

ALLEN BOONE HUMPHRIES ROBINSON LLP

ATTORNEYS AT LAW

PHOENIX TOWER
3200 SOUTHWEST FREEWAY
SUITE 2600
HOUSTON, TEXAS 77027
TEL (713) 860-6400
FAX (713) 860-6401
abhr.com

Direct Line: (713) 860-6459

Direct Fax: (713) 860-6659

hjeffers@abhr.com

Hope Jeffers
Legal Assistant

March 21, 2018

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

Re: Galveston County Municipal Utility District No. 45 (the "District")

Dear Ms. Stapp:

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

- 12-inch water and 12-inch sanitary sewer extension crossing South Shore Boulevard and F.M. 646

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

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

Sincerely,



Hope Jeffers
Legal Assistant

Enclosure

[illegible]

STATE OF TEXAS §
 § KNOW ALL PERSONS BY THESE PRESENTS:
COUNTY OF GALVESTON §

Galveston County Municipal Utility District No. 45 (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 12-inch water and 12-inch sanitary sewer extension crossing South Shore Boulevard and F.M. 646 between the District and Tegrity Contractors, Inc. in the original amount of \$106,556.56 (Job No. 4341-99), 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, operating rights and all other property therein whether real, personal or mixed, owned by the District in connection with the facilities being conveyed hereby (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 League City Investors, Ltd. (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 6th day of March, 2018.

GALVESTON COUNTY MUNICIPAL UTILITY
DISTRICT NO. 45

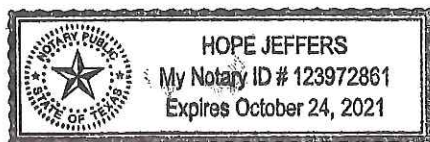
By: [Signature]
Vice President, Board of Directors

ATTEST:

By: [Signature]
Asst. Secretary, Board of Directors

THE STATE OF TEXAS §
 §
COUNTY OF GALVESTON §

This instrument was acknowledged before me on the 6th day of March, 2018, by Linda Duryea as Vice Pres. and Kevin Moore as Asst. Sec. of the Board of Directors of Galveston County Municipal Utility District No. 45, a political subdivision of the State of Texas, on behalf of said political subdivision.



(NOTARY SEAL)

[Signature]
Notary Public, State of Texas

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 September 23, 2003, the City hereby accepts this Utility Conveyance and Security Agreement on this ____ day of _____, 2018.

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 _____, 2018, 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 Jeffers, Allen Boone Humphries Robinson LLP,
3200 Southwest Freeway, Suite 2600, Houston, TX 77027.