

ABHR

City of League City
Received

SEP 30 2024

Office of
City Secretary

HOUSTON
3200 Southwest Freeway,
Suite 2600
Houston, TX 77027
(713) 860-6400

Hope Palmer
Legal Assistant
hpalmer@abhr.com
(713) 860-6459

September 20, 2024

Ms. Diana Stapp
City Secretary
City of League City
300 W. Walker St.
League City, Texas 77573

Re: Galveston County Municipal Utility District No. 36

Dear Ms. Stapp:

Enclosed please find a Utility Conveyance and Security Agreement for each of the following projects for acceptance by the City of League City (the "City"):

- Sanitary sewer, water line, drainage facilities, paving, lift station, and force main to serve Westland Ranch Sections 1, 3, and 6, and Muldoon Parkway and Maple Leaf Drive extension; and
- Water, sanitary sewer, and drainage facilities to serve Westland Ranch Section 2

Please add acceptance of these Agreements to the City Council agenda for approval as soon as possible. Following acceptance and execution by the City, please return the Agreements to me for recordation.

Should you have any questions, please feel free to call me at the above number.

Sincerely,
Hope Palmer
Legal Assistant



Enclosure

CC without enclosure:

Mr. Kyle Kern, DEC, via email at kyle.kern@decorp.com

1218414

CENTRAL TEXAS
919 Congress Avenue, Suite 1500
Austin, TX 78701
(512) 518-2424

NORTH TEXAS
4514 Cole Avenue, Suite 1450
Dallas, TX 75205
(972) 823-0800

abhr.com

UTILITY CONVEYANCE AND SECURITY AGREEMENT

STATE OF TEXAS

§

KNOW ALL PERSONS BY THESE PRESENTS:

COUNTY OF GALVESTON

§

Galveston County Municipal Utility District No. 36 (the "District") has constructed certain improvements, structures, and facilities designed to provide water, wastewater, and drainage to serve areas within the District's boundaries and the boundaries of the City of League City, Texas (the "City"). For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the District does hereby convey, transfer, and deliver to the City, its successors and assigns those certain facilities described as follows:

Those certain facilities constructed to date on behalf of the District pursuant to the construction contract for the water, sanitary sewer, and drainage facilities to serve Westland Ranch Section 2 between the District and R. Construction Company in the original amount of \$1,464,706.40 (DEC Job No. 4869-25), and together with any improvements, structures, storm sewer mains, plants, service pumps, storage reservoirs, electrical equipment, plant equipment, distribution lines, collection lines, water mains, lift stations, meters, valves, pipes, fittings, connections, meter boxes, laterals, easements, rights-of-way, licenses, and operating rights (collectively, the "Facilities").

The District constructed the Facilities and is conveying the Facilities to the City pursuant to the Utility Agreement by and between the City, the District, and Forestar (USA) Real Estate Group, Inc. (the "Utility Agreement"). Section 1.03 of the Utility Agreement requires that the System (as defined therein) be conveyed to the City for ownership, operation and maintenance, subject to a security interest retained by the District.

The District hereby reserves a security interest in the Facilities, more particularly described in Section 6.01 of the Utility Agreement, to secure the performance of the City's obligations under the Utility Agreement. The District reserves said security interest under Texas law.

The District hereby reserves the full capacity of the Facilities.

The District hereby assigns to the City all rights, maintenance bonds, warranties and manufacturer's warranties, if any, owned or acquired by the District for the Facilities.

The City hereby agrees by its acceptance of this conveyance to operate and maintain the Facilities in accordance with the terms of the Utility Agreement.

IN WITNESS WHEREOF, this conveyance is executed on this 29th day of August, 2024.

GALVESTON COUNTY MUNICIPAL
UTILITY DISTRICT NO. 36

By: Patricia A. Smith

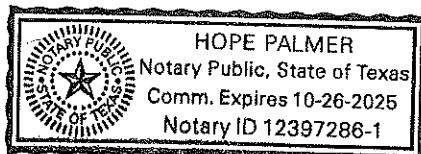
President, Board of Directors

ATTEST:

By: Connie L. Cole
Secretary, Board of Directors

THE STATE OF TEXAS
COUNTY OF GALVESTON

This instrument was acknowledged before me on the 29th day of August, 2024,
by Kathy Lee - Faulk as President and Tammie Creek as
Secretary of the Board of Directors of Galveston County Municipal Utility
District No. 36, a political subdivision of the State of Texas, on behalf of said political
subdivision.



Marge Pal
Notary Public, State of Texas

(NOTARY SEAL)

In accordance with the Utility Agreement, as defined above, and the authorization by City Council of the City of League City, Texas (the "City") on _____, 2024, the City hereby accepts this Utility Conveyance and Security Agreement on this _____ day of _____, 2024.

CITY OF LEAGUE CITY, TEXAS

Mayor

ATTEST:

City Secretary

THE STATE OF TEXAS §
COUNTY OF GALVESTON §

This instrument was acknowledged before me on the _____ day of _____, 2024, by _____ as Mayor of the City of League City, Texas, on behalf of said City.

Notary Public, State of Texas

(NOTARY SEAL)

AFTER RECORDING RETURN TO: Hope Palmer, Allen Boone Humphries Robinson LLP, 3200 Southwest Freeway, Suite 2600, Houston, TX 77027.