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**L A W Y E R S**

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**MEMORANDUM**

TO: Tippecanoe County Local Environmental Response Financing (TERF) Board

FROM: A. S. Benton, Legal Counsel

RE: TERF Board Contract with Keramida Environmental, Inc. (Keramida)

DATE: July 20, 2021

Gentlemen:

Commencing in 2002 the TERF Board has approved and entered into a series of successive two-year contract amendments with Keramida Environmental, Inc. to provide environmental services to the Board as required to cover the Board's obligations to construct the remedy and thereafter provide ongoing operation and maintenance services at the Tippecanoe Sanitary Landfill. The last of those contract amendments expired on June 30, 2018 and I have enclosed another proposed contract amendment for action at your July 27, 2021 meeting. If approved it will extend the Keramida contract for an additional two years through June 30, 2023.

With the changes at U.S. EPA due to the Trump administration and the COVID-19 disruption we did not formally amend the contract in recent years, but all Keramida actions and invoices during that period were submitted and approved by the Board in public meetings prior to payment.

Do not hesitate to contact me if you have any questions. Vicky Keramida (or a representative from her firm) will attend the July 27 meeting to answer any questions you have about changes to the contract which are minimal based on my review. I have also prepared and enclosed a form of Resolution for the Board to use in approving the Keramida contract extension.

cc: Vicky Keramida (*w/encl*)  
Mindy Miller (*w/encl*)

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**AMENDMENT TO CONTRACT**

This Amendment to Contract effective as of July 1, 2021, by and between the **Tippecanoe County Local Environmental Response Financing Board** (the “TERF Board” or “Board”) and **Keramida, Inc.** (“Keramida”).

**WITNESSETH:**

WHEREAS, on July 1, 1998, the TERF Board entered into a contract with Keramida under which Keramida agreed to provide project coordinator services during the remedial design/remedial action activities at the Tippecanoe Sanitary Landfill, Inc. (“TSL”) Superfund site; and

WHEREAS, by successive Resolutions properly approved by the Board commencing in 2000, the Keramida contract for TSL services has been extended through June 30, 2016, including an amendment in 2002 under which Keramida also agreed to provide current and ongoing operation and maintenance services for TSL; and

WHEREAS, by Resolution No. 2016-1 the Board last approved a further extension with Keramida for TSL services and authorized its approval and execution by the Chairman and Secretary of the Board.

NOW, THEREFORE, IT IS AGREED AS FOLLOWS:

1. The Board and Keramida hereby again renew and extend Keramida’s contract to provide TSL project coordinator services and operation and maintenance services effective as of July 1, 2021, for a period of two (2) years ending June 30, 2023.
2. In consideration for providing such services the Board shall pay Keramida in accordance with the terms set out in the Scope of Services document attached as Exhibit 1 and made a part hereof, at the rates set forth on Exhibit 2 which is also attached and made a part hereof.

In witness whereof the parties have executed this document effective as of July 1, 2021.

TERF Board

Keramida, Inc.

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David Byers, Chairman

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John Dennis, Secretary