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

DEPARTMENT: Mass Transit (Sun Metro)

AGENDA DATE: August 4, 2020

CONTACT PERSON/PHONE: Ellen Smyth, Managing Director, Sun Metro & Environmental Services – (915) 212-6060
Bruce D. Collins, Purchasing Director, (915) 212-1181

DISTRICT(S) AFFECTED: All

STRATEGIC GOAL: **No. 7 – Enhance and Sustain El Paso's Infrastructure Network**

SUBJECT:

That the City Manager be authorized to sign Consent to Assignment of Contract with B&C Truck Electric, Inc., a Missouri Corporation (Assignor) to Romaine Electric Corporation, a Washington Corporation ("Assignee") with respect to the City of El Paso's Contract No. 2016-411 for new bus alternators for the Mass Transit Department (Sun Metro).

BACKGROUND / DISCUSSION:

Contract 2016-411 New Bus Alternators for the Mass Transit (Sun Metro) Department was approved on February 9, 2016 and is effective for a three-year term February 9, 2016 through February 8, 2020 with a two-year option to extend awarded from February 9, 2020 to February 8, 2022.

SELECTION SUMMARY: N/A

PROTEST

☒ No protest received for this requirement.

☐ Protest received.

PRIOR COUNCIL ACTION:

Motion made by council on February 9, 2016.

AMOUNT AND SOURCE OF FUNDING:

The total contract amount of the initial three-year period is $200,700.00 with a two-year option to extend for an estimated amount of $334,500.00. This assignment creates no change to the funding source or amount.

BOARD / COMMISSION ACTION:

N/A

**********************REQUIRED AUTHORIZATION**********************

DEPARTMENT HEAD: Ellen Smyth

COUNCIL PROJECT FORM

(CONSENT TO ASSIGNMENT)

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Please place the following item on the **CONSENT** agenda (under **RESOLUTIONS**) for the Mass Transit Board Meeting of **AUGUST 4, 2020**.

STRATEGIC GOAL: NO. 7- Enhance and Sustain El Paso's Infrastructure Network

The linkage to the Strategic Plan is subsection 7.3 – Enhance regional comprehensive transportation system. This contract will allow Sun Metro to purchase replacement alternators needed to maintain the fixed route fleet.

That the City Manager be authorized to sign Consent to Assignment of Contract with B&C Truck Electric, Inc., a Missouri Corporation (Assignor) to Romaine Electric Corporation, a Washington Corporation ("Assignee") with respect to the City of El Paso's Contract No. 2016-411 for new bus alternators for the Mass Transit Department (Sun Metro).

This was a Low Bid, unit price contract.

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DATE: 7/27/2020

RESOLUTION

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

THAT the City Manager be authorized to sign Consent to Assignment of Contract with B&C Truck Electric, Inc., a Missouri Corporation (Assignor) to Romaine Electric Corporation, a Washington Corporation ("Assignee") with respect to the City of El Paso's Contract No. 2016-411 for new bus alternators for the Mass Transit Department (Sun Metro).

PASSED AND APPROVED this ____ day of _____2020.

CITY OF EL PASO:

_____
Dee Margo, Chairman
Mass Transit Department Board

ATTEST:

_____
Laura D. Prine
City Clerk

APPROVED AS TO FORM:

for _____
Leslie B. Jean-Pierre
Assistant City Attorney

APPROVED AS TO CONTENT:

Bruce D. Collins
_____
Bruce D. Collins, Director
Purchasing and Strategic Sourcing Department

STATE OF TEXAS	**)**	**CONSENT TO ASSIGNMENT OF**
	)	**CONTRACT NO. 2016-411**
	)	**Mass Transit (Sun Metro)**
COUNTY OF EL PASO	**)**	

This Consent to Assignment is executed this ___ day of _____ 2020, by and among the **City of El Paso** (the "City"), **B & C Truck Electric, Inc,** a Missouri Corporation ("Assignor") and **Romaine Electric Corporation,** a Washington Corporation ("Assignee").

WHEREAS, on February 9, 2016, the City entered into Contract No. 2016-411 for new bus alternators for Mass Transit (Sun Metro) ("Contract") with Assignor for an initial term of thirty six (36) months and a two (2) year option to extend which is fully incorporated herein by reference to provide such services to the City;

WHEREAS, after entering into said Contract on November 1, 2019, the assets of Assignor were transferred to Assignee;

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. 2016-411 to Assignee.
2. Assignee agrees to assume and perform all duties, obligations and responsibilities under Contract No. 2016-411.
3. All terms and conditions of Contract No. 2016-411 shall remain in full force and effect.

(Signature page to follow)

STATE OF TEXAS)
)
COUNTY OF EL PASO)

CONSENT TO ASSIGNMENT OF CONTRACT NO. 2016-411

EXECUTED this the ____ day of August, 2020

THE CITY OF EL PASO:

_____
Tomás González
City Manager

APPROVED AS TO FORM:

_____
for Leslie B. Jean-Pierre
Assistant City Attorney

APPROVED AS TO CONTENT:

Bruce D. Collins
_____
Bruce D. Collins, Director
Purchasing and Strategic Sourcing Dept.

ASSIGNOR:
_____

_____
Name: _____
Title: _____

ASSIGNEE:
_____

_____
Name: _____
Title: _____

MASS TRANSIT DEPARTMENT BOARD MINUTES
CITY COUNCIL CHAMBERS
February 9, 2016

A meeting of the Mass Transit Department Board was called to order at approximately 11:57 a.m. with Oscar Leeser, Chairman, presiding. The other members present were: Peter Svarzbein, Emma Acosta, Carl Robinson, Michiel Noe, Claudia Ordaz, Lilia Limón and Cortney Carlisle Niland. Absent: Larry Romero.

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CALL TO THE PUBLIC – PUBLIC COMMENT

This time is reserved for members of the public who would like to address the City Council on items that are not on the City Council Agenda.

The following members of the public commented:

1. Mr. Steven Strummer

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CONSENT AGENDA

Motion made by Board Member Limón, seconded by Board Member Acosta, and unanimously carried to **APPROVE, AS REVISED**, all matters listed under the Consent Agenda unless otherwise noted. (Items approved, postponed, or deleted pursuant to the vote on the Consent Agenda will be shown with an asterisk {*}.

AYES: Board Chair Leeser and Board Members Svarzbein, Acosta, Robinson, Noe, Ordaz, and Limón
NAYS: None
ABSENT: Board Member Romero
NOT PRESENT FOR THE VOTE: Board Member Niland

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1. APPROVAL OF MINUTES

*Motion made, seconded, and unanimously carried to **APPROVE** the Minutes for Regular Mass Transit Board Meeting held on January 12, 2016.

ABSENT: Board Member Romero
NOT PRESENT FOR THE VOTE: Board Member Niland

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2. EXCUSE ABSENT MASS TRANSIT DEPARTMENT BOARD MEMBERS

*Motion made, seconded, and unanimously carried to **EXCUSE** the following absent Board Member(s): Larry E. Romero

ABSENT: Board Member Romero
NOT PRESENT FOR THE VOTE: Board Member Niland

. . . . . .

3.

***RESOLUTION**

WHEREAS, on April 9, 2013, the City Council entered into contract 2013-011 with Martinez Brothers Contractors, LLC, for the project known as Sun Metro RTS Mesa Project, Contract No. 2013-011 for an amount of $9,843,770.57; and

WHEREAS, on May 13, 2014, the City Council approved a change order for Contract No. 2013-011 in the amount of $554,538.05 for additional construction costs, increasing the contract amount to $10,398,308.62; and

WHEREAS, the City of El Paso's staff administratively approved additional separate change orders in the amount of $629,333.85; and

WHEREAS, the City of El Paso desires to approve a change order for additional construction costs in the amount of $460,019.68.

BE IT RESOLVED BY THE MASS TRANSIT DEPARTMENT BOARD OF THE CITY OF EL PASO:

That the Mass Transit Department Board approves a Change Order in the amount of Four Hundred Sixty Thousand Nineteen and 68/100 Dollars ($460,019.68) to Martinez Brothers Contractors, LLC, for additional construction costs for the project for the Sun Metro RTS Mesa Project, Contract No. 2013-011. No additional days will be added to Contract number 2013-011. The new contract sum, including this change order is Eleven Million Four Hundred Eighty Seven Thousand Six Hundred Sixty Two and 15/100 Dollars ($11,487,662.15).

ABSENT: Board Member Romero
NOT PRESENT FOR THE VOTE: Board Member Niland

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4. PURCHASING AND STRATEGIC SOURCING

*Motion made, seconded, and unanimously carried to **APPROVE** the award of Solicitation No. 2016-411 (New Alternators) to B & C Truck Electric, Inc. for an initial three (3) year term estimated award of $200,700.00. The award is to include a two (2) year optional amount of $133,800.00 for a total five (5) year award of $334,500.00.

ABSENT: Board Member Romero
NOT PRESENT FOR THE VOTE: Board Member Niland

Award to:	B & C Truck Electric, Inc. – Irving, TX
Item(s):	All
Initial Term:	3 years
Option to Extend:	2 years
Annual Estimated Award:	$66,900.00
Initial Term Estimated Award:	$200,700.00 (3 years)
Total Estimated Award:	$334,500.00 (5 years)
Account No.:	531180-560-3200-60060-P6019
Funding Source:	Mass Transit Inventory Purchases
District(s):	All

This is a low bid, unit price contract.

The Purchasing & Strategic Sourcing Department and Mass Transit – Sun Metro recommend award as indicated to B & C Truck Electric, Inc., the lowest responsive, responsible bidder.

In accordance with this award the City Manager or designee is authorized to exercise future options if needed.

The Purchasing & Strategic Sourcing Department recommends that Alternator Service, Inc. and GVMI, Inc. DBA NAPA Center El Paso be deemed non-responsive for failure to bid on all items for Group II per bid specifications.

Bruce D. Collins, Purchasing Director 212-1181
Jay Banasiak, Mass Transit Director 212-3301

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5. PURCHASING AND STRATEGIC SOURCING

*Motion made, seconded, and unanimously carried to **APPROVE** a request that the Director of the Purchasing & Strategic Sourcing Department be authorized to exercise the City's option to extend current Contract 2013-162R (Physical Exams) with El Paso Healthcare Systems, Ltd. dba Las Palmas Del Sol Healthcare for two (2) additional years pursuant to the provisions of an award approved by the City Council on September 10, 2013. The extended contract period will be from September 9, 2016 to September 8, 2018.

ABSENT: Board Member Romero
NOT PRESENT FOR THE VOTE: Board Member Niland

Award to:	El Paso Healthcare Systems, Ltd. Dba Las Palmas Del Sol Healthcare – El Paso, TX
Option:	One of One
Annual Estimated Amount:	$35,244.00
Total Estimated Amount:	$70,488.00 (2 years)
Account No.:	522150-560-3200-60000-P6003
Funding Source:	Sun Metro Operating Funds
District(s):	All

This is an RFP, service contract.

Bruce D. Collins, Purchasing Director 212-1181
Jay Banasiak, Mass Transit Director 212-3301

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6. CITIZENS ADVISORY COMMITTEE TRIENNIAL REPORT

Presentation and discussion on the Citizens Advisory Committee (CAC) Report to the Mass Transit Department Board for a period covering three fiscal years beginning on September 1, 2012 and ending on August 31, 2015.

Leah M. Wood, CAC Chair and Spokesperson 212-3301

Ms. Leah M. Wood, CAC Chair and Spokesperson, presented a PowerPoint presentation (copy on file in City Clerk's office).

Board Chair Leeser and Board Members Svarzbein and Noe commented.

The following City staff members commented:

1. Mr. Jay Banasiak, Mass Transit Director

The following members of the public commented:

1. Mr. David Nevarez

NO ACTION was taken on the item.

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Motion made by Board Member Limón, seconded by Board Member Niland, and unanimously carried to adjourn this meeting at 12:26 p.m.

ABSENT: Board Member Romero

Approved as to content:

Jay Banasiak, Director

BILL OF SALE AND ASSIGNMENT

This Bill of Sale and Assignment made and entered into as of the Effective Date (defined below) and is executed and delivered by ROMAINE ELECTRIC CORPORATION, a Washington corporation ("***Buyer***"), and B&C TRUCK ELECTRIC SERVICE, INC., a Missouri corporation ("***Seller***"). All capitalized terms used in this Bill of Sale and Assignment and not defined herein shall have the respective meanings ascribed to them in the Asset Purchase Agreement, of even date herewith by and between Buyer, Seller, and the Shareholders of Seller (the "***Purchase Agreement***"). For purposes of this Bill of Sale and Assignment, Effective Date means the Closing Date as defined in the Purchase Agreement.

WITNESSETH

WHEREAS, Seller has agreed to sell, convey, assign, transfer and deliver to Buyer the Assets, and Buyer has agreed to purchase, acquire and accept such Assets, in each case upon the terms and subject to the conditions set forth in the Purchase Agreement.

NOW, THEREFORE, for good and valuable consideration as stated in the Agreement, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Seller hereby sells, conveys, assigns, transfers and delivers to Buyer, its successors and assigns, to have and to hold forever, all of Seller's right, title and interest in and to the Assets, as more fully described in the Purchase Agreement.

2. Seller and Buyer covenant and agree that the representations, warranties, covenants and agreements of the parties contained in the Purchase Agreement shall not merge into or with this Bill of Sale and Assignment, but shall survive this Bill of Sale and Assignment and become a part hereof and shall continue in full force and effect for the period specified in the Purchase Agreement as though set forth herein at length. Seller and Buyer, by their execution of this Bill of Sale and Assignment, each acknowledge and agree that neither the representations and warranties nor the rights and remedies of the parties under the Purchase Agreement shall be deemed to be enlarged, modified or altered in any way by such execution and acceptance of this Bill of Sale and Assignment. The parties acknowledge that the terms and conditions of the Purchase Agreement shall govern the transfer of the Assets including, without limitation, the rights of indemnification and limitations thereon as set forth in Section 6 of the Purchase Agreement.

3. The provisions of this Bill of Sale and Assignment shall be binding upon Seller and its successors and assigns, and shall inure to the benefit of Buyer and its successors and assigns.

[Signature Page Follows]

IN WITNESS WHEREOF, Seller and Buyer have caused this Bill of Sale and Assignment to be duly executed as of the Effective Date.

BUYER:

ROMAINE ELECTRIC CORPORATION

By:_____
Nick Staub
Its: President

SELLER:

B&C TRUCK ELECTRIC SERVICE, INC.

By:_____
Steven Hillis
Its: President

[Signature Page to Bill of Sale and Assignment]

IN WITNESS WHEREOF, Seller and Buyer have caused this Bill of Sale and Assignment to be duly executed as of the Effective Date.

BUYER:

ROMAINE ELECTRIC CORPORATION

By:_____
Nick Staub
Its: President

SELLER:

B&C TRUCK ELECTRIC SERVICE, INC.

By:_____
Steven Hillis
Its: President

[Signature Page to Bill of Sale and Assignment]

Romaine Electric
PRECISION PRODUCTS

July 6, 2020

To Whom It May Concern:

This Official Letter Document Statement, is in reference to the acquisition and closing of B & C Truck Electric FEIN 43-1850465, and transferring all Responsibilities, Obligations and Liabilities of current and future contracts with Miami Dade County, to Romaine Electric Corporation FEIN 80-0565086.

Be it known for the purpose of recapping all past correspondence with Miami Dade County, B & C Truck Electric & Romaine Electric Corporation, concerning the Contract of FB-01316, these were & are the facts.

1. B & C Truck Electric submitted a bid response for FB-01316, and was found to be the lowest responsible bidder.
2. Romaine Electric Corporation agreed to terms with B&C Truck Electric in September 2019. The terms were for an asset purchase and real property acquisition that closed on October 31st 2019. Since Romaine Electric was not a bidder, they were not eligible for Award of this Contract. It was understood the Award would be to B & C Truck Electric. After the Award, Romaine Electric Corporation could apply for a transfer of FEIN & Name change, because of the Acquisition of B & C Truck Electric.
3. Romaine Electric Corporation Requests to assume all Responsibilities, Obligations and Liabilities related to current Contract FB-01316, and all future Contracts with Miami Dade County registered to Romaine Electric Corporations FEIN 80-0565086. We are currently working with Miami Dade contract specialists in completing the reassignment of FB-01316. B & C Truck Electric FEIN 43-1850465 no longer operates name. We request this FEIN be closed and all current and future awards be made to Romaine Electric Corporation FEIN 80-0565086.

I Nick Staub, President & Owner of Romaine Electric Corporation, attest to this to be truthful and accurate.

X _____ Date 7-6-20

I Steven Hillis, President and former owner of B&C Truck Electric, Attest to this to be truthful and accurate.

X Steven E Hillis Date 7-14/2020

11-1-2019

Dear Valued Customer,

Paula and I would like to announce we have sold our business operations to Romaine Electric Corporation. Words can't express our appreciation for your loyalty and support of our business over the last 29 years. Romaine Electric is also a family business who will also value your business and requirements. All of the B & C employees will remain in their roles.

If you have an open account with B & C, you now have an open account with Romaine. Romaine will, however, need a credit application signed which acknowledges their terms.

All invoices **prior** to 11-1-2019 will be remitted to B & C Truck Electric in the same manner proceeding the acquisition or mailed to B & C Truck Electric:

1600 Campbell, Kansas City, MO. 64108

All invoices from **11-1-2019 forward** are to be remitted to Romaine Electric:

P.O. Box 5069, Kent, WA 98064-5069

Please know that your business is very important to us. We will remain with Romaine through the transition. Both Paula and I are available to discuss any of your issues or concerns.

Best Regards,

Steve Hillis
President/CEO
B & C Truck Electric Service
1600 Campbell
Kansas City, MO. 64108
steve@bctruckelectric.com
P: 816-421-2782

Nick Staub
President/CEO
Romaine Electric Corporation
8811 S. 208th St
Kent, WA. 98031
nickstaub@romaineelectric.com
P: 425-264-1701