



A Tradition of Stewardship
A Commitment to Service

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MEMORANDUM

To:	Board of Supervisors	From:	Bret Prebula
Date:	September 11, 2017	Re:	September 12 th Agenda-Item 6F

Please add the following information to the background of agenda item 6F.

Stericycle Termination Clause

All three agreements under this item were executed on Stericycle's contract template. Term number 2 of all three agreements allows Stericycle to terminate the agreement without cause with 60 days' notice. For the County, however, the agreement does not contain either a termination for convenience clause or a termination for breach clause. Per Term number 2, "In the event Customer terminates this Agreement prior to expiration of the term hereof...or fails to perform any of its obligations under this Agreement, Stericycle shall have, without limitation, all rights and remedies provide at law or in equity, as well as the right to recover from Customer an amount (which the parties hereby acknowledge constitutes Stericycle's liquidated damages and not a penalty) equal to fifty percent of the Customer's average monthly charge multiplied by the number of months (including any partial months), remaining under the expiration date of the then current term hereof."

Staff estimates that the cost of terminating all the agreements will be approximately \$11,500. The breakdown is as follows:

- HHSA Public Health- \$8,930
- HHSA Mental Health-\$1,935
- Public Works Animal Shelter- \$639

Both HHSA and Public Works have found new providers to continue these services.

Additionally, please replace the resolution with the attached revised resolution making changes to the resolution title. Those changes made to the revised resolution are reflected in red.