

FORM APPROVED COUNTY COUNSEL 1/31/16
 BY: GREGORY P. PRIAMOS DATE

Departmental Concurrence

**SUBMITTAL TO THE BOARD OF SUPERVISORS
 COUNTY OF RIVERSIDE, STATE OF CALIFORNIA**

527



FROM: Purchasing and Fleet Services

SUBMITTAL DATE:
 August 22, 2016

SUBJECT: Approve Amendment No. 6 for Unleaded Fuel and Ultra Low Sulfur Diesel Fuel with Downs Energy and SoCo Group for Five Years, [All Districts]; [Annual Estimated Cost \$16,000,000]; 100% Department Budgets through Fleet Services

RECOMMENDED MOTION: That the Board of Supervisors:

1. Approve and execute Amendment No. 6 for Unleaded Fuel and Ultra Low Sulfur Diesel Fuel with Downs Energy for annual amount of \$12,300,000 and SoCo Group for annual amount of \$3,700,000, for five years, with the option to renew for an additional five years in one year increments;
2. Authorize the Purchasing Agent, in accordance with Ordinance No. 459, based on the availability of funding and as approved by County Counsel to: sign amendments that do not change the substantive terms of the Agreement; move funds between vendors; and sign amendments to the compensation provision that does not exceed 10% annually; and,
3. Authorize the Purchasing Agent to activate the vendors to respond to an emergency or disaster situation as declared by the County of Riverside to support the County's fleet.

**BACKGROUND:
 Summary**

(Continued on Page 2)

Lisa Brandl

Lisa Brandl
 Director, Purchasing and Fleet Svcs

FINANCIAL DATA	Current Fiscal Year:	Next Fiscal Year:	Total Cost:	Ongoing Cost:	POLICY/CONSENT (per Exec. Office)
COST	\$ 12,000,000	\$ 16,000,000	\$ 80,000,000	\$	Consent <input type="checkbox"/> Policy <input checked="" type="checkbox"/>
NET COUNTY COST	\$ 9,563,999	\$ 12,752,000	\$ 80,000,000	\$	
SOURCE OF FUNDS: 100% Department Budgets through Fleet Services				Budget Adjustment: No	
				For Fiscal Year: 16/17-20/21	

C.E.O. RECOMMENDATION:

APPROVE

BY: *Ivan M Chand*
 Ivan M Chand 8/2/2016

County Executive Office Signature

MINUTES OF THE BOARD OF SUPERVISORS

On motion of Supervisor Benoit, seconded by Supervisor Washington and duly carried by unanimous vote, IT WAS ORDERED that the above matter is approved as amended removing the wording "with the option to renew for an additional five years in one year increments" from recommendation number 1.

Ayes: Jeffries, Tavaglione, Washington, Benoit and Ashley
 Nays: None
 Absent: None
 Date: September 13, 2016
 xc: Purchasing

Kecia Harper-Ihem
 Clerk of the Board
 By: *Kecia Harper-Ihem*
 Deputy

Prev. Agn. Ref.: 9-13-2011 3.73 | District: All | Agenda Number:

3-31

- A-30
- 4/5 Vote
- Positions Added
- Change Order

**SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA
FORM 11: Approve Amendment No. 6 for Unleaded Fuel and Ultra Low Sulfur Diesel Fuel with
Downs Energy and SoCo Group for Five Years, [All Districts]; [Annual Estimated Cost
\$16,000,000]; 100% Department Budgets through Fleet Services**

DATE: August 22, 2016

PAGE: 2 of 3

BACKGROUND:

Summary (continued)

The Purchasing and Fleet Services Department seeks approval of Amendment No. 6 to the current agreements with Downs Energy and the SoCo Group for five years, to provide fuel supply continuity for the county's fleet. Each vendor has assigned locations that they service throughout the county as listed in the agreements. Overall cost of fuel is based on daily Oil Price Information Service (OPIS) average which is used for wholesale fuel pricing. OPIS is an organization that monitors the price of fuel at over 390 fuel storage/delivery locations across the country. The OPIS rack price is the wholesale price for fuel from the refineries our vendors pay when picking up fuel and can change at least 2 times per day. Both SoCo Group and Downs Energy apply a differential (or markup) as a cost of providing services.

The Purchasing and Fleet Services Department has 15 fuel sites located throughout the county to provide fuel for 4,371 vehicles (as of June 2016) within the county's fleet, as well as to other municipalities, cities, special districts, and state departments, such as the California Highway Patrol. Over the last three years, an average of 2.78 million gallons of fuel was dispensed through the county fuel sites. Fleet Services monitors the fuel site tanks to ensure fuel is available when county departments need it and schedule fuel deliveries with the vendors. Through these existing contracts, the vendors also provide fuel to sites managed by the Department of Waste Resources, TLMA, and Fire, in addition to other sites at various school districts, for a grand total of 104 locations.

Additionally, Downs Energy, located in Corona, provides services for card-lock/fuel cards, which are used by various departments when they cannot fuel their vehicle at one of the county fuel sites. This scenario commonly occurs along the I-15 corridor, where Fleet Services does not maintain fuel sites. Using these services allows county departments to take advantage of the negotiated fuel rates. Downs Energy also provides a smaller truck delivery system, known as bobtail fuel service, which is the name for a smaller truck used to supply fuel less than a standard full tank load. Some county sites require this type of service because the tanks are smaller and cannot accommodate a large fuel truckload.

Impact on Citizens and Businesses

None

SUPPLEMENTAL:

Additional Fiscal Information

None

Contract History and Price Reasonableness

On September 13, 2011 (3.73), the Board of Supervisors approved via the competitive process and authorized the Purchasing Agent to issue a five year agreement, renewed annually in one (1) year increments, based on the availability of fiscal funding and the adjusted aggregate amount based on Oil Price Information Service (OPIS) average and actual usage. As authorized by item 3.73, annual amendments were initiated by Purchasing for years 2-5 with no price increases to markup. The current amendment expires September 30, 2016.

**SUBMITTAL TO THE BOARD OF SUPERVISORS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA
FORM 11: Approve Amendment No. 6 for Unleaded Fuel and Ultra Low Sulfur Diesel Fuel with
Downs Energy and SoCo Group for Five Years, [All Districts]; [Annual Estimated Cost
\$16,000,000]; 100% Department Budgets through Fleet Services**

DATE: August 22, 2016

PAGE: 3 of 3

Contract History and Price Reasonableness (continued)

Total differential for each contract vary depending on the size of the tank and site location. The estimated annual increase on the differentials (mark-up) for both amendments is \$45,803, not accounting for any increases or decreases in the daily OPIS average for wholesale fuel pricing. This equates to .286% (less than 1%) between the two contract amounts. Having these companies located in the Cities of Corona, Perris and Indio allows for available fuel services during an emergency situation and provides local resources to support the County of Riverside and local municipalities' fleet fuel needs.

With the exceptions of the Department of Waste Resources, TLMA, and Fire, which maintain their own fuel sites, county departments and other municipalities, are billed for fuel usage by Fleet Services. Estimated costs are based on information extracted from Fleet Services' billing system from FY 15/16. Data from the billing system indicates 79.7% of the annual fuel costs are from general fund departments and the remaining 20.3% from non-general fund departments and other municipalities. Department costs vary based on fuel consumption.

The original award to Downs Energy and SoCo Group split service based on the lowest cost per delivery site between the two local vendors. Both vendors' markup (less than 1%) is considerably low compared to the overall contracts' costs. Based on current services with the companies, which provide good customer service and has performed well, combined with the overall low markup cost, the Purchasing and Fleet Services department recommends an amendment to the original contracts to continue fuel supply and services with these vendors. The two amendments extend the period of performance to October 1, 2021, with an option to renew an additional five years in one year increments.

COUNTY OF RIVERSIDE
AMENDMENT NO.6 TO THE AGREEMENT
WITH
SOCO GROUP INC

Original Contract Term: October 1, 2011 to September 30, 2016.
Contract Term Extended To: September 30, 2021
Effective Date of Amendment: October 1, 2016
Original Annual Maximum Contract Amount: \$3,700,000
Amended Annual Maximum Contract Amount: NOT APPLICABLE
Original Contract ID: RIVCO-40500-002-10/12
Amended Contract ID: RIVCO-40500-002-10/21

The Agreement between County of Riverside (COUNTY) and SOCO Group Inc (CONTRACTOR), entered into as of October 1, 2011, is amended as follows:

1. Agreement, Section 2 "Period of Performance": Change to an expiration date of September 30, 2021.
2. Exhibit B (Payment Provisions) is deleted in its entirety and replaced with the following: See updated Exhibit B starting on page 2.
3. All other terms and conditions of the Agreement not modified herein shall remain unchanged.

IN WITNESS WHEREOF, the Parties hereto have caused their duly authorized representatives to execute this Amendment.

COUNTY OF RIVERSIDE, a political
subdivision of the State of California

By: *John J. Benoit*
Name: JOHN J. BENOIT
Title: CHAIRMAN BOARD OF SUPERVISORS
Dated: SEP 13 2016

SOCO GROUP INC

By: *Doug Robinson*
Name: Doug Robinson
Title: V.P. Marketing
Dated: 9-14-16

ATTEST:

KECIA HARPER-HEM, Clerk

By: *Kecia Harper-Hem*
DEPUTY

RFP# PUARC-1380
BOS agenda 3-73 & Date 9-13-2011
Form #16-341 Revision Date: 01/13/2016

Purchasing and Fleet Services
2980 Washington Street, Riverside, CA 92504

SEP 13 2016 3-31

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 SOCO GROUP INC
EXHIBIT B
UPDATED PAYMENT PROVISIONS

Location	Address	City	Zip Code	Unleaded Tank Size	Diesel Tank Size	Unleaded Estimate Annual Usage	Diesel Estimate Annual Usage	SOCO Differential	NEW Differential
TLMA	57-210 State Hwy 371	Anza	92539		(2) 2,000		4,413	0.1025	0.0925
Probation	49-500 Twin Pines Road	Banning	92220	2,000		6,386		0.1225	0.1125
Probation	49-500 Twin Pines Road	Banning	92220		(2) 500		795	0.1225	0.1125
TLMA	10-901 Hannon Rd	Beaumont	92223		(2) 2,000		17,240	0.0675	0.0575
TLMA	10-901 Hannon Rd	Beaumont	92223		2,000				
TLMA	561 So Broadway	Blythe	92225		(2) 2,000		26,620	0.1590	0.1490
Waste Mgt	1000 Midland Road	Blythe	92225		3,000		10,000	0.1590	0.1490
Fire- New- St-24	50382 Irene Street	Cabazon	92230		1,000		3,348	0.2125	0.2025
TLMA	19-003 Bennett Road (Sky Valley)	Desert Hot Springs	92241		(2) 2,000		18,072	0.0725	0.0625
Fire-St-17	10400 San Sevaine Way	Glen Avon	91752	1,000		3,882		0.1325	0.1225
Fire-St-17	10400 San Sevaine Way	Glen Avon	91752		1,000		12,960	0.1325	0.1225
TLMA	595 North Juanita	Hemet	92543		(2) 2,000		18,056	0.0725	0.0625
Hemet Unified School District	2350 W. Latham Ave.	Hemet	92545		12,000		183,089	0.0335	0.0235
Fire-St-19	469 Center Street	Highgrove	92507	1,000		2,470		0.1325	0.1225
Fire-St-20	470 Center Street	Highgrove	92507		1,000		2,247	0.1325	0.1225
Fire-St-23	24919 Marion Ridge Rd	Idyllwild	92549	1,000		3,198		0.1625	0.1525
Fire-St-23	24919 Marion Ridge Rd	Idyllwild	92549		1,000		2,842	0.1625	0.1525
TLMA	25-780 Johnson	Idyllwild	92549		(2) 2,000		12,173	0.1075	0.0975
Indio Jail	46209 Oasis Street	Indio	92201		(1) 10,000 (1) 5,000		200	0.4500	0.4400

RFP# PUARC-1380
 BOS agenda 3-73 & Date 9-13-2011
 Form #116-311 Revision Date: 01/13/2016

Purchasing and Fleet Services
 2980 Washington Street, Riverside, CA 92504

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 SOCO GROUP INC

Mental Health	47919 Oasis Street	Indio	92201		2,500		125	0.4500	0.4400
Fire-New-St-80	81-025 Avenue 40	Indio	92203		1,000		1,625	0.2750	0.2650
Fire-New-St-87	42900 Golf Center Parkway	Indio	92201		1,000		2,346	0.2750	0.2650
Fire-St-40	91100 Fourth Street	Mecca	92254	500		722		0.2025	0.1925
Fire-St-40	91100 Fourth Street	Mecca	92254		1,500		9,767	0.2025	0.1925
Fire-St-68	26020 Wickard Road	Menifee	92581	1,000		700		0.1325	0.1225
Fire-St-68	26020 Wickard Road	Menifee	92581		1,000		5,307	0.1325	0.1225
Fire-St-2	24935 Hemlock Ave	Moreno Valley	92557	1,000		1,942		0.1325	0.1225
Fire-St-3		Moreno Valley			1,000		4,740	0.1325	0.1225
Fire-St-48	10511 Village Road	Moreno Valley	92360	1,000		723		0.1325	0.1225
Fire-St-48	10511 Village Road	Moreno Valley	92360		1,000		2,819	0.1325	0.1225
Fire-St-65	15111 Indian Avenue	Moreno Valley	92553	1,000		1,154		0.1325	0.1225
Fire-St-65	15111 Indian Avenue	Moreno Valley	92553		1,000		4,890	0.1325	0.1225
Fire-St-91	16110 Lasselie St.	Moreno Valley	92551	1,000		345		0.1325	0.1225
Fire-St-91	16110 Lasselie St.	Moreno Valley	92551		1000		8,300	0.1325	0.1225
Waste Mgt	14290 Frederick Street	Moreno Valley	92553	12,000		90,000		0.0172	0.0152
Waste Mgt	14290 Frederick Street	Moreno Valley	92553		3,000		20,000	0.0207	0.0107
Fire-St-30	70080 Hwy 74	Mountain Center	92561		1,000		53	0.1625	0.1525
Fire-St-30	70080 Hwy 74	Mountain Center	92561			1,000	2,802	0.1625	0.1525
Fire-St-53	59200 Morris Ranch Rd.	Mountain Center	92561		1,000		1,751	0.1625	0.1525
Fire-St-53	59200 Morris Ranch Rd.	Mountain Center	92561			1,000	1,611	0.1625	0.1525
TLMA	25-315 Jefferson	Murrieta	92564		(2) 2,000		31,751	0.0725	0.0625
Fire-St-75	38900 Clinton Keith Road	Murrieta	92562	1,000		1,726		0.1325	0.1225
Fire-St-75	38900 Clinton Keith Road	Murrieta	92562		1,000		3,842	0.1325	0.1225
Fire-St-83	37500 Sky Canyon Drive	Murrieta	92563		1,000		5,606	0.1325	0.1225

RFP# PUARC-1380
 BOS agenda 3-73 & Date 9-13-2011
 Form #116-311 Revision Date: 01/13/2016

Purchasing and Fleet Services
 2980 Washington Street, Riverside, CA 92504

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 SOCO GROUP INC

Waste Mgt	84-505 84th Ave.	Oasis	92274		1,000		850	0.2825	0.2725
Ontario School District	1442 S. Bonview	Ontario	91761						
Fire-St-33	44400 Town Center Way	Palm Desert	92260		10,000		18,300	0.0234	0.0134
Fire-St-81	37-955 Washington	Palm Desert	92260		1,000		14,107	0.2750	0.2650
Facilities-County Admin Center	3255 E. Tahquitz Canyon	Palm Springs	92262						
City of Palm Springs	425 N. Civic Drive	Palm Springs			500		150	0.450	0.4400
TLMA	220 G Street	Perris	92570		(2) 2,000		10,118	0.0492	0.0392
Fire-St-50	70801 Hwy 111	Rancho Mirage	92270				39,762	0.0725	0.0625
Fire-New-St-44	13987 Main Street	Ripley	92225		1,000		5,510	0.2750	0.2650
Flood Control	1995 Market Street	Riverside	92501	(2) 2,000		80,000		0.0380	0.0280
Flood Control	1995 Market Street	Riverside	92501		(2) 2,000		4,946	0.0675	0.0575
TLMA	2950 Washington St	Riverside	92504	6,000		131,776		0.0675	0.0575
TLMA	2950 Washington St	Riverside	92504		10,000		50,000	0.0172	0.0072
Fire-New- BCTC	16902 Bundy Ave	Riverside	92518	1,000		9,388		0.0207	0.0107
Fire-New- BCTC	16903 Bundy Ave	Riverside	92518		1,000			0.1325	0.1225
TLMA	4725 Troy Court	Rubidoux	92509		(2) 2,000		28,400	0.0825	0.0725
Fire-St-78	2450 W. Cottonwood Ave	San Jacinto	92583		1,000		13,767	0.1650	0.1550
Fire-St-92	3211 Wolf Creek Rd	Temecula	92592		2000		4,514	0.1325	0.1225
TLMA	86-199 Airport	Thermal	92274	4,000		27,068		0.0497	0.0397
TLMA	86-199 Airport	Thermal	92274		8,000		58,909	0.0584	0.0484
Fire-New-St-36	31920 Robert Rd.	Thousand Palms	92276		1,000		4,844	0.2750	0.2650

The County does not guarantee any amount of products or services to any vendor or vendors.

COUNTY OF RIVERSIDE
AMENDMENT NO.6 TO THE AGREEMENT
WITH
DOWNS ENERGY

Original Contract Term: October 1, 2011 to September 30, 2016.
Contract Term Extended To: September 30, 2021
Effective Date of Amendment: October 1, 2016
Original Annual Maximum Contract Amount: \$12,300,000
Amended Annual Maximum Contract Amount: NOT APPLICABLE
Original Contract ID: RIVCO-40500-001-10/12
Amended Contract ID: RIVCO-40500-001-10/21

The Agreement between County of Riverside (COUNTY) and Downs Energy (CONTRACTOR), entered into as of October 1, 2011, is amended as follows:

1. Agreement, Section 2 "Period of Performance": Change to an expiration date of September 30, 2021.
2. Exhibit B (Payment Provisions) is deleted in its entirety and replaced with the following: See updated Exhibit B starting on page 2.
3. All other terms and conditions of the Agreement not modified herein shall remain unchanged.

IN WITNESS WHEREOF, the Parties hereto have caused their duly authorized representatives to execute this Amendment.

COUNTY OF RIVERSIDE, a political
subdivision of the State of California

By: *John J. Benoit*
Name: JOHN J. BENOIT
Title: CHAIRMAN, BOARD OF SUPERVISORS
Dated: SEP 13 2016

DOWNS ENERGY

By: *Michael T. Downs*
Name: Michael T. Downs
Title: Pres
Dated: 9-13/16

ATTEST:
KÉCIA HARPER-IHEM, Clerk

By: *Kecia Harper-Ihem*
DEPUTY

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 DOWNS ENERGY
EXHIBIT B
UPDATED PAYMENT PROVISIONS

1. Bobtail Fueling Smaller Tank Sizes

Location	Address	City	Zip	Unleaded Tank Size	Diesel Tank Size	Unleaded Estimated Annual Usage	Diesel Estimated Annual Usage	Current Differential	New Differential
Waste Mgt	16411 Lamb Canyon Rd	Beaumont	92223		5,000		195,000	\$ 0.0550	\$ 0.1050
Fire St 13	3777 Neece Street	Corona	92879		1,000		2,838	\$ 0.1200	\$ 0.1550
Fire St-64	25310 Campbell Ranch Rd.	Corona	95310		1,000		3,648	\$ 0.1400	\$ 0.1550
TLMA	19355 Ontario	Corona	91720		(2) 2,000		7,089	\$ 0.0700	\$ 0.1250
Fire-St-11	33020 Maiden Lane	Lake Elsinore	92530		1,000		4,903	\$ 0.1650	\$ 0.2250
Fire-St-85	29405 Grand Ave.	Lake Elsinore	92530		1,000		3,714	\$ 0.1650	\$ 0.2250
Fire-St-94	22770 Railroad Canyon Rd	Lake Elsinore	92532		1,000		7,175	\$ 0.1650	\$ 0.2250
Waste Mgt	31125 Ironwood	Moreno Valley	92553		5,000		205,000	\$ 0.0430	\$ 0.1050
RCRMC	26520 Cactus Ave	Moreno Valley	92555		10,000		9,115	\$ 0.0500	\$ 0.1050
Fire-St-58	28040 Eucalyptus Ave	Moreno Valley	92555		1,000		736	\$ 0.1650	\$ 0.2250
Fire -St-90	333 Placentia Ave	Perris	92571		1,000		9,034	\$ 0.1650	\$ 0.2250
Fire -St -09	21565 Steele Peak Road	Perris	92570		1,000		3,833	\$ 0.1650	\$ 0.2250
Fire-St-59	21510 Pinewood Street	Perris	92570		1,000		6,669	\$ 0.1650	\$ 0.2250
Fire-St-8	16533 Trisha Way	Riverside	92504		1,000		7,476	\$ 0.1300	\$ 0.2250
Facilities-CAC	4080 Lemon Street	Riverside	92501		10,000		150	\$ 0.3000	\$ 0.6550
Fire-St-38	5721 Mission Blvd	Rubidoux	92509		1,000		4,844	\$ 0.1400	\$ 0.2250
Fire-St-84	30650 Pauba Road	Temecula	92592	500		6,228		\$ 0.1650	\$ 0.2500
Fire-St-84	30650 Pauba Road	Temecula	92592		500		7,310	\$ 0.1650	\$ 0.2500

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 DOWNS ENERGY

Fire--St-96	37700 Glen Oaks Road	Temecula	92592		500		2,430	\$ 0.1650	\$ 0.2500
Fire-St-34	32665 Haddock Street	Winchester	92596		1,000		7,447	\$ 0.2050	\$ 0.2500

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 DOWNS ENERGY

2. Transport Services Full Truck Loads

Location	Address	City	Zip	Unleaded Tank Size	Diesel Tank Size	Unleaded Estimated Annual Usage	Diesel Estimated Annual Usage	Differential Per 2011 Bid	Differential Reduction for Net 15 Terms	Current Net Differential	New Differential
Hemet Unified School District	2350 W. Latham Ave.	Hemet	92545		12,000		183,089	\$ 0.0386	\$ -	\$ 0.0386	\$ 0.04861
Corona Unified School District	300 Buena Vista	Corona		20,000		90,000		\$ 0.0018		\$ 0.0018	\$ 0.02500
City of Palm Springs	425 N. Civic Drive	Palm Springs		(2) 10,000		71,326		\$ 0.0148		\$ 0.0148	\$ 0.04950
City of Palm Springs	425 N. Civic Drive	Palm Springs			5,000		10,118	\$ 0.0569		\$ 0.0569	\$ 0.06686
Fleet	1628 S. Hargrave Street	Banning	92220	20,000		104,000		\$ 0.0076	\$ (0.0040)	\$ 0.0036	\$ 0.02950
Fleet	1628 S. Hargrave Street	Banning	92220		6,000		34,000	\$ 0.0297	\$ (0.0040)	\$ 0.0257	\$ 0.03570
Fleet	226 W Banard	Blythe	92225	(2) 12,000		64,000		\$ 0.0680	\$ (0.0040)	\$ 0.0640	\$ 0.09000
Fleet	50208 Main Street	Cabazon	92230	(2) 12,000		183,000		\$ 0.0100	\$ (0.0040)	\$ 0.0060	\$ 0.03000
Fleet	824 N. State Street	Hemet	92543	(1) 10,000 (1) 15,000		237,000		\$ 0.0082	\$ (0.0040)	\$ 0.0042	\$ 0.03000
Fleet	82-775 Plaza Ave.	Indio	92201	(2) 12,000		427,000		\$ 0.0310	\$ (0.0040)	\$ 0.0270	\$ 0.05000
Fleet	25241 Cottonwood Ave.	Moreno Valley	92553	15,000		275,000		\$ (0.0002)	\$ (0.0040)	\$ (0.0042)	\$ 0.00578
Fleet	25241 Cottonwood Ave.	Moreno Valley	92553	8,000					\$ (0.0040)	\$ (0.0040)	\$ 0.00600

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 DOWNS ENERGY

Fleet	30755 Auld Road	Murrieta	92563	(2) 12,000		314,000		\$ 0.0072	\$ (0.0040)	\$ 0.0032	\$ 0.01320
Fleet	73-700 Gerald Ford Avenue	Palm Desert	92211	12,000		185,000		\$ 0.0284	\$ (0.0040)	\$ 0.0244	\$ 0.05200
Fleet	308 E San Jacinto Blvd	Perris	92570	(2) 12,000		287,000		\$ 0.0134	\$ (0.0040)	\$ 0.0094	\$ 0.01938
Fleet	4293 Orange Street T02	Riverside	92504	(1) 12,000 (1) 15,000		330,000		\$ (0.0044)	\$ (0.0040)	\$ (0.0084)	\$ 0.00158
Fleet	4066 County Circle T12	Riverside	92503	10,000		200,000		\$ (0.0002)	\$ (0.0040)	\$ (0.0042)	\$ 0.00578
Fleet	5293 Mission Blvd. T17	Rubidoux	92509	(2) 12,000		276,000		\$ (0.0044)	\$ (0.0040)	\$ (0.0084)	\$ 0.00158
Fleet	86-628 Airport Blvd	Thermal	92274	12,000		150,000		\$ 0.0350	\$ (0.0040)	\$ 0.0310	\$ 0.05500

3. Card-lock / Fuel Cards

a. Current differential of \$.0785 (\$.0825 as originally bid, less the Net 15 payment differential of \$.004)

The County does not guarantee any amount of products or services to any vendor or vendors.

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 DOWNS ENERGY

4. CFN County Locations

City	State	Zip	Store Name	Brand	Address	Hwy	Exit	24 Hr	18-Whl	Diesel	Bio Diesel	E85	Maint	P@P	Phone	Site #	CFN ID
BANNING	CA	92220	POMA BANNING - CA	Unbranded	5860 JOSHUA PALMER W	I 10		Y	Y	Y					909-421-2280	865732	5144
BLYTHE	CA	92225	BLYTHE - CA	Unbranded	10955 SEELEY AVENUE					Y					123-123-1234	866306	590
BLYTHE	CA	92225	BLYTHE -CA	Unbranded	3504 W. HOBSON WAY					Y					123-123-1234	869477	4397
BLYTHE	CA	92225	BLYTHE -CA	Unbranded	945 E HOBSONWAY					Y					123-123-1234	869576	4504
BLYTHE	CA	92225	BLYTHE - CA	Mobil	1900 EAST HOBSONWAY					Y				Y	123-123-1234	868448	2989
CABAZON	CA	92230	CABAZON-CA	Unbranded	50876 SEMINOLE	I-10	106	Y	Y	Y				Y	951-849-7083	865827	98
CALIMESA	CA	92320	CALIMESA - CA	Shell	33928 COUNTY LINE RD	I-10	87	Y	Y	Y				Y	909-795-7199	867120	1453
COACHELLA	CA	92236	COACHELLA - CA	Unbranded	85119 LEOCO LANE					Y					123-123-1234	865767	37
CORONA	CA	92879	DOWNS ENERGY	Unbranded	1296 MAGNOLIA AVENUE	I-15		Y	Y	Y	Y				951-737-9866	865759	29
CORONA	CA	92879	DOWNS ENERGY	Unbranded	1296 MAGNOLIA AVE	I 15		Y	Y	Y					951-737-9866	865798	68
CORONA	CA	92880	DOWNS ENERGY	Unbranded	1950 RAILROAD STREET	CA-91		Y	Y	Y					951-737-9866	866302	586
HEMET	CA	92545	HEMET VALERO	Valero	1701 W FLORIDA AVE			Y						Y	951-634-2291	696204	5668
INDIO	CA	92201	INDIO - CA	Unbranded	45242 COMMERCE	I-10	144	Y	Y	Y				Y	760-347-3750	865822	93
LAKE ELSINORE	CA	92530	DOWNS ENERGY	Unbranded	501 NORTH SPRING ST.	I 15		Y	Y	Y					951-737-9866	865806	76
LAKEVIEW	CA	92567	LAKEVIEW - CA	Unbranded	19560 LAKEVIEW AVE.					Y					123-123-1234	867593	1962
MIRA LOMA	CA	91752	POMA MIRA LOMA - CA	Unbranded	11074 INLAND AVENUE	I 60		Y	Y	Y					909-421-2280	866866	1178
PALM SPRINGS	CA	92264	PALM SPRINGS - CA	Unbranded	145 S. GENE AUTRY					Y					123-123-1234	866381	667

COUNTY OF RIVERSIDE
 AMENDMENT NO.6 TO THE AGREEMENT
 WITH
 DOWNS ENERGY

PERRIS	CA	92570	PERRIS - CA	Unbranded	240 E 1ST STREET	I-215	18	Y	Y	Y				Y	951-657-2350	865824	95
PERRIS	CA	92571	THE TRAVEL ZONE	Unbranded	23261 CAJALCO EXPY	I-215	22	Y	Y	Y				Y	951-940-9246	675911	5278
PERRIS	CA	92571	THE TRAVEL ZONE	Unbranded	23261 CAJALCO			Y	Y	Y					760-804-8460	892956	5165
RIVERSIDE	CA	92507	DOWNS ENERGY- DIESEL ONLY	Unbranded	6171 QUAIL VALLEY COURT			Y	Y	Y				Y	602-286-1654	203659	5694
RIVERSIDE	CA	92507	POMA RIVERSIDE - CA	Unbranded	3020 E. LA CADENA	I 215		Y	Y	Y					909-421-2280	865737	6
RIVERSIDE	CA	92509	RIVERSIDE - CA	Unbranded	5840 20th Street										123-123-1234	869147	4006
RIVERSIDE	CA	92509	JURUPA DAIRY	Unbranded	9775 JURUPA RD				Y	Y					951-685-9181	868658	3347
SALTON CITY	CA	92274	SALTON SEA - CA	Unbranded	3095 W HWY 86			Y	Y	Y				Y	123-123-1234	880018	4541
SUN CITY	CA	92586	SUN CITY - CA	Unbranded	27181 MC CALL BLVD.	I-215	12	Y	Y	Y				Y	951-679-8668	867094	1426
TEMECULA	CA	92590	DOWNS ENERGY	Unbranded	27985 DIAZ ROAD	I 15		Y	Y	Y					951-737-9866	866629	929