

CONSENT TO ASSIGNMENT

Arguindegui Oil Co. II, Ltd. (the “Company”)

Whereas the Company recently entered into an Asset Purchase Agreement, dated November 12, 2021, with Offen Petroleum, LLC (“Offen”) for the sale of substantially all of the assets of the Company to Offen (the “Transaction”). Among the assets that Offen desires to acquire would be the right to continue to do business with Webb County under the provisions of the Agreement.

The undersigned acknowledges and agrees to look to Offen for continued performance of the Agreement with Webb County in the future.

It is expressly understood by the “Company” that if the assignment is approved and consented by the Webb County Commissioner’s Court, that both the “Company” as Assignor and “Offen” as Assignee shall remain jointly and severally and wholly liable for any indebtedness accrued pursuant to the agreement.

Additionally, it is expressly understood by all the parties to this agreement that Webb County does not waive any contractual rights, right of payment, sovereign and/or governmental immunities and/or any other rights i.e. (constitutional, statutory, state, and/or Federal, common law, and/or administrative rights) under the agreement and/or assignment for any prior or current indebtedness owed to Webb County by the “Company” and/or assignee “Offen” pursuant to said agreement.

Webb County hereby expressly reserves any and all rights of payment, collection and/or any terms, conditions set forth in the agreement.

Webb County hereby shall have the legal remedy to pursue any and all claims it may have against the Assignor and/or Assignee under the “Agreement” which is incorporated and attached hereto as “Exhibit A”.

Upon approval by a majority vote of a quorum of the Webb County Commissioner’s Court any and all interests and rights held by the “Company” in the original Agreement shall be hereby transferred, conveyed and assigned to Offen subject to all of the terms, covenants, and conditions as set out above or the agreement.

Offen Petroleum, LLC (“Offen”)

By:

Name

Title

Date: _____

Arguindegui Oil (“Company”)

By:

Name

Title

Date: _____

WEBB COUNTY

Tano E. Tijerina
Webb County Judge

ATTESTED:

Margie Ramirez-Ibarra
Webb County Clerk

APPROVED AS TO FORM:

Jorge L. Treviño
Assistant General Counsel
Civil Legal Division

The General Counsel, Civil Legal Division's Office may only advise or approve contracts or legal documents on behalf of its clients. It may not advise or approve a contract or legal document on behalf of other parties. Our review of this document was conducted solely from the legal perspective of our client. Our approval of this document was offered solely for the benefit of our client. Other parties should not rely on this approval, and should seek review and approval of their own respective attorney(s).

Passed and approved by the Webb County Commissioners Court
On _____, 202 ; item _____