

**CITY OF EL PASO, TEXAS  
AGENDA ITEM  
DEPARTMENT HEAD'S SUMMARY FORM**

**DEPARTMENT:** General Services - Fleet Division

**AGENDA DATE:** October 25, 2011

**CONTACT PERSON/PHONE:** Stuart C. Ed – Director, General Services - Fleet Division (915) 621-6822  
Bruce D. Collins – Purchasing Manager (915) 541-4313

**DISTRICT(S) AFFECTED:** All

**SUBJECT:**

That the City Manager be authorized to sign a Consent to Assignment by and between the City of El Paso, C & R Distributing, Inc. and Western Refining Wholesale, Inc., approving the assignment of all duties, obligations and responsibilities under City of El Paso Contract No. 2008-065 ("Vehicle Fueling Offsite") from C & R Distributing, Inc. ("Assignor") to Western Refining Wholesale, Inc. ("Assignor").

**BACKGROUND / DISCUSSION:**

Effective October 10, 2011, C & R Distributing agreed to transfer ownership of the retail fuel stores and cardlock business locations from C & R Distributing to Western Refining Wholesale, Inc. As such, Western Refining Wholesale, Inc. has agreed to be responsible for all duties, obligations, under the Contract No. 2008-065. The City requests the assignment of all rights, duties and obligations under the contract to Western Refining Wholesale, Inc.

**PRIOR COUNCIL ACTION:**

Yes. Council approved contract 2008-065 on 9/30/2008.

**AMOUNT AND SOURCE OF FUNDING:**

N/A

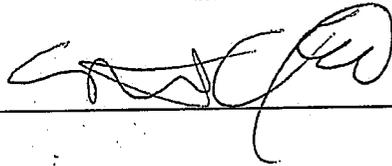
**BOARD / COMMISSION ACTION:**

N/A.

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\*\*\*\*\*AUTHORIZATION\*\*\*\*\*

**DEPARTMENT HEAD:**



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**RESOLUTION**

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF EL PASO:**

**THAT** the City Manager be authorized to sign a Consent to Assignment by and between the City of El Paso, C & R Distributing, Inc. and Western Refining Wholesale, Inc., approving the assignment of all duties, obligations and responsibilities under City of El Paso Contract No. 2008-065 ("Vehicle Fueling Offsite") from C & R Distributing, Inc. ("Assignor") to Western Refining Wholesale, Inc. ("Assignee").

**PASSED AND APPROVED** this \_\_\_\_\_ day of \_\_\_\_\_, 2011.

**THE CITY OF EL PASO**

\_\_\_\_\_  
John F. Cook  
Mayor

**ATTEST:**

\_\_\_\_\_  
Richarda D. Momsen  
Municipal Clerk

**APPROVED AS TO FORM:**

  
\_\_\_\_\_  
Elizabeth M. Ruhmann  
Assistant City Attorney

**APPROVED AS TO CONTENT:**

  
\_\_\_\_\_  
Bruce D. Collins  
Purchasing Manager, Financial Services

STATE OF TEXAS     )  
  )  
COUNTY OF EL PASO )

**CONSENT TO ASSIGNMENT**

This Consent to Assignment is executed this \_\_\_\_\_ day of \_\_\_\_\_, 2011, by and between the City of El Paso (the "City"), C & R Distributing ("Assignor") and Western Refining Wholesale, Inc. ("Assignee").

**WHEREAS**, on or after September 30, 2008, the City entered into Contract No. 2008-065 ("Vehicle Fueling Offsite") with Assignor, which is fully incorporated herein by reference;

**WHEREAS**, after entering into the Contract, Assignor and Assignee entered into an agreement to transfer operation of the retail fuel stores and cardlock business locations from C & R Distributing to Western Refining Wholesale, Inc., effective October 10, 2011;

**WHEREAS**, the Contract provides that it is not assignable without the consent of the City;

**WHEREAS**, Assignor has requested that the City approve an assignment of the Contract to Assignee;

**WHEREAS**, Assignee has agreed to be responsible for all duties and obligations under the Contract; and

**WHEREAS**, the City agrees to the assignment of all rights, duties and obligations encompassed in the Contract to Assignee.

**NOW, THEREFORE, IT IS HEREBY AGREED as follows:**

1. The City consents to the assignment of the rights, duties and obligations under Contract No. 2008-065 to Assignee.
2. Assignee agrees to assume and perform all duties, obligations and responsibilities under Contract 2008-065.
3. All terms and conditions of Contract No. 2008-065 shall remain in full force and effect.

4. **Assignee agrees to indemnify, defend and hold harmless the City from and against any and all claims, demands, causes of action, court costs, expenses, and attorney's fees which are connected with or arise from the assignment of this Contract or the City's acceptance and recognition of the assignment of Contract No. 2008-065.**

*(Signature Page to follow)*

STATE OF TEXAS )  
 )  
COUNTY OF EL PASO )

CONSENT TO ASSIGNMENT OF  
CONTRACT NO. 2008-065

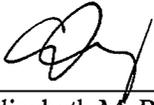
(Signature Page)

EXECUTED this the \_\_\_\_\_ day of \_\_\_\_\_, 2011

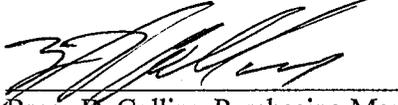
THE CITY OF EL PASO

\_\_\_\_\_  
Joyce A. Wilson  
City Manager

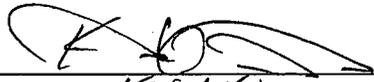
APPROVED AS TO FORM:

  
\_\_\_\_\_  
Elizabeth M. Ruhmann  
Assistant City Attorney

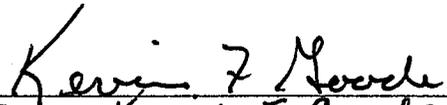
APPROVED AS TO CONTENT:

  
\_\_\_\_\_  
Bruce D. Collins, Purchasing Manager  
Department of Financial Services

ASSIGNOR:  
C & R Distributing, Inc.

  
\_\_\_\_\_  
Name: Kevin F Goode  
Title: Executive Director

ASSIGNEE:  
Western Refining Wholesale, Inc.

  
\_\_\_\_\_  
Name: Kevin F Goode  
Title: VP Wholesale