



DeWight Dopslauf, C.P.M., CPPO
Harris County Purchasing Agent

September 3, 2021

Commissioners Court
Harris County, Texas

RE: Job No. 190254

Members of Commissioners Court:

Please approve the attached Order permitting the assignment of a contract and the second of four (4) renewal options for the following:

Description: Crushed Concrete Base Material and Related Items for Harris County Precinct 3

Vendor: Century Asphalt, Ltd. (assignor)
Texas Materials Group, Inc. D/B/A Gulf Coast (assignee)

Term: October 24, 2021 through October 23, 2022


Effective: July 31, 2021

Amount: \$176,000

Reviewed by: X Office of the County Engineer X Harris County Purchasing
 X Precinct 3

A purchase order will be issued upon Commissioners Court approval.

Sincerely,


DeWight Dopslauf
Purchasing Agent

HGM

Attachments

cc: Office of the County Engineer
Precinct 3
Vendor

FOR INCLUSION ON COMMISSIONERS COURT AGENDA SEPTEMBER 14, 2021

PARTNERSHIP INTEREST ASSIGNMENT

This PARTNERSHIP INTEREST ASSIGNMENT (this “**Assignment**”) is made and entered into on this 30th day of July, 2021 (the “**Effective Date**”), by and among BAYTOWN ASPHALT MATERIALS, LTD., a Texas limited partnership (“**BAM**”), CENTURY ASPHALT, LTD., a Texas limited partnership (“**Century Ltd.**” and, together with BAM, the “**Transferors**”), and TEXAS MATERIALS GROUP, INC., a Delaware corporation (the “**Transferee**”). Terms used but not defined herein have the meanings assigned to them in the Purchase Agreement, as defined below.

RECITALS:

WHEREAS, the Transferors own all of the issued and outstanding partnership interests in CENTURY ASPHALT, a Texas general partnership (the “**Century Asphalt**”);

WHEREAS, the Transferors, certain Affiliates of the Transferors and the Transferee are parties to that certain Sale and Purchase Agreement dated as of July 30, 2021 (the “**Purchase Agreement**”); and

WHEREAS, pursuant to and in accordance with the Purchase Agreement, the Transferors desire to sell, convey, assign and transfer to the Transferee, and the Transferee desires to purchase and acquire from the Transferors, all of the Transferors’ right, title and interest in and to the Partnership Interests, as and to the extent provided in the Purchase Agreement, free and clear of all Encumbrances, other than Permitted Encumbrances.

NOW, THEREFORE, for and in consideration of the terms, conditions and mutual agreements contained in the Purchase Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ASSIGNMENT

1. Assignment of the Partnership Interests. Each of the Transferors hereby sells, conveys, assigns and transfers to the Transferee all of such Transferor’s right, title and interest in and to the Partnership Interests, free and clear of all Encumbrances, other than Permitted Encumbrances. The Transferee hereby accepts the assignment to it of all of the Transferors’ right, title and interest in and to the Partnership Interests, and hereby agrees to perform all of the obligations and duties of being the sole partner of Century Asphalt.

2. Purchase Agreement. Nothing in this Assignment shall be deemed to supersede, enlarge or modify any of the provisions of the Purchase Agreement, all of which survive the execution and delivery of this Assignment in accordance with the terms set forth in the Purchase Agreement. If

any conflict exists between the terms of this Assignment and the Purchase Agreement, the terms of the Purchase Agreement shall govern and control.

3. Governing Law. All matters arising out of or relating to this Assignment shall be governed by and construed in accordance with the internal laws of the State of Texas without giving effect to the conflict of law provisions thereof to the extent such provisions would require or permit the application of the laws of any jurisdiction other than the State of Texas.

4. Counterparts. This Assignment may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Assignment delivered by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Assignment.

5. Incorporation of Recitals. The recitals contained in this Assignment are incorporated herein and made a part hereof for all purposes.

[Remainder of page intentionally left blank – signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed this Partnership Interest Assignment as of the date first written above.

TRANSFERORS:

BAYTOWN ASPHALT MATERIALS, LTD.,
a Texas limited partnership

and

CENTURY ASPHALT, LTD.,
a Texas limited partnership

By: **Century Asphalt Partners Management, L.L.C.,**
a Texas limited liability company, as general partner
of each of Baytown Asphalt Materials, Ltd. and
Century Asphalt, Ltd.

By: **Century Asphalt Holding Company, LLC,**
a Texas limited liability company, as sole member

By: **Angel Brothers Holding Corp.,**
a Texas corporation, as sole member

By: 

Name: Greg L. Angel

Title: President

By: **Century Asphalt Holding Company, LLC,** a Texas limited
liability company, as sole limited partner of each of Baytown
Asphalt Materials, Ltd. and Century Asphalt, Ltd.

By: **Angel Brothers Holding Corp.,**
a Texas corporation, as sole member


By: 

Name: Greg L. Angel

Title: President

TRANSFeree:

TEXAS MATERIALS GROUP, INC.

DocuSigned by:
By: 
Name: Aaron Price
Title: President

Request for Taxpayer Identification Number and Certification

► Go to www.irs.gov/FormW9 for instructions and the latest information.

Give Form to the
requester. Do not
send to the IRS.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Texas Materials Group, Inc. dba Gulf Coast		
2 Business name/disregarded entity name, if different from above		
3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes. <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► _____ Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner. <input type="checkbox"/> Other (see instructions) ► _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ (Applies to accounts maintained outside the U.S.)	
5 Address (number, street, and apt. or suite no.) See instructions. PO Box 20779	Requester's name and address (optional) REMITTANCE ADDRESS 1320 ARROW POINT DR 600 CEDAR PARK, TX 78613	
6 City, state, and ZIP code Beaumont, TX 77720		
7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number								
			-				-	
OR								
Employer identification number								
5	8	-	1	4	0	1	4	6

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ► <i>[Signature]</i>	Date ► <i>4/23/2020</i>
-----------	---	-------------------------

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (Interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.

ORDER OF COMMISSIONERS COURT
Authorizing Assignment of Agreements

The Commissioners Court of Harris County, Texas, convened at a meeting of said Court at the Harris County Administration Building in the City of Houston, Texas, on the ____ day of _____, 2021 with all members present except _____.

A quorum was present. Among other business, the following was transacted:

**ORDER AUTHORIZING ASSIGNMENT OF AGREEMENTS FROM
CENTURY ASPHALT, LTD. TO
TEXAS MATERIALS GROUP, INC. D/B/A GULF COAST**

Commissioner _____ introduced an order and made a motion that the same be adopted. Commissioner _____ seconded the motion for adoption of the order. The motion, carrying with it the adoption of the order, prevailed by the following vote:

Vote of the Court	<u>Yes</u>	<u>No</u>	<u>Abstain</u>
Judge Hidalgo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Ellis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Garcia	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Ramsey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Comm. Cagle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The County Judge thereupon announced that the motion had duly and lawfully carried and that the order had been duly and lawfully adopted. The order thus adopted follows:

Recitals

Whereas, Harris County has entered into multiple Agreements with Century Asphalt, Ltd. for crushed concrete base material and related items for Harris County;

Whereas, Century Asphalt, Ltd. transferred all of its interests to Texas Materials Group, Inc. pursuant to a Partnership Interest Assignment dated July 31, 2021, attached hereto, along with a W9.

IT IS ORDERED that County Judge Lina Hidalgo be and is hereby authorized to approve of the assignment of rights, duties, and privileges under all effected Agreements from Century Asphalt, Ltd. to Texas Materials Group, Inc. dba Gulf Coast.

All Harris County officials and employees are authorized to do any and all things necessary or convenient to accomplish the purposes of this order.