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MELISSA P. KILPATRICK
SENIOR COUNSEL

May 13, 2019

City Secretary's Office
The City of League City
300 W Walker
League City, Texas 77573

Re: Galveston County Municipal Utility District No. 44 (the "District")

Dear Ms. Stapp:

Enclosed please find six (6) Utility Conveyance and Security Agreements for the following projects:

1. Water, Sanitary Sewer, and Drainage Facilities to serve Tuscan Lakes Development SF 50-5 SE; and
2. Water, Sanitary Sewer, and Drainage Facilities to serve The Village at Tuscan Lakes Section Three, Phase Two.

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. I will provide recorded copies once available.

Thank you for your assistance and please contact me with any questions.

Very truly yours,

Amy Mahanay
Legal Assistant

Enclosures

cc: Mr. J. Davis Bonham, Jr. (firm)

UTILITY CONVEYANCE AND SECURITY AGREEMENT

STATE OF TEXAS

KNOW ALL PERSONS BY THESE PRESENTS:

COUNTY OF GALVESTON

Galveston County Municipal Utility District No. 44 (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 Tuscan Lakes SF 50-5 SE (LJA Job No. 1788-5050D (11.1)), which facilities are located inside the boundaries of the District, 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 the Johnson Development Corporation (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 1 day of May, 2019.

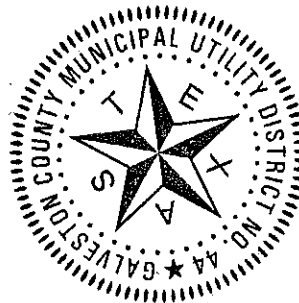
GALVESTON COUNTY MUNICIPAL UTILITY
DISTRICT NO. 44

By: Joseph A. Ferro
Joseph A. Ferro
President, Board of Directors

ATTEST:

By: W.E. White
W.E. White
Secretary, Board of Directors

(SEAL)



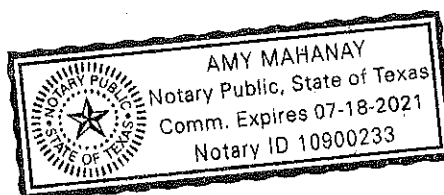
THE STATE OF TEXAS

COUNTY OF GALVESTON

This instrument was acknowledged before me on the 1 day of May, 2019, by Joseph A. Ferro, as President, and W.E. White, as Secretary, of the Board of Directors of Galveston County Municipal Utility District No. 44, a political subdivision of the State of Texas, on behalf of said political subdivision.

Amy Mahanay
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 _____, 2019, the City hereby accepts this Utility Conveyance and Security Agreement on this ____ day of _____, 2019.

CITY OF LEAGUE CITY, TEXAS

Pat Hallisey
Mayor

ATTEST:

Diana Stapp
City Secretary

THE STATE OF TEXAS

COUNTY OF GALVESTON

This instrument was acknowledged before me on the ____ day of _____, 2019, by Pat Hallisey 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:
Smith, Murdaugh, Little & Bonham, L.L.P.
2727 Allen Parkway, Suite 1100
Houston, Texas 77019

UTILITY CONVEYANCE AND SECURITY AGREEMENT

STATE OF TEXAS

KNOW ALL PERSONS BY THESE PRESENTS:

COUNTY OF GALVESTON

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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 The Village at Tuscan Lakes, Section Four, Phase Two (LJA Job No. 1549-0206D (11.2)), which facilities are located inside the boundaries of the District, 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 the Johnson Development Corporation (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 7 day of May, 2019.

GALVESTON COUNTY MUNICIPAL UTILITY
DISTRICT NO. 44

By: Joseph A. Ferro
Joseph A. Ferro
President, Board of Directors

ATTEST:

By: W. E. White
W. E. White
Secretary, Board of Directors

(SEAL)



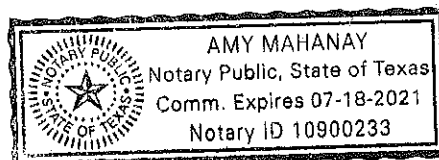
THE STATE OF TEXAS

COUNTY OF GALVESTON

This instrument was acknowledged before me on the 7 day of May, 2019, by Joseph A. Ferro, as President, and W.E. White, as Secretary, of the Board of Directors of Galveston County Municipal Utility District No. 44, a political subdivision of the State of Texas, on behalf of said political subdivision.

Amy Mahanay
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 _____, 2019, the City hereby accepts this Utility Conveyance and Security Agreement on this ____ day of _____, 2019.

CITY OF LEAGUE CITY, TEXAS

Pat Hallisey
Mayor

ATTEST:

Diana Stapp
City Secretary

THE STATE OF TEXAS

COUNTY OF GALVESTON

This instrument was acknowledged before me on the _____ day of _____, 2019, by Pat Hallisey 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:
Smith, Murdaugh, Little & Bonham, L.L.P.
2727 Allen Parkway, Suite 1100
Houston, Texas 77019



Village at Tuscan Lakes Section 4 Phase 2



February 26, 2014
City of League City - GIS Department

The City of League City makes no claims
to the accuracy of the map.
It is intended for demonstrational purposes only.

