/launch date of the curbside residential textile recycling program will not begin until Contractor has properly secured a sufficient facility to handle the volume of materials collected from all residential customers in the City of Austin. No promotional or other materials shall be mailed out to residents prior to Contractor securing said facility, licenses and permits as detailed in Section 3 F., and receiving approval from the City.

- ✓ Contractor shall provide the City with a fully executed copy of the lease or purchase agreement of the facility at least two weeks prior to any mail outs relating to the program or indicating start dates, as stipulated below.

- ✓ If Contractor fails to provide the City with a properly approved facility and licenses and permits as detailed in Section 3 F., the launch dates shall be delayed until such time that the City has been assured of a properly secured facility and licenses and permits as detailed in Section 3 F. Start date shall be subject to City approval.



Office of the Secretary of State

CERTIFICATE OF FILING OF

Great Lakes Recycling, Inc.
File Number: 802547424
Assumed Name
Simple Recycling

The undersigned, as Secretary of State of Texas, hereby certifies that the assumed name certificate for the above named entity has been received in this office and filed as provided by law on the date shown below.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law hereby issues this Certificate of Filing.

Dated: 09/21/2016

Effective: 09/21/2016



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

Great Lakes Recycling, Inc.
File Number: 802547424

The undersigned, as Secretary of State of Texas, hereby certifies that an Application for Registration for the above named Foreign For-Profit Corporation to transact business in this State has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the authority of the entity to transact business in this State from and after the effective date shown below for the purpose or purposes set forth in the application under the name of

Great Lakes Recycling, Inc.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 09/21/2016

Effective: 09/21/2016



A handwritten signature in black ink, appearing to read "Cascos", followed by a horizontal line.

Carlos H. Cascos
Secretary of State

From: **CCD Hauler License** CCDHaulerLicense@austintexas.gov
Subject: **RE: Simple Recycling Austin Hauler Application**
Date: **October 11, 2016 at 9:59 AM**
To: **Adam Winfield** adam@simplerecycling.com



Hi Adam,

Your Private Hauler Application has been accepted and your license mailed to you. If the Contract Admin Team has any questions, you can give them my contact information.

Thanks!



Mark Wensel
Program Specialist
City of Austin, Code Department
P: 512-974-9035 | E: mark.wensel@austintexas.gov
"Together we make the community better"

From: Adam Winfield [<mailto:adam@simplerecycling.com>]
Sent: Friday, October 07, 2016 12:50 PM
To: CCD Hauler License <CCDHaulerLicense@austintexas.gov>
Subject: Re: Simple Recycling Austin Hauler Application

Mark,

Please disregard my email from this morning. We just received the stickers today!

As a requirement of our partnership with the City of Austin, the contract administration team has required us to submit proof of the hauler's license.

In the envelope were the vehicle stickers, but no other paperwork.

Can you provide some sort of paperwork? If not, can you please just reply to this email stating that our hauler license application has been accepted?

Thank you,
Adam Winfield
Simple Recycling

On Oct 7, 2016, at 10:07 AM, Adam Winfield <adam@simplerecycling.com> wrote:

Mark,

I hope you're well. I would like to request a status update on the Hauler License for Simple Recycling.

Has it been approved? When should we expect to receive it?



City of Austin

P.O. Box 1088, Austin, TX, 78767

AUSTIN **CODE** DEPARTMENT

September 29, 2016

Dear Waste Hauler Customer:

Your 2016 Vehicle License Decals are enclosed. Please place one on each door of the vehicle.

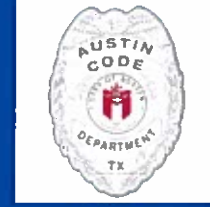
If you have any questions, please feel free to contact me via phone or e-mail.

Sincerely,

Mark Wensel
Program Specialist
City of Austin – Austin Code Department
Office 512-974-9035
Email mark.wensel@austintexas.gov
www.austintexas.gov/hauler



**City Of Austin
Austin Code Department**



2016



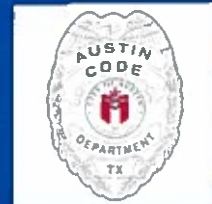
**Private Recycling Hauler
License**

1155-V1001-BP-2016

GXR4962



**City Of Austin
Austin Code Department**



2016



**Private Recycling Hauler
License**

1155-V1001-BP-2016

GXR4962

SUBLEASE AGREEMENT


THIS SUBLEASE AGREEMENT ("Sublease") is made this 7 day of October 2016, by and between X-PRESS MICRO, INC. (herein, "Sublessor"), and Mercantile Thrift Stores, Inc. (herein, "Sublessee").

Sublessor is the Tenant under that certain Lease Agreement (as amended, the "Main Lease") by and between Western A South TX LLC a Delaware LLC, as Landlord (herein, "Landlord") and X-Press Micro, Inc., a Texas corporation, as Tenant (herein "Sublessor"), executed on or about January 26, 2012, for the premises described in the Main Lease (herein, "Leased Premises"), a true and correct copy of which Main Lease and all amendments are attached hereto as Exhibit "C" and incorporated herein by this reference.

In consideration of the mutual promises contained herein, Sublessor hereby subleases the Leased Premises to Sublessee, subject to the terms of the Main Lease, and subject further to the provisions of this Sublease, as follows:

1. Sublessee hereby agrees to abide by and observe all the terms, covenants and conditions of the Main Lease. The Main Lease provides for certain premises consisting of approximately 21,175 rentable square feet of space located at 2120 Grand Avenue Parkway, Suite 175, Austin, TX 78728. Sublessee shall have access to a portion of the Leased Premises totaling 4,898 square feet as shown in Exhibit A attached hereto.
2. The term of this Sublease shall commence November 1, 2016, but no sooner than execution of Sublease document and consent of Landlord, provided, however, that this Sublease shall terminate upon the termination (for any cause whatsoever) of the Main Lease, effective as of the effective date of the termination of the Main Lease, or ii). The termination date of the Main Lease is December 21, 2017.
3. Insofar as the provisions of the Main Lease do not conflict with the specific provisions of this Sublease Agreement, they and each of them are incorporated into this Sublease as if fully completely rewritten herein, and Sublessee agrees to be bound to the Sublessor by all the terms of the Main Lease and to assume towards Sublessor and perform all the obligations and responsibilities that Sublessor, by the Main Lease, assumes towards the Landlord, except for the payment of rent by Sublessee to Sublessor, which is governed by Paragraph 4 herein. Sublessee further agrees to indemnify and hold harmless Sublessor from any claim or liability under the Main Lease. The relationship between Sublessee and Sublessor shall be the same as that between Sublessor and Landlord under the Main Lease.
4. Rentals. On the Effective Date of this Agreement, Sublessee shall pay to Sublessor rent for the Premises at the following rates per month during the term hereof. Sublessee agrees to pay Sublessor, the sum of the base rent, in advance on the 1st day of each calendar month during the term of the Sublease.

A. Gross Rent.

11/01/2016 – 12/31/2017: 

5. Miscellaneous Agreements. The following agreements are exclusively agreed upon between Sublessor and Sublessee:
- A. Sublessee shall have access to the subleased premises on a 24/7/365 basis through the personnel door near the drive-in ramp to the warehouse area.
 - B. Sublessee shall have access to one restroom during Sublessor's business hours.
 - C. Sublessor shall construct fence in order to separate the area to be subleased at its expense.
 - D. Sublessor shall pay for all operating costs for the building with the exception of telecom services.
6. The following events shall be deemed to be events of default by Sublessee under this Sublease: any events of default by Sublessee, listed as events of default by Tenant set forth in the Main Lease, or any default in the provisions of this Sublease Agreement. Upon the occurrence of any such events of default, and in addition to any other available remedies provided by law or in equity, Sublessor shall have all remedies granted to Landlord in the Main Lease.
7. Upon Execution of this Sublease, Sublessee shall deposit with Sublessor the sum of [REDACTED] as a security deposit to be held by Sublessor pursuant to the provisions of the Main Lease.
8. Time is of the essence of this Sublease, and each and all the terms hereof.
9. Any notice or other communication required or permitted to be given under this Sublease or under the Main Lease shall be in writing and shall be deemed to be delivered on the date it is hand delivered to the party to whom such notice is given, at the address set forth below, or if such notice is mailed, on the date on which it is deposited in the United States Mail, postage prepaid, certified or registered mail, return receipt requested, addressed to the party to whom such notice is directed, at the address set forth below:
- | | |
|--|--|
| If to Sublessor:
2120 Grand Avenue Parkway, Suite 175
Austin, TX 78728
Attn: Paul Tumlinson | If to Sublessee:
<u>5425 NAIMAN PKWY</u>
<u>SOLON OH 44139</u>
Attn: <u>ADAM WINFIELD</u> |
|--|--|
10. Sublessor shall have no liability to Sublessee for any wrongful action or default on the part of Landlord pursuant to the terms of the Main Lease, and Sublessee hereby agrees to look solely to Landlord in event of any such default, the liability and obligations of Sublessor being solely pursuant to the terms and conditions of this Sublease Agreement.
11. In the event any one or more of the provisions contained in this Sublease Agreement shall for any reason be held invalid, illegal, or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other ~~provision~~ hereof and this agreement shall be

construed as if such invalid, illegal or unenforceable provisions had never been contained herein.

12. This agreement constitutes the sole and only agreement of the parties hereto and supersedes any prior understandings and written or oral agreements between the parties respecting the subject matter of this Sublease Agreement.
13. Sublessor shall pay a brokerage commission to Centric Commercial and Transwestern Commercial Services pursuant to separate agreements.

EXECUTED on the 7 day of October, 2016.

SUBLESSOR:

X-Press Micro, Inc.

By: E. NOBLE HADEN
Title: V.P.
Date: 10-13-16

SUBLESSEE:

Mercantile Thrift Stores, Inc.

By: ADAM WINFIELD
Title: VICE PRESIDENT
Date: 10/7/16

CONSENT BY LANDLORD

Landlord's consent for this Sublease is provided in Exhibit B attached hereto.

Exhibit A

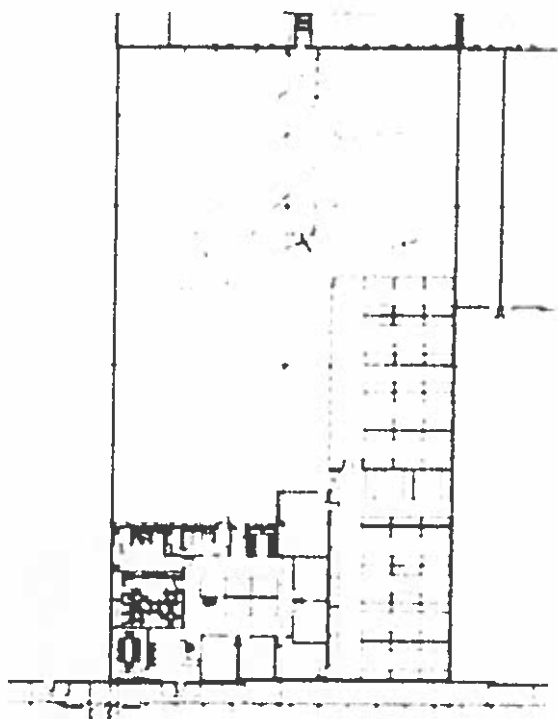


EXHIBIT B - CONSENT BY LANDLORD TO SUBLEASE

Whereas, the undersigned is the current Landlord under that certain Lease Agreement, dated January 26, 2012 (as amended and extended from time to time, the "Prime Lease"), with X-PRESS MICRO, INC., a Texas corporation ("Tenant"), for that certain premises located at 2120 Grand Avenue Parkway, Suite 175, Austin, Texas 78728 (the

EX. B

CONSENT BY LANDLORD TO SUBLEASE

Whereas, the undersigned is the current Landlord under that certain Lease Agreement, dated January 26, 2012 (as amended and extended from time to time, the "Prime Lease"), with X-Press Micro, Inc., a Texas corporation ("Tenant"), for that certain premises located at 2120 Grand Avenue Parkway, Suite 175, Austin, Texas (the "Premises").

Whereas, Tenant desires to enter into that certain Sublease Agreement, dated ~~October 1~~ ^{November 1}, 2016 (the "Sublease"), with Mercantile Thrift Stores Inc., a Texas corporation ("Sublessee"), for a portion of the Premises and has requested that Landlord consent to the Sublease. Landlord hereby conditionally consents to the entry into the Sublease upon the express understandings and conditions that:

1. Landlord neither approves nor disapproves the terms, conditions and agreements contained in the Sublease (all of which shall be subordinate and subject at all times to the terms, covenants and conditions of the Prime Lease) and assumes no liability or obligation of any kind whatsoever on account of anything contained in the Sublease;
2. By executing this consent, Landlord shall not be deemed to have waived any rights under the Prime Lease nor shall Landlord be deemed to have waived Tenant's obligations to obtain any required consents under the Prime Lease (other than consent to the Sublease);
3. Notwithstanding anything in the Sublease to the contrary, Tenant shall be and continue to remain liable for the payment of rent and the full and prompt performance of all of the obligations of Tenant under and as set forth in the Prime Lease;
4. Nothing contained in the Sublease shall be taken or construed to in any way modify, alter, waive or affect any of the terms, covenants or conditions contained in the Prime Lease, or be deemed to grant Sublessee any privity of contract with Landlord, or require Landlord to accept any payments from Sublessee on behalf of Tenant;
5. The Sublease shall be deemed and agreed to be a sublease only and not an assignment and there shall be no further subletting or assignment of all or any portion of the Premises demised under the Prime Lease except in accordance with the terms and conditions of the Prime Lease;
6. If Landlord terminates the Prime Lease as a result of a default by Tenant thereunder, the Sublease shall automatically terminate concurrently therewith unless Landlord elects in writing to keep the Sublease in full force and effect in which case the Sublease shall be deemed a direct indenture of lease between Landlord and Sublessee.

TENANT:

X-Press Micro, Inc., a Texas corporation

By: PAUL TUMLINSON
Name: X-Press Micro, Inc.
Title: Pres. & CEO

Dated: 10-12-16

LANDLORD:

Western A South TX, LLC,
a Delaware limited liability company

By: GLP US Management LLC,
a Delaware limited liability company,
as agent for Landlord

By: Michael R. Merriam
Name: Michael R. Merriam
Title: SVP - Operations

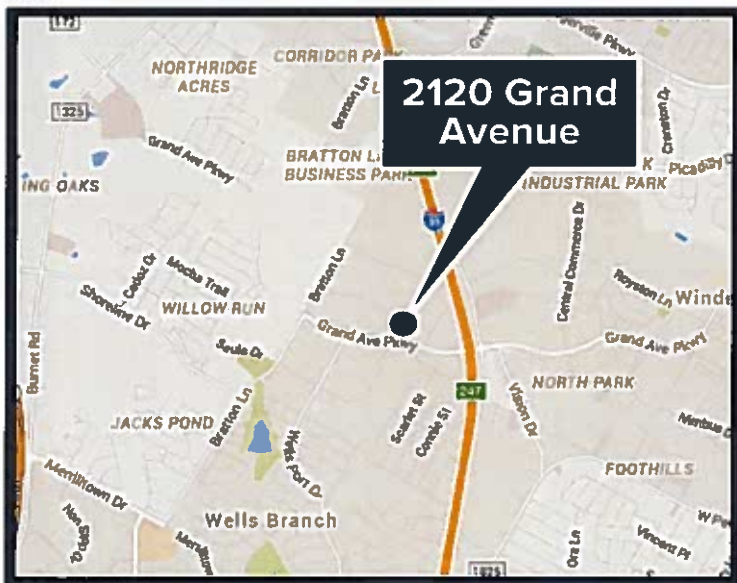
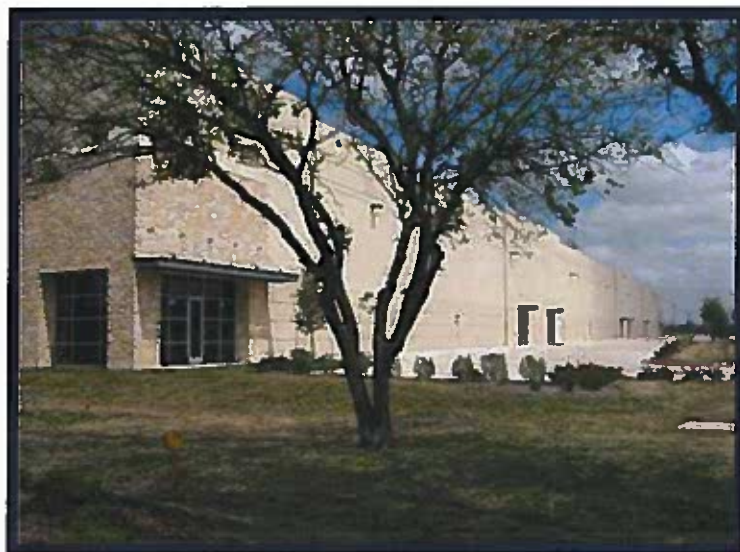
Dated: October 12, 2016



FOR SUBLEASE

Office/Warehouse - 21,175 SF

2120 Grand Avenue Pkwy, Suite 175, Austin, TX



Map Data: Google

PROPERTY INFORMATION

- **Total Building Size:** 21,175 SF
Approx. 3,400 SF office area, 2,500 SF HVAC storage area, 15,275 SF warehouse area
- **Loading:** 5 dock high doors; one drive in ramp
- **Expiration:** 11/30/17
- **Rate:** \$6.00 + NNN
- **Location:** Close proximity to I-35 and Grand Avenue Parkway.
- **Clear Height:** 28'
- **ESFR fire sprinkler system**
- **Space can be available in 30 days**
- **Will sublease up to 8,000 SF of warehouse only (area to be separated by chain link fence)**

The information contained herein was obtained from sources deemed reliable. Centric Commercial, however, makes no guarantees, warranties, or representations as to the accuracy or completeness thereof. This property information flyer is submitted subject to error, omissions, change of price or conditions, prior to sale or lease, or withdrawal without notice

**FOR MORE INFORMATION OR TO SCHEDULE A TOUR,
PLEASE CONTACT:**

ANDY SWANSON • email: swanson@centric-re.com
mobile: (512) 777 9916

RUSSELL TODD • email: todd@centric-re.com
mobile: (512) 917 9753



**CENTRIC
COMMERCIAL**

5407 Parkcrest Drive, Suite 100
Austin, Texas 78731

www.centric-re.com

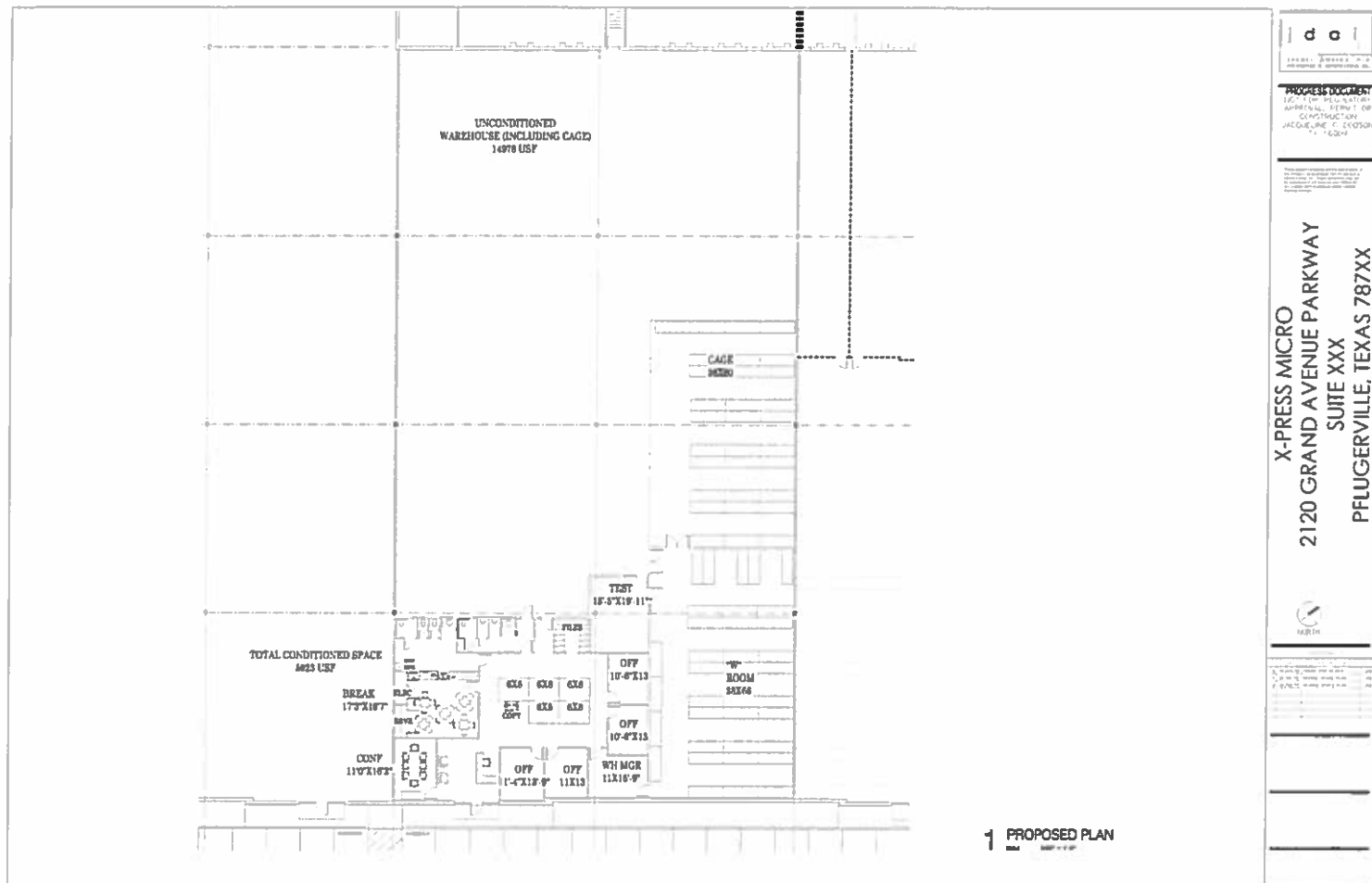


FOR SUBLEASE

Office/Warehouse - 21,175 SF

2120 Grand Avenue Pkwy, Suite 175, Austin, TX

FLOORPLAN



The information contained herein was obtained from sources deemed reliable. Centric Commercial, however, makes no guarantees, warranties, or representations as to the accuracy or completeness thereof. This property information flyer is submitted subject to error, omissions, change of price or conditions, prior to sale or lease, or withdrawal without notice

FOR MORE INFORMATION OR TO SCHEDULE A TOUR,
PLEASE CONTACT:

ANDY SWANSON • email: swanson@centric-re.com
mobile: (512) 777 9916

RUSSELL TODD • email: todd@centric-re.com
mobile: (512) 917 9753



CENTRIC
COMMERCIAL

5407 Parkcrest Drive, Suite 100
Austin, Texas 78731

www.centric-re.com



Approved by the Texas Real Estate Commission for Voluntary Use
Texas law requires all real estate licensees to give the following information about brokerage services to prospective buyers, tenants, sellers and landlords.

Information About Brokerage Services

Before working with a real estate broker, you should know that the duties of a broker depend on whom the broker represents. If you are a prospective seller or landlord (owner) or a prospective buyer or tenant (buyer), you should know that the broker who lists the property for sale or lease is the owner's agent. A broker who acts as a subagent represents the owner in cooperation with the listing broker. A broker who acts as a buyer's agent represents the buyer. A broker may act as an intermediary between the parties if the parties consent in writing. A broker can assist you in locating a property, preparing a contract or lease, or obtaining financing without representing you. A broker is obligated by law to treat you honestly.

IF THE BROKER REPRESENTS THE OWNER:

The broker becomes the owner's agent by entering into an agreement with the owner, usually through a written - listing agreement, or by agreeing to act as a subagent by accepting an offer of subagency from the listing broker. A subagent may work in a different real estate office. A listing broker or subagent can assist the buyer but does not represent the buyer and must place the interests of the owner first. The buyer should not tell the owner's agent anything the buyer would not want the owner to know because an owner's agent must disclose to the owner any material information known to the agent.

IF THE BROKER REPRESENTS THE BUYER:

The broker becomes the buyer's agent by entering into an agreement to represent the buyer, usually through a written buyer representation agreement. A buyer's agent can assist the owner but does not represent the owner and must place the interests of the buyer first. The owner should not tell a buyer's agent anything the owner would not want the buyer to know because a buyer's agent must disclose to the buyer any material information known to the agent.

IF THE BROKER ACTS AS AN INTERMEDIARY:

A broker may act as an intermediary between the parties if the broker complies with The Texas Real Estate License Act. The broker must obtain the written consent of each party to the transaction to act as an

intermediary. The written consent must state who will pay the broker and, in conspicuous bold or underlined print, set forth the broker's obligations as an intermediary. The broker is required to treat each party honestly and fairly and to comply with The Texas Real Estate License Act. A broker who acts as an intermediary in a transaction:

(1) shall treat all parties honestly;

(2) may not disclose that the owner will accept a price less than the asking price unless authorized in writing to do so by the owner;

(3) may not disclose that the buyer will pay a price greater than the price submitted in a written offer unless authorized in writing to do so by the buyer; and

(4) may not disclose any confidential information or any information that a party specifically instructs the broker in writing not to disclose unless authorized in writing to disclose the information or required to do so by The Texas Real Estate License Act or a court order or if the information materially relates to the condition of the property.

With the parties' consent, a broker acting as an intermediary between the parties may appoint a person who is licensed under The Texas Real Estate License Act and associated with the broker to communicate with and carry out instructions of one party and another person who is licensed under that Act and associated with the broker to communicate with and carry out instructions of the other party.

If you choose to have a broker represent you, you should enter into a written agreement with the broker that clearly establishes the broker's obligations and your obligations. The agreement should state how and by whom the broker will be paid. You have the right to choose the type of representation, if any, you wish to receive. Your payment of a fee to a broker does not necessarily establish that the broker represents you. If you have any questions regarding the duties and responsibilities of the broker, you should resolve those questions before proceeding.

Real estate licensee asks that you acknowledge receipt of this information about brokerage services for the licensee's records.

Buyer, Seller, Landlord or Tenant

Date

Texas Real Estate Brokers and Salespersons are licensed and regulated by the Texas Real Estate Commission (TREC). If you have a question or complaint regarding a real estate licensee, you should contact TREC at P.O. Box 12188, Austin, Texas 78711-2188, 512-936-3000 (<http://www.trec.texas.gov>)

TREC No. OP-K

I have also heard today that you will be in town on 9/8 - we will coordinate to find a good time to meet while you are here. Once everything has been finalized and agreed upon we will formalize these plans to a written and signed document so that everyone is on the same page of expectations moving forward.

Please let me know if you have any questions or need additional information regarding the list above.

On Aug 26, 2016, at 5:59 PM, Frazier, Jessica <Jessica.Frazier@austintexas.gov> wrote:

Adam,

Current list of outstanding issues that are not detailed in the RFP and are required for ARR to provide final approval to move forward:

1. A "local" location in/near Austin for operational fleet and storage of collected items must be secured.
2. The last communication indicated 5 trucks being committed to service the ARR customers. After receiving the household, routing and map information from ARR "has that changed? Are you still proposing to cover 4,000 households per day. When will the "trial run" be completed to validate the proposed household per day coverage projection?
3. New rollout timeline proposals with projected first collection dates for the week of December 5th or January 4th as we understand that for time required for printing/stuffing of envelopes the initial proposed November rollout is unobtainable at this point.
4. Final hard copy proofs delivered to ARR office for review and final approval of all marketing and collection materials as previously requested. ARR will require 10 business days to provide final approval on proofs once they are received so please build that in to the proposed timeline.
5. Copies of required sales, franchise or other tax permits/certifications and business registrations required by the state of Texas for any entity that does business in Texas as well as any County or other required items.
 6. Prior question: Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?
 7. Prior question: How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process.

I have also heard today that you will be in town on 9/8 - we will coordinate to find a good time to meet while you are here. Once everything has been finalized and agreed upon we will formalize these plans to a written and signed document so that everyone is on the same page of expectations moving forward.

Please let me know if you have any questions or need additional information regarding the list above.

Thanks,

Jessica Frazier

Finance Division Manager

Austin Resource Recovery | City of Austin

Office (512) 974-1960
Fax (512) 974-1981
E-mail jessica.frazier@austintexas.gov
austinrecycles.com

From: Adam Winfield [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, August 19, 2016 10:08 AM
To: Hardee, Donald <Donald.Hardee@austintexas.gov>; Gutierrez, Jocabed
<Jocabed.Gutierrez@austintexas.gov>
Cc: Sonny Wilkins <[\[REDACTED\]](mailto:[REDACTED])>; Gedert, Bob <Bob.Gedert@austintexas.gov>
Subject: Fwd: Approval to move forward

Jocabed & Donald,

I hope all is well.

From our perspective, we are receiving questions that have already been addressed at length and agreed upon through the RFP and contracting process which are moving us backwards and delaying the launch of the program. Questions are coming through in fragmented form by multiple parties from City of Austin representatives.

I understand that the City staff wants to make sure everything goes well, but we need to get some clarity around ALL of the specific questions and concerns that need to be addressed in order to maintain a launch timeline. There seems to be a lot of â€œcooks in the kitchenâ€ which is delaying the execution of the launch.

Simple Recycling is investing a massive amount of capital into the launch and establishment of a successful program and is prepared to deliver a smooth and effective roll out.

I would like to request ONE consolidated, written list of questions and concerns from the City of Austin and single a point of contact that has the authority and ability to agree to an execution plan and timeline.

Sincerely,
Adam Winfield
Simple Recycling, President
862.268.2550

Begin forwarded message:

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>
Subject: RE: Approval to move forward
Date: August 19, 2016 at 10:20:00 AM EDT

To: [REDACTED] >
Cc: [REDACTED] >

Good Morning Sonny,

Have you received the flash drive I mailed with the individual route maps? Upper management has tasked the Program Managers to conduct reference calls to Simple Recycling customers. Hopefully the calls will be completed soon. The Program Managers will use the reference list that was submitted with your proposal. Do you have an update on the new facility, hiring staff and trucks needed for the contract? Also can you provide clarification on the below questions:

Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?

How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process.

Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.
Austin Resource Recovery | City of Austin
Office: 512-974-6084
Email: jocabed.gutierrez@austintexas.gov
austinrecycles.com

From: [REDACTED]
Sent: Friday, August 12, 2016 1:29 PM
To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>
Cc: Heald, Melissa <Melissa.Heald@austintexas.gov>; Hardee, Donald <Donald.Hardee@austintexas.gov> [REDACTED]
Subject: RE: Approval to move forward

Jo,

Thank you for the update. We would like to address those concerns at the earliest convenience of ARR while still maintaining our established timeline and launch dates. These dates will be have to reestablished as the time to receive the requested approval extends. I appreciate ARR's time and effort on this. Have a great weekend.

Sonny

-----Original Message-----

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>
Sent: Friday, August 12, 2016 1:15pm
To: [REDACTED] <[REDACTED]>, "Heald, Melissa" <Melissa.Heald@austintexas.gov>
Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>
Subject: RE: Approval to move forward

Sonny,

Approval will not be submitted today. Management had some concerns with the operation roll-out plan and timeline that must be addressed before moving forward. Weâ€™ll contact you next week with more details. Please be aware that ARR has several contracts under review and these type of actions arenâ€™t approved immediately. There are multiple levels of approval that are required before services are implemented. We appreciate your patience.

Thank you,

Joc Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED]

Sent: Friday, August 12, 2016 8:30 AM

To: Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>; Heald, Melissa

<Melissa.Heald@austintexas.gov>

Cc: Hardee, Donald <Donald.Hardee@austintexas.gov>

Subject: Approval to move forward

Good Morning,

Just a reminder, today is the last day that I have to get the marketing files over the printer to stay on time. Whatever we can do to get this approval done today would be very much appreciated.

Thanks!!!

Sonny Wilkins

[REDACTED]
317.607.0665

<image001.jpg>

Simple Recycling Improper Set Out Procedures

Collect and set aside in collection vehicle Simple Recycling designated bags and tagged items. Do NOT leave replacement bags behind.

Including:

- Household Trash
- Traditional recyclables
- Yard Waste
- Car Seats

Place red tag on materials on Prohibited Items List

Prohibited Items including:

- Large Furniture
- Large Appliances
- Cribs
- Mattresses
- Hazardous waste
- Paint Cans

Sincerely,
Adam Winfield
Simple Recycling, President

On Sep 27, 2016, at 10:13 AM, Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov> wrote:

Attached is the executed amendment. Thanks so much for your patience!

Thanks,

Sandy

From: Adam Winfield [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Tuesday, September 27, 2016 8:53 AM
To: Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov>
Subject: Re: Amendment following Discussion with ARR

Sandy,

Here is the signed amendment.

Thank you for your help.

Sincerely,
Adam Winfield

On Sep 27, 2016, at 8:57 AM, Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov> wrote:

The department is OK with the revised language. Look over the attached amendment to make sure I didn't miss anything.

From: Adam Winfield [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Monday, September 26, 2016 3:06 PM
To: Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov>
Subject: Re: Amendment following Discussion with ARR

Sandy,

Collection is run on a two week schedule (A week and B week). The "A week" that is prior to December 5th is Thanksgiving week.

We will not be able to match the regular recycling collection schedule that week because of the holiday (the city isn't running their normal collection on their normal days).

What we plan on doing is running A week and B week routes on the week of Nov. 21st on their actual collection day of the week.

A full and complete trial run of all routes will be done prior to the December 5th launch.

If you would like more explanation, I am happy to discuss it over the phone.

I just want to make sure that we are providing full transparency.

Sincerely,
Adam Winfield
862.268.2550

On Sep 26, 2016, at 3:48 PM, Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov> wrote:

Will the trial run not be on the actual collection days and times of the planned routes for launch?

From: Adam Winfield [<mailto:>]
Sent: Monday, September 26, 2016 2:29 PM
To: Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov>
Subject: Re: Amendment following Discussion with ARR

Sandy,

Please amend the "Trial run" language to:

"Trial run" shall be conducted by the Contractor prior to launch. Within two weeks after the "trial run" period of the program, Contractor agrees to provide written documentation to the City's Contract Manager detailing all areas of concern, suggestions, and relevant information noted during the trial period, relating to routes, scheduling and other matters to address or for resolution or with description of remedies already implemented prior to launch.

Since the week of Nov. 21st is a holiday week (Thanksgiving) we are going run the trial runs completely prior to December 5th launch, but the dates may vary.

The other requested changes are okay by me.

If you can please resend with the updated language, I will sign and return quickly.

Thank you,
Adam

On Sep 26, 2016, at 3:11 PM, Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov> wrote:

Thanks, Adam.

The department actually wanted to amend some of the language in 1.3 of the amendment to reiterate that no mailings will go out until a facility and the permits are secured. I also revised the October dates to November.

Let me know if you need anything else changed.

Thanks,

Sandy

From: Adam Winfield [<mailto:>]
Sent: Monday, September 26, 2016 10:45 AM
To: Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov>
Subject: Re: Amendment following Discussion with ARR

Sandy,

I have updated and signed the amendment.

Please confirm receipt.

Sincerely,
Adam Winfield
Simple Recycling, President
862.268.2550

On Sep 21, 2016, at 12:17 PM, Wirtanen, Sandy <Sandy.Wirtanen@austintexas.gov> wrote:

Hi Adam,

I have drafted the attached amendment to contract NR160000006 for curbside textile recycling with information from ARR following the discussion you guys had a couple of weeks ago. Please let me know if there is anything that you wish to change/revise. Otherwise, please sign and return the amendment, and I will send you the executed amendment upon my signature.

Thanks,

Sandy Wirtanen

Senior Buyer
City of Austin - Purchasing Office
P.O. Box 1088
Austin, TX 78767
Phone: 512-974-7711
Fax: 512-974-6542
sandy.wirtanen@austintexas.gov

Manager: Steve Aden steve.aden@austintexas.gov 512-974-2002

This e-mail message may contain information that may be privileged, confidential, and exempt from disclosure. It is intended for use only by the person to whom it is addressed. If you have received this message in error, please do not forward or use this information in any way, delete it immediately, and contact the sender as soon as possible by the reply option or by telephone at the number listed (if available). Thank you.

<MA 1500 NR160000006 - Update Contract Language.doc>

<MA 1500 NR160000006 - Update Contract Language.pdf>

<MA 1500 NR160000006 - Update Contract Language.doc>

<MA 1500 NR160000006 - Update Contract Language.pdf>

From: [Frazier, Jessica](#)
To: [REDACTED]
Cc: [Hardee, Donald](#); [Gutierrez, Jocabel](#); [REDACTED]; [Angoori, Sam](#); [Williamson, Tammie](#)
Subject: Next steps
Date: Friday, August 26, 2016 4:59:00 PM

Adam,

Current list of outstanding issues that are not detailed in the RFP and are required for ARR to provide final approval to move forward:

1. A "local" location in/near Austin for operational fleet and storage of collected items must be secured.
2. The last communication indicated 5 trucks being committed to service the ARR customers. After receiving the household, routing and map information from ARR – has that changed? Are you still proposing to cover 4,000 households per day. When will the "trial run" be completed to validate the proposed household per day coverage projection?
3. New rollout timeline proposals with projected first collection dates for the week of December 5th or January 4th as we understand that for time required for printing/stuffing of envelopes the initial proposed November rollout is unobtainable at this point.
4. Final hard copy proofs delivered to ARR office for review and final approval of all marketing and collection materials as previously requested. ARR will require 10 business days to provide final approval on proofs once they are received so please build that in to the proposed timeline.
5. Copies of required sales, franchise or other tax permits/certifications and business registrations required by the state of Texas for any entity that does business in Texas as well as any County or other required items.
6. Prior question: Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?
7. Prior question: How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process.

I have also heard today that you will be in town on 9/8 - we will coordinate to find a good time to meet while you are here. Once everything has been finalized and agreed upon we will formalize these plans to a written and signed document so that everyone is on the same page of expectations moving forward.

Please let me know if you have any questions or need additional information regarding the list above.

Thanks,
Jessica Frazier

Finance Division Manager
Austin Resource Recovery | City of Austin
Office (512) 974-1960
Fax (512) 974-1981
E-mail jessica.frazier@austintexas.gov
austinrecycles.com

From: Adam Winfield [[mailto:\[REDACTED\]](mailto:[REDACTED])]
Sent: Friday, August 19, 2016 10:08 AM
To: Hardee, Donald <Donald.Hardee@austintexas.gov>; Gutierrez, Jocabed <Jocabed.Gutierrez@austintexas.gov>
Cc: Sonny Wilkins <[REDACTED]>; Gedert, Bob <Bob.Gedert@austintexas.gov>
Subject: Fwd: Approval to move forward

Jocabed & Donald,

I hope all is well.

From our perspective, we are receiving questions that have already been addressed at length and agreed upon through the RFP and contracting process which are moving us backwards and delaying the launch of the program. Questions are coming through in fragmented form by multiple parties from City of Austin representatives.

I understand that the City staff wants to make sure everything goes well, but we need to get some clarity around ALL of the specific questions and concerns that need to be addressed in order to maintain a launch timeline. There seems to be a lot of “cooks in the kitchen” which is delaying the execution of the launch.

Simple Recycling is investing a massive amount of capital into the launch and establishment of a successful program and is prepared to deliver a smooth and effective roll out.

I would like to request ONE consolidated, written list of questions and concerns from the City of Austin and single a point of contact that has the authority and ability to agree to an execution plan and timeline.

Sincerely,
Adam Winfield
Simple Recycling, President
862.268.2550

Begin forwarded message:

From: "Gutierrez, Jocabed" <Jocabed.Gutierrez@austintexas.gov>
Subject: RE: Approval to move forward

Date: August 19, 2016 at 10:20:00 AM EDT

To: [REDACTED]

Good Morning Sonny,

Have you received the flash drive I mailed with the individual route maps? Upper management has tasked the Program Managers to conduct reference calls to Simple Recycling customers. Hopefully the calls will be completed soon. The Program Managers will use the reference list that was submitted with your proposal. Do you have an update on the new facility, hiring staff and trucks needed for the contract? Also can you provide clarification on the below questions:

Does Simple Recycling pick up any textile (dirty, oily, soiled) or just clean? If an item at the curb can be visually seen that it is contaminated, is it accepted or not collected?

How does Simple Recycling handle customers who do not/may not follow the vendor's policy? What communication or actions does Simple Recycling take to educate customer, if any. Will they ever withhold bags? Or eliminate someone from the program that they have repeated problems with? Please forward a written policy on the Customer violations process if Simple Recycling has an established process.

Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED]

Sent: Friday, August 12, 2016 1:29 PM

To: Gutierrez, Jocabed <jocabed.gutierrez@austintexas.gov>

Cc: Heald, Melissa <Melissa.Heald@austintexas.gov>; Hardee, Donald <Donald.Hardee@austintexas.gov>; [REDACTED]

Subject: RE: Approval to move forward

Jo,

Thank you for the update. We would like to address those concerns at the earliest convenience of ARR while still maintaining our established timeline and launch dates. These dates will be have to reestablished as the time to receive the requested approval extends. I appreciate ARR's time and effort on this. Have a great weekend.

Sonny

-----Original Message-----

From: "Gutierrez, Jocabed" <jocabed.gutierrez@austintexas.gov>

Sent: Friday, August 12, 2016 1:15pm

To: [REDACTED] >, "Heald, Melissa" <Melissa.Heald@austintexas.gov>

Cc: "Hardee, Donald" <Donald.Hardee@austintexas.gov>

Subject: RE: Approval to move forward

Sonny,

Approval will not be submitted today. Management had some concerns with the operation roll-out plan and timeline that must be addressed before moving forward.

We'll contact you next week with more details. Please be aware that ARR has several contracts under review and these type of actions aren't approved immediately. There are multiple levels of approval that are required before services are implemented. We appreciate your patience.

Thank you,

Jo Gutierrez

Contract Compliance Spc. Snr.

Austin Resource Recovery | City of Austin

Office: 512-974-6084

Email: jocabed.gutierrez@austintexas.gov

austinrecycles.com

From: [REDACTED]

Sent: Friday, August 12, 2016 8:30 AM

To: Gutierrez, Jocabed <jocabed.gutierrez@austintexas.gov>; Heald, Melissa <Melissa.Heald@austintexas.gov>

Cc: Hardee, Donald <Donald.Hardee@austintexas.gov>

Subject: Approval to move forward

Good Morning,

Just a reminder, today is the last day that I have to get the marketing files over the printer to stay on time. Whatever we can do to get this approval done today would be very much appreciated.

Thanks!!!

Sonny Wilkins

[REDACTED]

317.607.0665

