



Control Number: 43572



Item Number: 27

Addendum StartPage: 0

House Bill (HB) 1600 and Senate Bill (SB) 567 83rd
Legislature, Regular Session, transferred the functions
relating to the economic regulation of water and sewer
utilities from the TCEQ to the PUC effective
September 1, 2014

LAW OFFICES OF
LOUIS T. ROSENBERG, P.C.
A PROFESSIONAL CORPORATION

43572

LOUIS T. ROSENBERG
Attorneys and Counselors at Law

ROBERT L. WILSON, III
Attorneys and Counselors at Law

De Mazieres Building
322 Martinez Street
San Antonio, Texas 78205
Phone (210) 225-5454
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E-mail: firm@ltrlaw.com
Website: www.ltrlaw.com

SONIA CANTU ROSENBERG
Office Manager/Paralegal

SHELLI L. BAKER
Sr. Admin. Assist./Paralegal

September 15, 2005

Ronald J. Freeman, Esq.
Freeman & Corbett, LLP
8500 Bluffstone Cove, Suite B-104
Austin, Texas 78759

Via Federal Express

RE: SOAH Docket No. 582-03-3725; TCEQ Docket No. 2003-0664-UCR, *In Re: The Application of Bexar Metropolitan Water District To Amend Water CCN No. 10675 in Bexar County*, Before the State Office of Administrative Hearings

Dear Ron:

Please be advised that I intend to use the following documents as Exhibits at the time of hearing on Bitterblue's Motion to Intervene, which you filed in the above-referenced case:

- Exhibit F:** *Articles of Incorporation of Bitter Blue, Inc.;*
- Exhibit G:** *Group of letters exchanged by and between BexarMet and Bitterblue with respect to the provision of water service to the proposed service area;¹*
- Exhibit H:** *Articles of Incorporation of Denton Development Company, Inc.;*
- Exhibit I:** *September 10, 2003 correspondence from Laddie Denton to Mike Albach;*
- Exhibit J:** *"Red-Lined Draft" of "Lease, Well Construction and Wholesale Water Sales Agreement" between Agua Development, LLC and BexarMet;*
- Exhibit K:** *Agenda from the September 13, 2005 Meeting of SAWS Board of Trustees; and*
- Exhibit L:** *Newspaper Article from San Antonio Express News entitled "SAWS Agrees to Serve Disputed Tract."*

Each of these documents are attached hereto for your review prior to the hearing. Of course, BexarMet also reserves the right to use all documents attached to the Response in Opposition, which I previously filed and served on all parties.

¹ Each of these letters were included as part of *Exhibit 5* to BexarMet's direct, pre-filed case.

31

Thank you for your attention to this matter. Should you need to reach me at any time prior to Monday's hearing, please call 210/618-6865.

Sincerely,

LAW OFFICES OF LOUIS T. ROSENBERG, P.C.



Robert L. Wilson III

CC: Service List (Via 1st Class Mail)

F. Gilbert Olivares, Esq., General Manager
Bexar Metropolitan Water District

Exhibit F

9 9 1 3 2 0 0 1 2 7 2

ARTICLES OF INCORPORATION
OF
BITTER BLUE, INC.

FILED
In the Office of the
Secretary of State of Texas

SEP 27 1990

Corporations Section

ARTICLE 1

The name of the corporation is Bitter Blue, Inc. (the "Corporation").

ARTICLE 2

The period of its duration is perpetual.

ARTICLE 3

The Corporation is organized to transact any and all lawful business for which a corporation may be incorporated under the Texas Business Corporation Act (the "Act").

ARTICLE 4

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 of the par value of Ten Cents (\$0.10) each.

ARTICLE 5

The Corporation will not commence business until it has received consideration of the value of One Thousand Dollars (\$1,000.00) consisting of money, labor done or property actually received, for the issuance of its shares.

ARTICLE 6

The street address of its initial registered office is 3330 Oakwell Court, Suite 205, San Antonio, Texas 78218, and the name of its initial registered agent at this address is William E. Powell.

ARTICLE 7

The number of initial Directors is two (2). The name and addresses of the Directors are: William E. Powell and Lloyd A. Denton, Jr., both at 3330 Oakwell Court, Suite 205, San Antonio,

Texas 78218.

ARTICLE 8

The name and address of the Incorporator of the Corporation is: Michael L. Kreager, 660 N. Main, Suite 300, San Antonio, Texas 78205.

ARTICLE 9

The shareholders of the Corporation shall not be entitled to cumulate their votes in the election of Directors.

ARTICLE 10

No director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director for:

- (1) a breach of a director's duty of loyalty to the Corporation or its shareholders;
- (2) an act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (4) an act or omission for which the liability of a director is expressly provided for by statute.

ARTICLE 11

Any action required under the Texas Business Corporation Act to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of

7 0 | 2 9 0 0 | 9 7 4

votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of September, 1990.

Mike Kreager
Michael L. Kreager, Incorporator

a. T Code ☒ 13196 Franchise ☐ 16196 Bank

**TEXAS FRANCHISE TAX
PUBLIC INFORMATION REPORT**

MUST be filed to satisfy franchise tax requirements

Corporation name and address

BITTERBLUE, INC.
11 LYNN BATTS LANE, SUITE 100
SAN ANTONIO TX 78218

b. ■

Do not write in the space above

c. Taxpayer identification number
30114206961

d. Report year
2004

e. PIR / IND ☐ 1, 2, 3, 4

Secretary of State file number or, if none,
Comptroller unchartered number

Item k on Franchise Tax Report,
Form 05-142 0116774000

If the preprinted information is not correct, please type or print the correct information.

The following information MUST be provided for the Secretary of State (SOS) by each corporation or limited liability company that files a Texas Corporation Franchise Tax Report. Use additional sheets for Sections A, B, and C, if necessary. The information will be available for public inspection.

☒ Check here if there are currently no changes to the information preprinted in Section A of this report. Then, complete Sections B and C.

Please sign below!

Officer and director information is reported as of the date a Public Information Report is completed. The information is updated annually as part of the franchise tax report. There is no requirement or procedure for supplementing the information as officers and directors change throughout the year

Corporation's principal office
11 LYNN BATTS LANE, SUITE 100 SAN ANTONIO TX 78218
Principal place of business
11 LYNN BATTS LANE, SUITE 100 SAN ANTONIO TX 78218

SECTION A. Name, title, and mailing address of each officer and director.

NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
WM. E. POWELL	VICE PRES./SECR.	<input type="checkbox"/> YES	
MAILING ADDRESS			
11 LYNN BATTS LANE, #100 SAN ANTONIO, TX 78218			
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
LLOYD A. DENTON, JR.	PRESIDENT/TREAS.	<input type="checkbox"/> YES	
MAILING ADDRESS			
11 LYNN BATTS LANE, #100 SAN ANTONIO, TX 78218			
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
		<input type="checkbox"/> YES	
MAILING ADDRESS			
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
		<input type="checkbox"/> YES	
MAILING ADDRESS			
NAME	TITLE	DIRECTOR	Term expiration (mm-dd-yyyy)
		<input type="checkbox"/> YES	
MAILING ADDRESS			

SECTION B. List each corporation or limited liability company, if any, in which this reporting corporation or limited liability company owns an interest of ten percent (10%) or more. Enter the information requested for each corporation or limited liability company.

Name of owned (subsidiary) corporation	State of incorporation	Texas SOS file number	Percentage interest
NONE			
Name of owned (subsidiary) corporation	State of incorporation	Texas SOS file number	Percentage interest

SECTION C. List each corporation or limited liability company, if any, that owns an interest of ten percent (10%) or more in this reporting corporation or limited liability company. Enter the information requested for each corporation or limited liability company.

Name of owning (parent) corporation	State of incorporation	Texas SOS file number	Percentage interest
WILLIAM E. POWELL CORPORATION	TX	1020029003	50.00
Registered agent and registered office currently on file. (See instructions if you need to make changes.)			
Agent: WILLIAM E. POWELL	<input type="checkbox"/> Check here if you need forms to change this information. Changes can also be made on-line at http://www.sos.state.tx.us/corp/sosda/index.shtml		
Office: 11 LYNN BATTS LANE, SUITE 100 SAN ANTONIO TX 78218			

I declare that the info. in this document and any attachments is true and correct to the best of my knowledge and belief, as of the date below, and that a copy of this report has been mailed to each person named in this report who is an officer or director and who is not currently employed by this corp. or limited liability company or a related corporation.

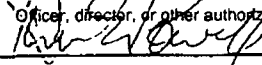
sign here  Officer, director, or other authorized person Title V.P. Date 10-14-04 Daytime phone (Area code & number) 210-828-6131

Exhibit G



April 30, 2004

Ms. Rose Abrego
Bexar Metropolitan Water District
2055 W. Malone
San Antonio, Texas 78225

Re: 772-Acre Tract
Borgfeld Road and Bulverde

Dear Ms. Abrego:

Please consider this letter a request for your review and assessment as to the availability of water service for the above referenced development.

The property is located along Borgfeld Road and Bulverde as shown on the attached map. It is anticipated that the property will be developed as a single-family residential development.

A Letter of Availability from your office is anticipated regarding this request. We appreciate your time and consideration in this matter.

Should additional information be required, please call.

Sincerely,
Pape-Dawson Engineers, Inc.

Cara Tackett, P.E.
Project Manager

Attachment

5953\00\Word\Letter\040430a1

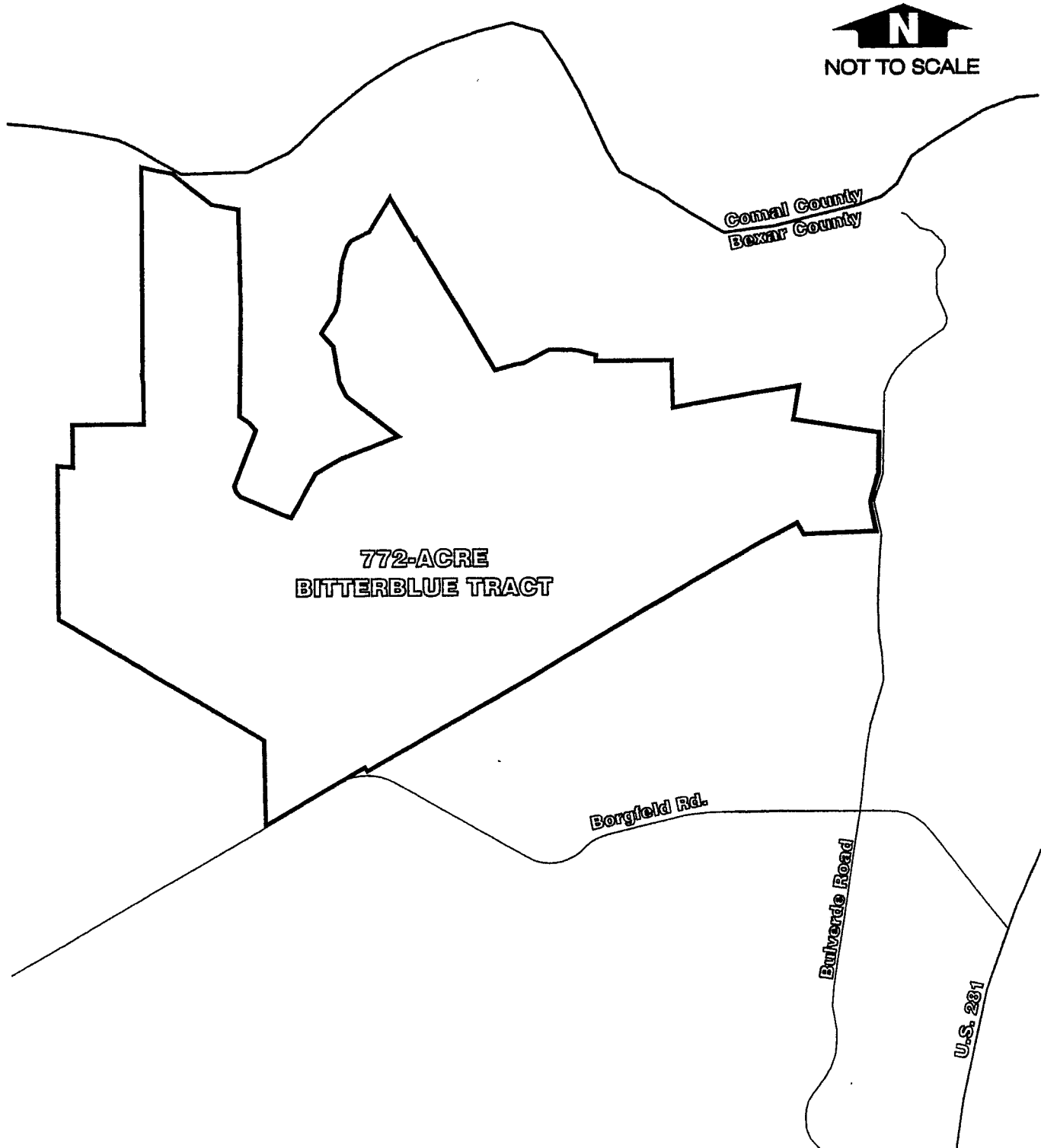
Mains & Services
RECEIVED

MAY 03 2004

Time: 12:00
Initial: C.R.

PAPE-DAWSON ENGINEERS, INC.

555 East Ramsey | San Antonio, Texas 78216 | Phone: 210.375.9000 | Fax: 210.375.9010 | info@pape-dawson.com



Pape-Dawson Engineers, Inc.

ROAD MAP

Date: Apr 30, 2004, 10:44am User ID: AFarris
File: P:\59\53\Design\Exhibits\RM5953.dwg

April 30, 2004

Ms. Rose Abrego
Bexar Metropolitan Water District
2055 W. Malone
San Antonio, Texas 78225

Re: 772-Acre Tract
Borgfeld Road and Bulverde

Dear Ms. Abrego:

Please consider this letter a request for your review and assessment as to the availability of water service for the above referenced development.

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A Letter of Availability from your office is anticipated regarding this request. We appreciate your time and consideration in this matter.

Should additional information be required, please call.

Sincerely,
Pape-Dawson Engineers, Inc.



Cara Tackett, P.E.
Project Manager

Attachment

5\53300\Word\Letter040430a1

PAPE-DAWSON ENGINEERS, INC.

555 East Ramsey | San Antonio, Texas 78215 | Phone 210 375 3000 | Fax 210 375 9010 | info@pape-dawson.com



Camel County
Baker County

772-ACRE
BITTERBLUE TRACT

Bergland Rd.

Edwards Road

U.S. 261

Pope-Dawson Engineers, Inc.

ROAD MAP

Date: May 20, 2014, 11:00 AM User ID: 1000000000
File: P:\2014\Bitterblue\Bitterblue.dwg

FAX

To: Rose Abrego
Fax: (210) 354-6593
Date: April 30, 2004
Re: 772-Acre Bitterblue Tract
 Availability of Water Service

05/04/03

OK to release letter of
 availability ONLY requires
 main Extension w/ Are protection
 May require production facility of st
 Total Pages (including Cover): 3 Special
 letter

Comments:

Please find attached a copy of the 772-Acre Bitterblue Tract Availability of Water Service Request. Original to follow by mail. If the one for you should have any questions or need any additional information, please feel free to call our office.

This is not in our CCN, as per
 Nick R. release the
 letter like
 If the one for
 Borgfield dex
 CH

Confidentiality Note. The information contained in this facsimile message is privileged and confidential and is intended only for the use of the addressee. If you have received this message in error, please notify us by telephone immediately so that we can arrange for the return of the original documents to us at no cost to you.

☒ For Approval ☐ For Your Use ☐ As Requested ☐ For Review and Comment

Herminia Castellanos
RECEIVED

MAY 04 2004

Time: _____
 Initial: _____

Nick Rodriguez
RECEIVED

MAY 03 2004

Time: 1:40 P.M.
 Initial: NR

Mains & Services
RECEIVED

APR 30 2004

Time: 1:35
 Initial: RA

From: Aubrey L. Farris, E.I.T.
For: Cara Tackett, P.E.
cc: FILE

Project No.: 5953-00

PAPE-DAWSON ENGINEERS, INC.

555 East Ramsey | San Antonio, Texas 78216 | Phone: 210.375.9000 | Fax 210 375 9010 | info@pape-dawson.com

FAX

To: Rose Abrego
Fax: (210) 354-6593
Date: April 30, 2004
Re: 772-Acre Bitterblue Tract
Availability of Water Service

Total Pages (including Cover): 3

Comments:

Please find attached a copy of the 772-Acre Bitterblue Tract Availability of Water Service Request. Original to follow by mail. If you should have any questions or need any additional information, please feel free to call our office.

Confidentiality Note. The information contained in this facsimile message is privileged and confidential and is intended only for the use of the addressee. If you have received this message in error, please notify us by telephone immediately so that we can arrange for the return of the original documents to us at no cost to you.

☒ **For Approval** ☐ **For Your Use** ☐ **As Requested** ☐ **For Review and Comment**

Mains & Services
RECEIVED

APR 30 2004

Time: 1:35
Initial: RA

From: Aubrey L. Farris, E.I.T.
For: Cara Tackett, P.E.
cc: FILE

Project No.: 5953-00

PAPE-DAWSON ENGINEERS, INC.

555 East Ramsey | San Antonio, Texas 78216 | Phone: 210.375.9000 | Fax: 210.375.9010 | info@pape-dawson.com

Denton Communities

...developing a difference

FAX TRANSMITTAL

TO: Mr. Carlos Rodriguez
BexarMet Water District
Via Facsimile 922-5152

DATE: April 5, 2004

FROM: Laddie Denton

RE: ***Your Letter of April 1, 2004***
Friesenhahn Tract – Water Service

Thank you for your letter and the discussion of the purveyance of water to the subject property. This response is much appreciated given the inherent urgency of defining the source and cost of supplying water for the tract. Please note the following questions and/or clarifications:

1. The Tract is 101 acres and current land plans contemplate 535 residences.
2. An additional 100-150 acres may be added to this tract in the future.
3. An overall land plan showing the subject tract, the tract that may be added in the future, and the Dym Tract (which has also requested service) will be sent to you this week for your reference.
4. Your letter makes reference to numerous potential requirements, conditions, alternatives, etc. Could you please:
 - A. Clarify and be specific as to requirements, sources, etc.
 - B. Quantify offsite requirements and/or extraordinary fees.

Note: We presume responsibility for typical onsite system costs and system impact fees; however, the structure, timing, and cost basis of the numerous items noted in your letter are not delineated. Our engineer will be in immediate contact with your agency as you so noted in your closing paragraph. To the degree you can narrow the questions or uncertainties noted above, your response would be greatly appreciated.

Thank you very much for your cooperation in this matter.

LAD:ss

Cc: \Mr. Gene Dawson, Jr., w/attachment (Via Facsimile)
\Mr. Noel Martin (Via Facsimile)

Including this cover sheet, this fax is comprised of 3 page(s).

#295

Denton Communities
...developing a difference.

MEMORANDUM

TO: Mr. Johnny Terrazas, District Chief Engineer, BexarMet
Via Courier

DATE: August 31, 2004

FROM: Laddie Denton

RE: ***Friesenhahn Tract, Borgfeld Road
Master Development Plan
Resolution on Water Service***

Johnnie A. Terrazas, P.E.
RECEIVED

AUG 31 2004

Time: _____
Initial: _____

Enclosed for your review are:

1. Copy of the Master Development Plan (MDP) for the above-referenced tract, as submitted to COSA on August 18, 2004;
2. Copy of the aerial of the tract with the MDP overlaid;
3. Copy of a letter received from BexarMet in response to our request for service; and,
4. Copy of my correspondence in response to #3 above, requesting explanation and specification of the basis of service (to date there has been no response).

At this point, we obviously need to determine our source and structure of water service or otherwise provide for service to the tract(s). Thus we need some proximate direction from BexarMet as to on what basis service would be provided.

We have had lengthy discussions with Agua, owner of the on-site well, regarding the well status and availability of capacity from this well through BexarMet or through certification. As a fail-safe, we are filing for a CCN for this tract, as well as Northern Bexar County tract with TCEQ since the certification and purveyor situation in this area remains unclear and uncertain.

So we don't all waste a lot of time, effort and expense, it would be most helpful if we could meet with you to ascertain whether there is an economically viable service alternative with BexarMet for this tract and area. Your most immediate consideration of this request would be greatly appreciated. We will be available for further discussion at your convenience. Thank you.

LAD: ss

Attachments: as stated above

Cc: Mr. Jon Adame (Via Facsimile)
Mr. Larry Bittle (w/Master Plan, Via Courier)
Mr. Gene Dawson, Jr. (Via Facsimile)
Mr. Rick Wood (Via Facsimile)

Mains & Services
RECEIVED

SEP 01 2004

Time: 8:00
Initial: MD



"PRV May be Reg"
 OK for release letter of availability
 only. Will req. 16" Main Denton Communities
 Extension of fire protection along. developing a difference
 Canyon Golf Rd. 16" main along
 frontage of Borgfeld dr. & Main
 Ext. Within development.

FAX TRANSMITTAL

Plot # 295
 450. F.F.

1260 / 1210
 1400 zone. HGL.

TO: Mr. Nicolas Rodriguez
 Supervisor of Engineering, BexarMet Water District
 Via Facsimile 922-5152

DATE: December 9, 2003

FROM: Laddie Denton

RE: **Provision of Water Service to the Friesenhahn Tract (93 acres)**

Outside of CEN
 (on Mc Guire?)

$$\begin{aligned} (1520 - (1260 + 16)) \times 4.335 &= 105.77 \text{ psi. } @ 2^{\text{nd}} \text{ Level Shwr.} \\ (1520 - 1210) \times 4.335 &= 134.39 \text{ psi. } H \\ (1520 - 1260) \times 4.335 &= 112.71 \text{ psi. } L. \end{aligned}$$

Pursuant to our meeting of December 5, 2003, this correspondence is our official request to BexarMet to provide water service to the Friesenhahn Tract. The parameters for the development of this tract are:

1. Size of Tract: 93 acres
2. Service Requirement: approximately 400 EDUs
3. Probable Main Alignment: Extension of Canyon Golf Road
4. Time Frame: Begin development in 18-24 months.

Mains & Services
RECEIVED

DEC 10 2003

Time: 9:30
 Initial: EA

Requested Response from BexarMet:

1. Commitment to provide service in the capacity and time frame proposed above.
2. Specification of the route(s) required for conveyance.
3. Specification of developer requirements, including:
 - A. Facilities
 - B. Impact Fees
 - C. Infrastructure
 - D. Other

Nick Rodriguez
RECEIVED

DEC 10 2003

Time: 11:05 A.M.
 Initial: [Signature]

DEC 10 2003

RECEIVED

Mains & Services

Including this cover sheet, this fax is comprised of **(3)** page(s).

CONFIDENTIALITY NOTICE

THE PAGES OF THIS FAX TRANSMISSION CONTAIN CONFIDENTIAL INFORMATION INTENDED ONLY FOR USE OF THE INDIVIDUAL OR ENTITY NAMED. IF YOU ARE NOT THE INTENDED RECIPIENT, ANY REVIEW, DISTRIBUTION, DISSEMINATION, COPYING OR OTHER USE OF THIS TRANSMISSION IS PROHIBITED. IF YOU HAVE RECEIVED THIS TRANSMISSION IN ERROR, PLEASE NOTIFY US AT ONCE AT THE NUMBER SHOWN BELOW SO WE CAN ARRANGE TO RETRIEVE THE TRANSMISSION AT OUR COST.

Mr. Nicolas Rodriguez

December 9, 2003

RE: *Provision of Water Service to the Friesenhahn Tract (93 acres)*

4. If applicable, specification as to requirements and easements required for the existing water well (and future wells, if any), inclusive of:
 - A. Access
 - B. Conveyance
 - C. Three-phase electric
 - D. Land planning constraints
 - E. Other

Thank you for a most informative meeting on Friday. Your most immediate response and/or direction on the above items would be greatly appreciated.

Attached is a sketch of the Friesenhahn Tract -- a survey will be sent to you this week. Please advise any additional information you may need from us.

Thank you.

LAD:ss

Cc: Mr. Mike Albach (Via Facsimile 922-5152)
Mr. Felix Bernal (Via Facsimile)
Mr. Larry Bittle (Via Facsimile)
Mr. David Potter (Via Facsimile)
Mr. Johnny Terrazas (Via Facsimile)
Mr. Rick Wood (Via Facsimile)

DOEE
50-00
145



April 1, 2004

Visit our website
www.bexarmet.org

Denton Communities/Bitterblue, Inc.
Attn: Laddie Denton
11 Lynn Batts Lane, Suite 100
San Antonio, Texas 78218

Thomas C. Moreno
General Manager/CEO

Re: Friesenhahn Tract (93Acres)

BOARD OF DIRECTORS

John A. Longoria
President

Dean H. Perry
Vice President

Jim Lopez
Secretary

Jose Gallegos, Jr.
Treasurer

Herman E. Sanchez
Director

Ysidro Solis
Director

Victor V. Villarreal
Director

Executive Offices
2047 W. Malone
San Antonio, Texas 78225
Phone: (210) 354-6500
Fax: (210) 922-5152

Northwest Branch
9823 Marbach
San Antonio, Texas 78245
Phone: (210) 670-3100
Fax: (210) 673-3404

South Branch
2706 W. Southcross
San Antonio, Texas 78211
P.O. Box 245994
San Antonio, Texas 78224-5994
Phone: (210) 922-1221
Fax: (210) 922-1894

Dear Developer:

Bexar Metropolitan Water District ("BexarMet") hereby acknowledges your request regarding the availability of water service for the above referenced proposed development (the "Development"). The proposed location of your Development is within the certificated area ("CCN") of BexarMet, and water service, therefore, will be available upon compliance with all the Texas Commission on Environmental Quality's ("TCEQ") and BexarMet's applicable rules, regulations, policies and procedures, particularly those applicable to developers' new development, and the timely payment of all applicable fees and cost reimbursals (which may include impact fees and reimbursement for the cost of full frontage main extensions).

Please understand that water service to your Development may require, as a minimum, your construction and contribution/dedication of the Development's entire distribution and fire protection system (i.e., all mains, service lines, connections and fire hydrants within the Development), and could additionally require, among other things, your construction and contribution/ dedication of necessary water production and storage facilities (i.e., wells, pumps, storage tanks, etc.) and the contribution/dedication of their sites and even, in some cases, the contribution of water resources. These will be determined as the review process proceeds.

Taking a quick look at your Development, it appears that, along with the construction and the contribution/dedication of the Development's distribution and fire protection service, the following will definitely be needed: **This project will require a main extension with fire protection to serve your development, and also may require your participation on a water production and storage facility.**

Denton Communities
Attn: Laddie Denton
Page 2

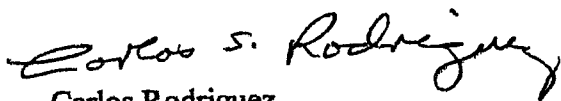
The above list is only preliminary and is not complete. It is subject to change. It does not include the other requirements of the TCEQ's and/or BexarMet's rules, regulations, policies and procedures that might be applicable to your Development and which, therefore, will be required and which are also subject to change.

This letter is not to be taken as a contract, commitment, agreement, registration, permit, license or approval of the Development.

Your next steps are (i) to review the enclosed Subdivision Guidelines and the Developer/Contractor Procedures for Water Main Installation; (ii) contact our Mains and Services department (354-6561) to purchase/review the CD containing the Bexar Metropolitan Water District Standards and Specifications; then (iii) make an appointment with our Mains and Service's Department to further review your project.

Sincerely,

BEXARMET WATER DISTRICT



Carlos Rodriguez
Mains & Services Supervisor

cc. Mr. Noel Martin, Engineering Tech.



September 16, 2004

Mr. Laddie Denton
Denton Communities
11 Lynn Batts Lane
San Antonio, Texas 78218

M95
Copy

Re: **Friesenhahn Tract - Question of Service**

Visit our website
www.bexarmet.org

Dear Mr. Denton:

In pursuant to your letter dated September 15, 2004 requesting water service to the above referenced tract, I will reiterate what I told Mr. Daniel D. Kossel, PE, Vice President at our first meeting. BexarMet at the time of our meeting had capacity to serve an additional 895 lots more or less. BexarMet from the start has had the capacity to provide water service to your development. BexarMet now with the construction of the new well at Wild Turkey Production facility has the capacity to serve 2495 lots as per TCEQ requirements.

Thomas C. Moreno
General Manager/CEO

BOARD OF DIRECTORS

John A. Longoria
President

Dean H. Perry
Vice President

Jim Lopez
Secretary

Jose Gallegos, Jr.
Treasurer

Herman E. Sanchez
Director

Ysidro Solis
Director

Victor V. Villarreal
Director

Mr. Denton, we can serve your tract right now without having to upgrade any of our water production facilities. To deliver and serve your tract a 16" ductile iron approach water main will need to be constructed from our existing 16" water main that currently stops at proposed Canyon Golf Road near Quiet Rapids to your tract. Canyon Springs Subdivision, just south of your development, is currently proposing to extend an additional section of 16" water main approximately 1,542' north from its current location with the extension of Canyon Golf Road. Coordination with the developer & engineer for Canyon Springs is encouraged.

Engineered plans for the approach water main will need to be submitted to BexarMet. Our engineering department will process them in a timely manner. Please, have your engineer contact BexarMet to discuss the alignment of this approach water main.

If I can be of any assistance, please feel free to call me at 210-357-5708.

Sincerely,
BexarMet Water District
"The Water Resource People"

Johnnie A. Terrazas, P.E.
Johnnie A. Terrazas, PE
District Chief Engineer/ Deputy General Manager of Engineering

JAT:hc

cc: Larry L. Bittle, Jr. - Deputy General Manager / Field Operations - BMWD
Nicolas Rodriguez, Jr. - Engineering Services Manager - BMWD
Herminia Castellanos, PE - District Area Engineer - BMWD
Gene Dawson Jr., PE - Pape-Dawson

Executive Offices
2047 W. Malone
San Antonio, Texas 78225
Phone: (210) 354-6500
Fax: (210) 922-5152

Northwest Branch
9823 Marbach
San Antonio, Texas 78245
Phone: (210) 354-6500
Fax: (210) 673-3404

South San Branch
706 W. Southeross
San Antonio, Texas 78211
P.O. Box 245994
San Antonio, Texas 78224-5994
Phone: (210) 354-6500
Fax: (210) 922-1894



BexarMet
WATER DISTRICT
"The Water Resource People"

Visit our website
www.bexarmet.org

May 7, 2004

Thomas C. Moreno
General Manager/CEO

Aubrey L. Farris, E.I.T.
Pape-Dawson Engineers, Inc
555 East Ramsey
San Antonio, Texas 78216

Re: 772-Acre Bitterblue Tract

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P.O. Box 245994
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Phone: (210) 922-1221
Fax: (210) 922-1894

Dear Developer:

Bexar Metropolitan Water District ("BexarMet") hereby acknowledges your request regarding the availability of water service for the above referenced proposed development (the "Development"). The proposed location of your Development is within the certificated area ("CCN") of BexarMet, and water service, therefore, will be available upon compliance with all the Texas Commission on Environmental Quality's ("TCEQ") and BexarMet's applicable rules, regulations, policies and procedures, particularly those applicable to developers' new development, and the timely payment of all applicable fees and cost reimbursals (which may include impact fees and reimbursal for the cost of full frontage main extensions).

Please understand that water service to your Development may require, as a minimum, your construction and contribution/dedication of the Development's entire distribution and fire protection system (i.e., all mains, service lines, connections and fire hydrants within the Development), and could additionally require, among other things, your construction and contribution/ dedication of necessary water production and storage facilities (i.e., wells, pumps, storage tanks, etc.) and the contribution/dedication of their sites and even, in some cases, the contribution of water resources. These will be determined as the review process proceeds.

Taking a quick look at your Development, it appears that, along with the construction and the contribution/dedication of the Development's distribution and fire protection service, the following will definitely be needed: **This project will require that you construct an approach main extension with fire protection. An approach water main line that can serve your development can be**

extended from the Timberwood Subdivision, or you may also be required to construct a water production and storage facility to meet your ultimate development plan.

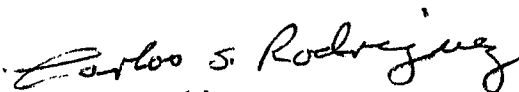
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Your next steps are (i) to review the enclosed Subdivision Guidelines and the Developer/Contractor Procedures for Water Main Installation; (ii) contact our Mains and Services department (354-6561) to purchase/review the CD containing the Bexar Metropolitan Water District Standards and Specifications; then (iii) make an appointment with our Mains and Service's Department to further review your project.

Sincerely,

BEXARMET WATER DISTRICT



Carlos Rodriguez
Mains & Services Supervisor

cc. Ms. Nina Castellanos, E.I.T.

Exhibit H



April 30, 2004

Ms. Rose Abrego
Bexar Metropolitan Water District
2055 W. Malone
San Antonio, Texas 78225

Re: 772-Acre Tract
Borgfeld Road and Bulverde

Dear Ms. Abrego:

Please consider this letter a request for your review and assessment as to the availability of water service for the above referenced development.

The property is located along Borgfeld Road and Bulverde as shown on the attached map. It is anticipated that the property will be developed as a single-family residential development.

A Letter of Availability from your office is anticipated regarding this request. We appreciate your time and consideration in this matter.

Should additional information be required, please call.

Sincerely,
Pape-Dawson Engineers, Inc.

Cara Tackett, P.E.
Project Manager

Attachment

5953\00\Word\Letter\040430a1

Mains & Services
RECEIVED

MAY 03 2004

Time: 12:00
Initial: C.R.

PAPE-DAWSON ENGINEERS, INC.

555 East Ramsey | San Antonio, Texas 78216 | Phone: 210.375.9000 | Fax: 210.375.9010 | info@pape-dawson.com



NOT TO SCALE

Comal County
Bexar County

772-ACRE
BITTERBLUE TRACT

Borgfeld Rd.

Bulverde Road

U.S. 281

Pape-Dawson Engineers, Inc.

ROAD MAP

Date: Apr 30, 2004, 10:44am User ID: AFarris
File: P:\59\53\Design\Exhibits\RM5953.dwg

April 30, 2004

Ms. Rose Abrego
Bexar Metropolitan Water District
2055 W. Malone
San Antonio, Texas 78225

Re: 772-Acre Tract
Borgfeld Road and Bulverde

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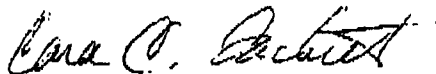
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Sincerely,
Pape-Dawson Engineers, Inc.



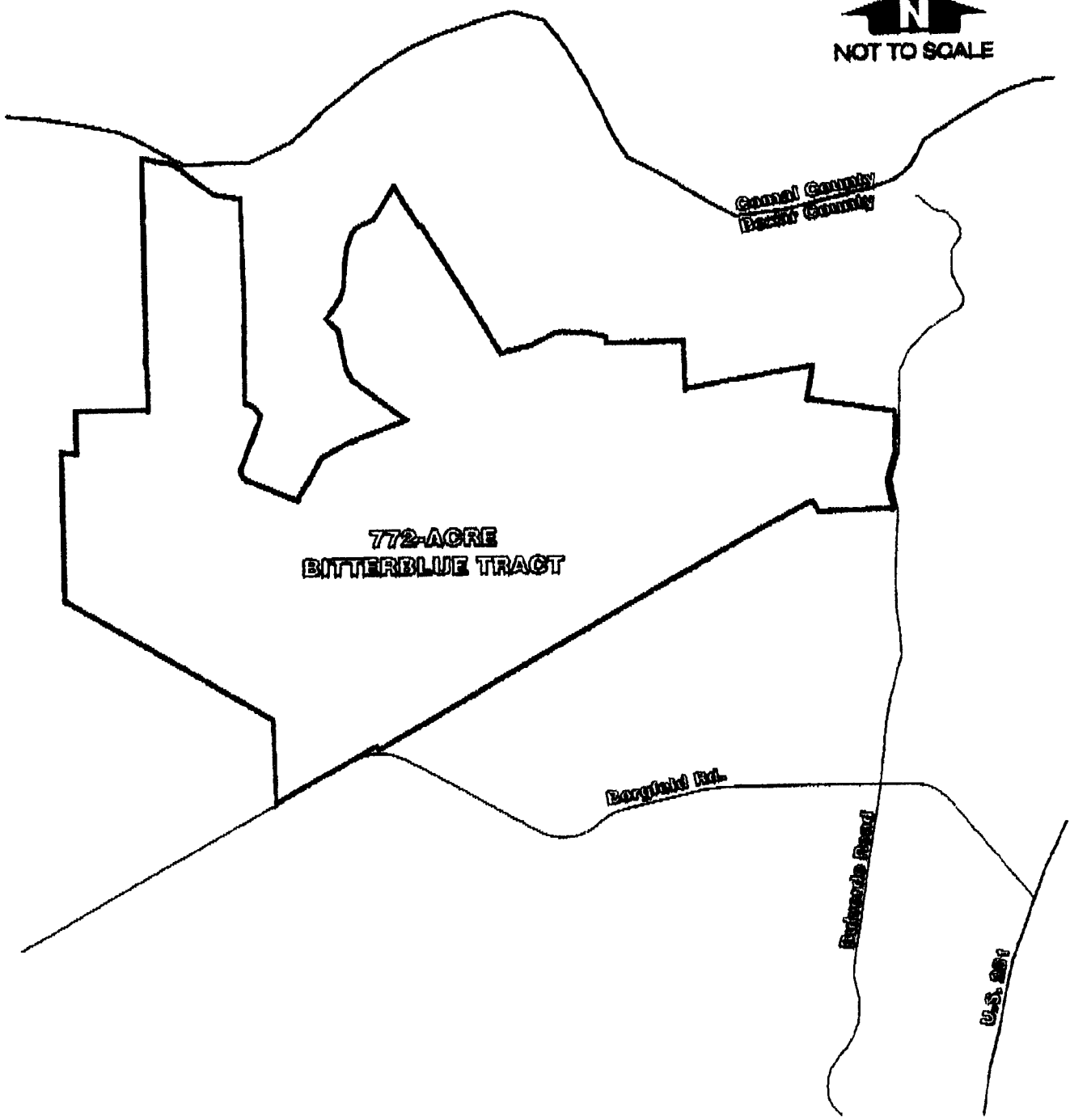
Cara Tackett, P.E.
Project Manager

Attachment

59533001\Word\Letter040430a1

PAPE-DAWSON ENGINEERS, INC.

525 East Ramsey | San Antonio, Texas 78215 | Phone 210 375 9060 | Fax 210 375 9070 | info@pape-dawson.com



**772-ACRE
BITTERBLUE TRACT**

**Canal County
Becker County**

Borgfield Rd.

Edwards Road

U.S. 261

Pope-Denson Engineers, Inc.

ROAD MAP

Date: Apr 20, 2011 11:00:00 AM User ID: 42912
File: P:\2011\Bitterblue\Bitterblue\Bitterblue.dwg

FAX

To: Rose Abrego
Fax: (210) 354-6593
Date: April 30, 2004
Re: 772-Acre Bitterblue Tract
Availability of Water Service

05/04/03
OK to release letter of
availability ONLY requires
main Extension w/ fire protection
May require production facility of st
Total Pages (Including Cover): 3 Special
Letter

Comments:

Please find attached a copy of the 772-Acre Bitterblue Tract
Availability of Water Service Request. Original to follow by mail. If the one for
you should have any questions or need any additional information, Borgfield, dex
please feel free to call our office.

This is not in our CCN, as per
Nick R. release the
letter like
If the one for
Borgfield, dex

Confidentiality Note. The information contained in this facsimile message is privileged and confidential and
is intended only for the use of the addressee. If you have received this message in error, please notify us by
telephone immediately so that we can arrange for the return of the original documents to us at no cost to you.

☒ For Approval ☐ For Your Use ☐ As Requested ☐ For Review and Comment

Herminia Castellanos
RECEIVED

MAY 04 2004

Time: _____
Initial: _____

Nick Rodriguez
RECEIVED

MAY 03 2004

Time: 1:40 P.M.
Initial: [Signature]

Mains & Services
RECEIVED

APR 30 2004

Time: 1:35
Initial: RA

From: Aubrey L. Farris, E.I.T.
For: Cara Tackett, P.E.
cc: FILE

Project No.: 5953-00

PAPE-DAWSON ENGINEERS, INC.

555 East Ramsey | San Antonio, Texas 78216 | Phone 210.375.9000 | Fax 210.375.9010 | info@pape-dawson.com

FAX



To: Rose Abrego
Fax: (210) 354-6593
Date: April 30, 2004
Re: 772-Acre Bitterblue Tract
Availability of Water Service

Total Pages (Including Cover): 3

Comments:

Please find attached a copy of the 772-Acre Bitterblue Tract Availability of Water Service Request. Original to follow by mail. If you should have any questions or need any additional information, please feel free to call our office.

Confidentiality Note. The information contained in this facsimile message is privileged and confidential and is intended only for the use of the addressee. If you have received this message in error, please notify us by telephone immediately so that we can arrange for the return of the original documents to us at no cost to you.

☒ **For Approval** ☐ **For Your Use** ☐ **As Requested** ☐ **For Review and Comment**

Mains & Services
RECEIVED

APR 30 2004

Time: 1:35
Initial: RA

From: Aubrey L. Farris, E.I.T.
For: Cara Tackett, P.E.
cc: FILE

Project No.: 5953-00

PAPE-DAWSON ENGINEERS, INC.

555 East Ramsey | San Antonio, Texas 78216 | Phone 210.375.9000 | Fax 210.375.9010 | info@pape-dawson.com

Denton Communities

...developing a difference

FAX TRANSMITTAL

TO: Mr. Carlos Rodriguez
BexarMet Water District
Via Facsimile 922-5152

DATE: April 5, 2004

FROM: Laddie Denton

RE: ***Your Letter of April 1, 2004***
Friesenhahn Tract – Water Service

Thank you for your letter and the discussion of the purveyance of water to the subject property. This response is much appreciated given the inherent urgency of defining the source and cost of supplying water for the tract. Please note the following questions and/or clarifications:

1. The Tract is 101 acres and current land plans contemplate 535 residences.
2. An additional 100-150 acres may be added to this tract in the future.
3. An overall land plan showing the subject tract, the tract that may be added in the future, and the Dym Tract (which has also requested service) will be sent to you this week for your reference.
4. Your letter makes reference to numerous potential requirements, conditions, alternatives, etc. Could you please:
 - A. Clarify and be specific as to requirements, sources, etc.
 - B. Quantify offsite requirements and/or extraordinary fees.

Note: We presume responsibility for typical onsite system costs and system impact fees; however, the structure, timing, and cost basis of the numerous items noted in your letter are not delineated. Our engineer will be in immediate contact with your agency as you so noted in your closing paragraph. To the degree you can narrow the questions or uncertainties noted above, your response would be greatly appreciated.

Thank you very much for your cooperation in this matter.

LAD:ss

Cc: \Mr. Gene Dawson, Jr., w/attachment (Via Facsimile)
\Mr. Noel Martin (Via Facsimile)

Including this cover sheet, this fax is comprised of 3 page(s).

#295

Denton Communities

...developing a difference.

MEMORANDUM

TO: Mr. Johnny Terrazas, District Chief Engineer, BexarMet
Via Courier

DATE: August 31, 2004

FROM: Laddie Denton

RE: ***Friesenhahn Tract, Borgfeld Road***
Master Development Plan
Resolution on Water Service

Johnnie A. Terrazas, P.E.
RECEIVED

AUG 31 2004

Time: _____
Initial: _____

Enclosed for your review are:

1. Copy of the Master Development Plan (MDP) for the above-referenced tract, as submitted to COSA on August 18, 2004;
2. Copy of the aerial of the tract with the MDP overlaid;
3. Copy of a letter received from BexarMet in response to our request for service; and,
4. Copy of my correspondence in response to #3 above, requesting explanation and specification of the basis of service (to date there has been no response).

At this point, we obviously need to determine our source and structure of water service or otherwise provide for service to the tract(s). Thus we need some proximate direction from BexarMet as to on what basis service would be provided.

We have had lengthy discussions with Agua, owner of the on-site well, regarding the well status and availability of capacity from this well through BexarMet or through certification. As a fail-safe, we are filing for a CCN for this tract, as well as Northern Bexar County tract with TCEQ since the certification and purveyor situation in this area remains unclear and uncertain.

So we don't all waste a lot of time, effort and expense, it would be most helpful if we could meet with you to ascertain whether there is an economically viable service alternative with BexarMet for this tract and area. Your most immediate consideration of this request would be greatly appreciated. We will be available for further discussion at your convenience. Thank you.

LAD: ss

Attachments: as stated above

Cc: Mr. Jon Adame (Via Facsimile)
Mr. Larry Bittle (w/Master Plan, Via Courier)
Mr. Gene Dawson, Jr. (Via Facsimile)
Mr. Rick Wood (Via Facsimile)

Mains & Services
RECEIVED

SEP 01 2004

Time: 8:00
Initial: mg



"PRV May be Reg"
 OK for release letter of availability
 only. Will req. 16" Main
 Extension of fire protection Along
 Canyon Golf Rd. 16" Main Along
 frontage of Borgfeld dr. & NW
 Ext. Within development.

FAX TRANSMITTAL

Plot # 295
 450. F.F.

1260 / 1210
 1400 zone. HGL.

TO:

Mr. Nicolas Rodriguez
 Supervisor of Engineering, BexarMet Water District
 Via Facsimile 922-5152

DATE:

December 9, 2003

FROM:

Laddie Denton

RE:

Provision of Water Service to the Friesenhahn Tract (93 acres)

Outside of CAN
 Can We Agree?

$(1520 - (1260 + 16)) \times .4335 = 105.77 \text{ PSI. @ 2nd Level SAW.}$
 $(1520 - 1210) \times .4335 = 134.39 \text{ PSI. H}$
 $(1520 - 1260) \times .4335 = 112.71 \text{ PSI. L.}$

Pursuant to our meeting of December 5, 2003, this correspondence is our official request to BexarMet to provide water service to the Friesenhahn Tract. The parameters for the development of this tract are:

1. Size of Tract: 93 acres
2. Service Requirement: approximately 400 EDUs
3. Probable Main Alignment: Extension of Canyon Golf Road
4. Time Frame: Begin development in 18-24 months.

Mains & Services
RECEIVED

DEC 10 2003

Requested Response from BexarMet:

Time: 9:30
 Initial: EA

1. Commitment to provide service in the capacity and time frame proposed above.
2. Specification of the route(s) required for conveyance.
3. Specification of developer requirements, including:

- A. Facilities
- B. Impact Fees
- C. Infrastructure
- D. Other

Nick Rodriguez
RECEIVED

DEC 10 2003

Time: 11:05 A.M.
 Initial: [Signature]

DEC 10 2003

RECEIVED
 Mains & Services

Including this cover sheet, this fax is comprised of 3 page(s).

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Mr. Nicolas Rodriguez

December 9, 2003

RE: *Provision of Water Service to the Friesenhahn Tract (93 acres)*

4. If applicable, specification as to requirements and easements required for the existing water well (and future wells, if any), inclusive of:
 - A. Access
 - B. Conveyance
 - C. Three-phase electric
 - D. Land planning constraints
 - E. Other

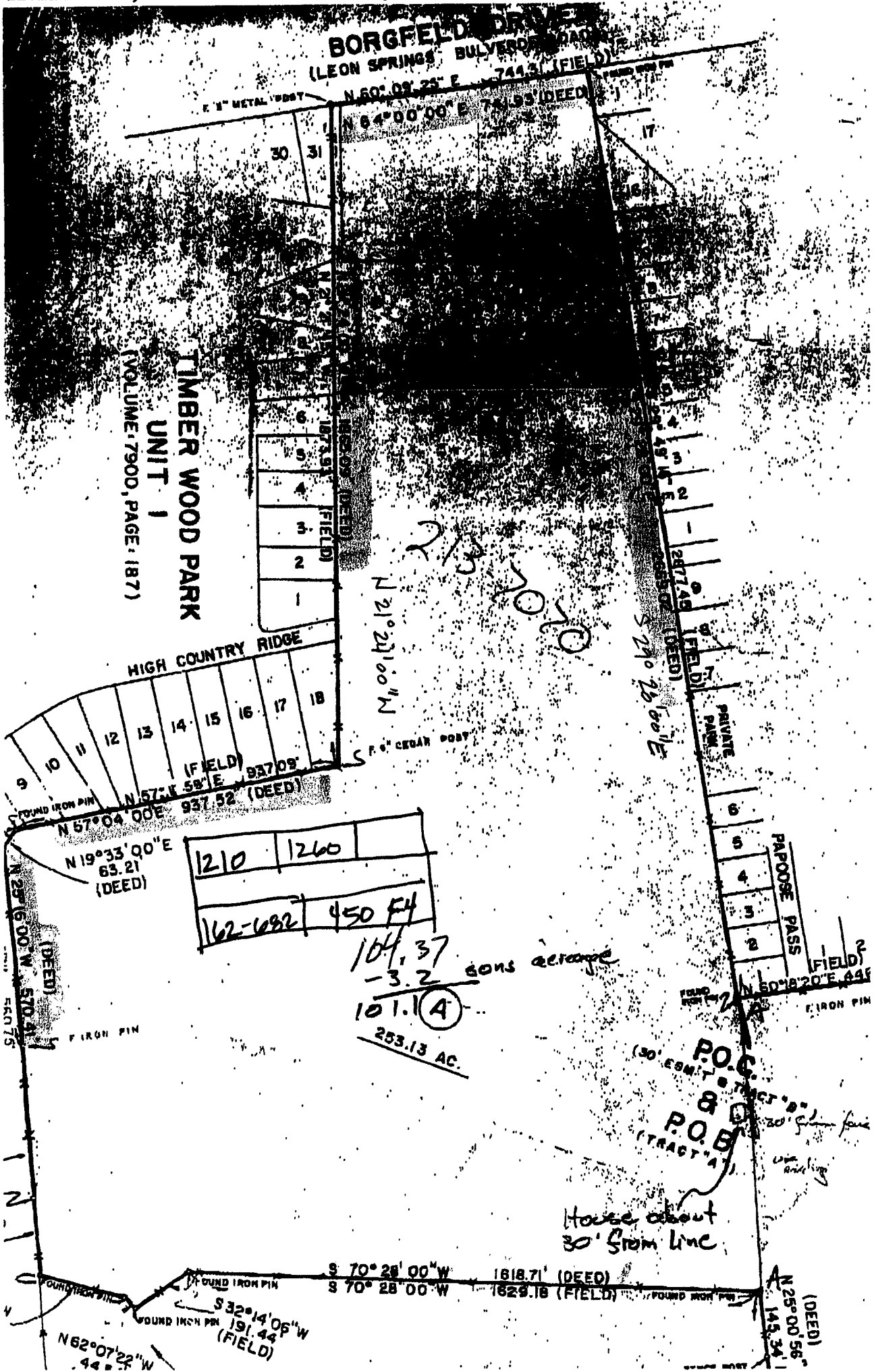
Thank you for a most informative meeting on Friday. Your most immediate response and/or direction on the above items would be greatly appreciated.

Attached is a sketch of the Friesenhahn Tract – a survey will be sent to you this week. Please advise any additional information you may need from us.

Thank you.

LAD:ss

Cc: Mr. Mike Albach *(Via Facsimile 922-5152)*
Mr. Felix Bernal *(Via Facsimile)*
Mr. Larry Bittle *(Via Facsimile)*
Mr. David Potter *(Via Facsimile)*
Mr. Johnny Terrazas *(Via Facsimile)*
Mr. Rick Wood *(Via Facsimile)*





Visit our website
www.bexarmet.org

April 1, 2004

Thomas C. Moreno
General Manager/CEO

Denton Communities/Bitterblue, Inc.
Attn: Laddie Denton
11 Lynn Batts Lane, Suite 100
San Antonio, Texas 78218

Re: Friesenhahn Tract (93Acres)

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Fax: (210) 922-1894

Dear Developer:

Bexar Metropolitan Water District ("BexarMet") hereby acknowledges your request regarding the availability of water service for the above referenced proposed development (the "Development"). The proposed location of your Development is within the certificated area ("CCN") of BexarMet, and water service, therefore, will be available upon compliance with all the Texas Commission on Environmental Quality's ("TCEQ") and BexarMet's applicable rules, regulations, policies and procedures, particularly those applicable to developers' new development, and the timely payment of all applicable fees and cost reimbursals (which may include impact fees and reimbursement for the cost of full frontage main extensions).

Please understand that water service to your Development may require, as a minimum, your construction and contribution/dedication of the Development's entire distribution and fire protection system (i.e., all mains, service lines, connections and fire hydrants within the Development), and could additionally require, among other things, your construction and contribution/dedication of necessary water production and storage facilities (i.e., wells, pumps, storage tanks, etc.) and the contribution/dedication of their sites and even, in some cases, the contribution of water resources. These will be determined as the review process proceeds.

Taking a quick look at your Development, it appears that, along with the construction and the contribution/dedication of the Development's distribution and fire protection service, the following will definitely be needed: **This project will require a main extension with fire protection to serve your development, and also may require your participation on a water production and storage facility.**

Denton Communities
Attn: Laddie Denton
Page 2

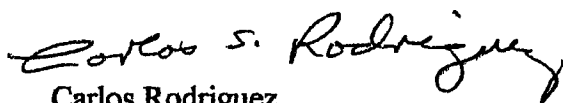
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Sincerely,

BEXARMET WATER DISTRICT



Carlos Rodriguez
Mains & Services Supervisor

cc. Mr. Noel Martin, Engineering Tech.



BexarMet
WATER DISTRICT
"The Water Resource People"

Visit our website
www.bexarmet.org

Thomas C. Moreno
General Manager/CEO

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Director

Ysidro Solis
Director

Victor V. Villarreal
Director

September 16, 2004

Mr. Laddie Denton
Denton Communities
11 Lynn Batts Lane
San Antonio, Texas 78218

Re: **Friesenhahn Tract - Question of Service**

Dear Mr. Denton:

In pursuant to your letter dated September 15, 2004 requesting water service to the above referenced tract, I will reiterate what I told Mr. Daniel D. Kossel, PE, Vice President at our first meeting. BexarMet at the time of our meeting had capacity to serve an additional 895 lots more or less. BexarMet from the start has had the capacity to provide water service to your development. BexarMet now with the construction of the new well at Wild Turkey Production facility has the capacity to serve 2495 lots as per TCEQ requirements.

Mr. Denton, we can serve your tract right now without having to upgrade any of our water production facilities. To deliver and serve your tract a 16" ductile iron approach water main will need to be constructed from our existing 16" water main that currently stops at proposed Canyon Golf Road near Quiet Rapids to your tract. Canyon Springs Subdivision, just south of your development, is currently proposing to extend an additional section of 16" water main approximately 1,542' north from its current location with the extension of Canyon Golf Road. Coordination with the developer & engineer for Canyon Springs is encouraged.

Engineered plans for the approach water main will need to be submitted to BexarMet. Our engineering department will process them in a timely manner. Please, have your engineer contact BexarMet to discuss the alignment of this approach water main.

If I can be of any assistance, please feel free to call me at 210-357-5708.

Sincerely,
BexarMet Water District
"The Water Resource People"

Johnnie A. Terrazas, P.E.
Johnnie A. Terrazas, PE
District Chief Engineer/ Deputy General Manager of Engineering

JAT:hc

cc: Larry L. Bittle, Jr. - Deputy General Manager / Field Operations - BMWD
Nicolas Rodriguez, Jr. - Engineering Services Manager - BMWD
Herminia Castellanos, PE - District Area Engineer - BMWD
Gene Dawson Jr., PE - Pape-Dawson

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San Antonio, Texas 78224-5994
Phone: (210) 354-6500
Fax: (210) 922-1894

M95
Copy



Visit our website
www.bexarmet.org

May 7, 2004

Thomas C. Moreno
General Manager/CEO

Aubrey L. Farris, E.I.T.
Pape-Dawson Engineers, Inc
555 East Ramsey
San Antonio, Texas 78216

Re: 772-Acre Bitterblue Tract

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extended from the Timberwood Subdivision, or you may also be required to construct a water production and storage facility to meet your ultimate development plan.

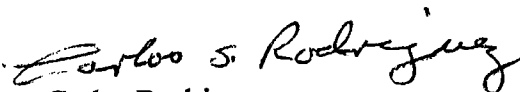
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Sincerely,

BEXARMET WATER DISTRICT



Carlos Rodriguez
Mains & Services Supervisor

cc. Ms. Nina Castellanos, E.I.T.

Exhibit H

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

THIS 2nd DAY OF October 1955

Ch. Campbell
For The Secretary of State

STATE OF TEXAS :
COUNTY OF BEXAR :

KNOW ALL MEN BY THESE PRESENTS That we, Lloyd A. Denton, Bernice B. Denton and Harry E. Copeland, all natural persons above the age of twenty-one years, and all citizens of Texas, under and by virtue of the laws of this State, do hereby voluntarily associate ourselves for the purpose of forming a private corporation under such laws upon the following terms and conditions:

1. The name of the corporation shall be DENTON DEVELOPMENT COMPANY, INC.
2. The corporation shall have perpetual existence.
3. The purpose for which it is formed is to erect or repair any building or improvement, and to accumulate and lend money for said purposes, and to purchase, sell and subdivide real property in towns, cities and villages and their suburbs not extending more than two miles beyond their limits, and to accumulate and lend money for that purpose.
4. The aggregate number of shares which the corporation shall have authority to issue is three hundred (300). They shall be divided as follows into classes: (a) Common Stock of the par value of One Hundred (\$100.00) Dollars per share, fifty (50) shares, (b) Preferred Stock of the par value of One Hundred (\$100.00) Dollars per share, two hundred and fifty (250) shares.
5. Preferences, limitations, and relative rights of classes of stock:

Common Stock The Common Stock has preemptive privileges, entitling the holders to have the first opportunity to subscribe for and purchase any treasury, or any new or increase issues of capital stock. It has voting rights of one vote for each share. Such voting rights may not be exercised cumulatively.

Preferred Stock The Preferred Stock is preferred as to dividends up to four per cent (4%) of the par value of such stock, and participates in further earnings and dividends with the Common Stock as if there were but one class of stock. Dividends are cumulative. The Preferred Stock has no voting rights.

6. The corporation will not commence business until it has received for the issuance of shares consideration of the value of Three Thousand (\$3,000.00) Dollars, which is at least ten per cent (10%) of the total capitalization of the corporation, consisting of money, labor done, or property actually received.

7. The shareholders owning Preferred Stock shall have no preemptive right to acquire additional or treasury shares of the corporation by virtue of such ownership alone. Preferred stock shall have no preemptive rights.

8. The corporation shall have all the general powers set forth in the laws of the State of Texas, and further shall have the power to lend money to its officers and directors.

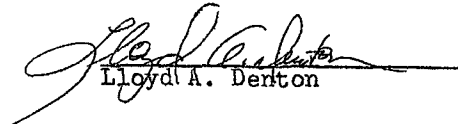
9. The post office address of the initial registered office of the corporation is 332 Milam Building, San Antonio, Texas; and the name of initial registered agent at such address is Lloyd A. Denton.

10. The number of directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are as follows:

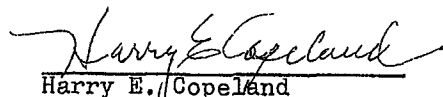
<u>Name</u>	<u>Residences</u>
Lloyd A. Denton	San Antonio, Texas
Bernice B. Denton	San Antonio, Texas
Harry E. Copeland	San Antonio, Texas

11. The name and address of each of the incorporators is as set out in the preceding paragraph.

IN TESTIMONY WHEREOF, we hereunto sign our names this
28th day of September, 1955.


Lloyd A. Denton


Bernice B. Denton


Harry E. Copeland

STATE OF TEXAS :
COUNTY OF BEXAR :

I, Josephine Herrera, a Notary Public, do hereby certify that on this 28th day of September, 1955, personally appeared before me Lloyd A. Denton, Bernice B. Denton and Harry E. Copeland, who each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

(Seal)

Josephine Herrera
Notary Public
JOSEPHINE HERRERA

STATE OF TEXAS :
COUNTY OF BEXAR :

BEFORE ME, the undersigned authority, on this day personally appeared Lloyd A. Denton, Bernice B. Denton and Harry E. Copeland, known to me to be the persons whose names are subscribed below, who, having first been duly sworn by me, on oath deposed and said, each for himself;

That they are the identical parties who executed the Charter of Denton Development Company, Inc., which is sought to be incorporated under the laws of the State of Texas, that the full amount of the capital stock with par value, to be issued by said Company, namely, \$25,000.00 preferred and \$5,000.00 common stock, has been in good faith subscribed and \$30,000.00 thereof, which is one hundred per cent (100%) thereof, has been paid for as follows, to-wit:

\$1,250.00 in cash and \$28,750.00 in real property of the following description:

4.63 acres of land out of an 8.042 acre tract conveyed to J. M. Harris by W. P. Coleman, Jr., in Warranty Deed dated June 21, 1954, recorded in Volume 3515, page 316 of the Deed Records of Bexar County, Texas, out of the J. M. Harvey O.S. 85, C.B. 5002, Bexar County, Texas, and being out of New City Block 11781, San Antonio, Texas, and being more particularly described as follows, to-wit:

Beginning at the West corner of the said 8.042 acre tract, in the Northeast right-of-way line of the Lockhill-Selma Road; Thence North 41 deg. 30 min. East 650.94 feet with the Northwest line of the said 8.042 acre tract, to its North corner; Thence South 48 deg. 30 min. East 131.63 feet with the North line of the said 8.042 acre tract, to a point in same; Thence South 12 deg. 35 min. West 743.81 feet with the Southeast line of the herein described tract, same being the Northwest line of the proposed extension of Prince Drive, in the proposed Oak Glen Park Subdivision, to a point in same, same point being the P.C. of a curve to the right; Thence Southwesterly 62.2 feet along the arc of said curve, whose delta angle is 118 deg. 47 min. 30" and radius is 30 min., to its intersection with the Northeast right-of-way line of Lockhill-Selma Road; Thence North 48 deg. 30 min. West 440.58 feet with the Northeast right-of-way line of Lockhill-Selma Road, to the place of beginning.

4.875 acres of land out of the James Harvey Survey No. 85, in New City Block 11,781, in San Antonio, Bexar County, Texas, and being out of a 10 acre tract conveyed by Harrison to Atkinson by deed recorded in Volume 671, page 86, of the Deed Records of Bexar County, Texas, said 4.875 acres of land being the same property conveyed by Clarence L. Camp and wife, Lahoma T. Camp to J. M. Harris, by Warranty Deed dated November 24, 1954, and recorded in Volume 3591, page 518, Deed Records of Bexar County, Texas, and being more particularly described as follows:

Beginning at a point in the most Easterly corner of the above mentioned 10 acre tract, being also the North corner of a 20 acre tract conveyed by Harrison to Coleman by deed recorded in Volume 639, page 286, of the Deed Records of Bexar County, Texas, this beginning point is the East corner of this 4.875 acre tract; Thence North 48 deg. 30 min. West with line of fence along the Northeast line of the above mentioned Atkinson tract 329.86 feet to a point for the most Northerly corner of this tract; Thence South 41 deg. 47 min. West with line of fence 644.1 feet to a point in the Northeast line of Lockhill-Selma Road, for the most Westerly corner of this tract; Thence South 48 deg. 29 min. East with the Northeast line of Lockhill-Selma Road, 330.47 feet to a point for the most Southerly corner of this tract; Thence in a northeasterly direction with line of fence along the Southeast line of the above mentioned Atkinson tract as follows: North 41 deg. 30 min. East 247.39 feet; North 41 deg. 51 min. 30" East 396.78 feet to the point of beginning, SAVE AND EXCEPT that portion of the said ten acres as conveyed to Bexar County, of which this tract is a part, for widening of the Lockhill-Selma Road, as described in Volume 769, page 42, of the Deed Records of Bexar County, Texas, to which reference is made for a more specific description thereof.

6.365 acres of land out of the James Harvey Survey No. 85, in the New City Block 11,781, in San Antonio, Bexar County, Texas, and being that tract conveyed by D. T. Harrison and wife, Bessie Lee Harrison, to Herbert A. Sultenfuss by deed recorded in Volume 2377, page 27, of the Deed Records of Bexar County, Texas, and being the same property conveyed by Herbert A. Sultenfuss and wife, March Sultenfuss, to J. M. Harris, by Warranty Deed dated November 24, 1954, and recorded in Volume 3591, page 560, Deed Records of Bexar County, Texas, and being more particularly described as follows:

Beginning at a point in the West line of a 16 foot lane, located North 12 deg. 25 min. East 743.26 feet from the Northeast line of Lockhill-Selma Road, this beginning point is also the Northeast corner of a 20 acre tract conveyed by J. J. Harrison to W. P. Coleman, Jr., by deed recorded in Volume 639, page 286, of the deed records of Bexar County, Texas, this beginning point is the South corner of this tract; Thence North 48 deg. 30" West with line of fence along the North line of above mentioned Coleman tract and North line of Camp tract, a distance of 1164.28 feet to a point at fence corner, for the West or North corner of this tract; Thence South 76 deg. 19 min. 20" East with line of fence, a distance of 1020.49 feet to a point in the West line of a 16 foot lane for the Northeast corner of this tract; Thence South 12 deg. 42 min. 30" West with the West line of the above mentioned 16 foot lane a distance of 543.48 feet to the place of beginning. There is also included in this conveyance a permanent right of ingress and egress over and along the 16 foot lane extending South along the East side of the 6.365 acres hereby conveyed, to the Lockhill-Selma Road.

14.340 acres of land out of the James Harvey Survey No. 85, in Bexar County, Texas, and being the same property conveyed by D. T. Harrison and wife, Bessie Harrison, to J. M. Harris by Warranty Deed dated November 24, 1954, and recorded in Volume 3591, page 559, Deed Records of Bexar County, Texas, said land being more particularly described as follows:

Beginning at a point in the Southwest line of a 48.49 acre tract which description is recorded in Volume 1011, page 62, of the Deed Records of Bexar County, Texas, located North 41 deg. 30 min. West 644.10 feet from the Northeast line of the Lockhill-Selma Road, and North 48 deg. 30 min. West 329.86 feet from the East corner of a 10 acre tract conveyed by Harrison to Atkinson by

deed recorded in Volume 671, page 86, of the Deed Records of Bexar County, Texas, this beginning point is the most westerly corner of this tract;
 Thence South 48 deg. 30 min. East with the line of fence along the North line of the above mentioned 10 acre tract, 304.46 feet to a point for the East corner of a 6.365 acre tract and a corner of this tract;
 Thence South 76 deg. 19 min. 20" East with line of fence along the North line of the above mentioned 6.365 acre tract, a distance of 1020.49 feet to a point for corner of this tract;
 Thence South 12 deg. 42 min. 30" East along the West line of a 16 deg feet lane, 543.48 ft. to a point for a corner of this tract;
 Thence South 12 deg. 25 min. West continuing with the West side of the above mentioned lane, 743.26 feet to a point in the Northeast line of the Lockhill-Selma Road, for a Southwest corner of this tract;
 Thence South 48 deg. 30 min. East with the Northeast line of Lockhill-Selma Road, 18.26 feet to a point for a Southeast corner of this tract;
 Thence North 12 deg. 25 min. East with the East line of the above mentioned Lane, a distance of 743.26 feet to a point for angle in said Lane;
 Thence North 12 deg. 42 min. 30" East with line of fence along the East line of said Lane, 507.8 feet to a point at fence corner for a corner of this tract;
 Thence continuing North 12 deg. 42 min. 30" East a distance of 404.2 feet to a point in the south line of a 6.69 acre tract for corner;
 Thence North 86 deg. 55 min. 10" West with line of fence 811.0 feet to a point at fence corner, for corner of this tract;
 Thence North 4 deg. 30 min. West with line of fence 725.5 feet, a point for a North corner of this tract;
 Thence North 48 deg. 30 min. West a distance of 176.35 feet to a point for a northeast corner of this tract;
 Thence North 87 deg. 49 min. West parallel to and 60.0 feet South of fence along the North line of above mentioned 48.49 acre tract, a distance of 136.71 feet to a point for the Northwest corner of this tract;
 Thence South 12 deg. 42 min. 30" West a distance of 813.17 feet to the point of beginning.

669 acres of land out of the James Harvey Survey No. 85, in New City Block 11,781, in San Antonio, Bexar County, Texas, and being the same property conveyed by J. E. Harrison to J. M. Harris by Warranty Deed dated November 24, 1954, and recorded in Volume 3591, page 558, Deed Records of Bexar County, Texas, said land being more particularly described as follows:
 Beginning at a point in the North line of a 15.37 acre tract conveyed by J. E. Harrison to D. T. Harrison by deed recorded in Volume 1017, page 92, of the Deed Records of Bexar County, Texas, located North 12 deg. 25 min. East 743.26 feet and North 12 deg. 42 min. 30" East 912.0 feet from the Northeast line of the Lockhill-Selma Road, this beginning point is the East corner of this tract;
 Thence North 86 deg. 55 min. 10" West with the line of fence along the North line of the above mentioned 15.37 acre tract, a distance of 811.0 feet to a point at fence corner of the Southwest corner of this tract, and the Northwest corner of said 15.37 acre tract;
 Thence North 4 deg. 30 min. West with line of fence 725.5 feet to a point for the North corner of this tract;
 Thence South 48 deg. 30 min. East a distance of 1157.30 feet to the point of beginning;

located in Bexar County, Texas, and received from Lloyd A. Denton, one of the subscribers listed below, which property is of the cash value of \$306,700.00, was received at the price of \$198,750.00,

and is worth to said Company at least the actual value at which it was received, as shown by the appraisal attached hereto; that the following are the names, residences and post office addresses of the parties subscribing to the said capital stock:

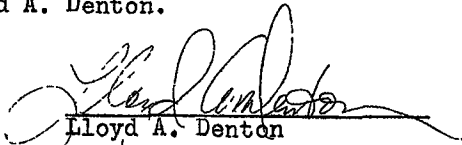
Lloyd A. Denton, 202 Tophill, San Antonio, Texas;
Bernice B. Denton, 202 Tophill, San Antonio, Texas;
Harry A. Copeland, Milam Building, San Antonio, Texas.

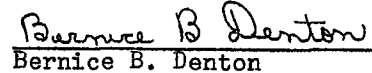
That the amount subscribed by each and the amount paid by each (such payment being in cash, save as hereinbefore stated) are as follows:

<u>Names</u>	<u>Class</u>	<u>Amt. Sub.</u>	<u>Amt. Paid</u>
James Barnett, Trustee, Lloyd A. (Laddie) Denton, Jr. Trust.	Preferred Common	\$12,500.00 937.50	\$12,500.00 937.50
James Barnett, Trustee, Ann Barnett Denton Trust	Preferred Common	12,500.00 937.50	12,500.00 937.50
Harry E. Copeland	Common	1,250.00	1,250.00
Lloyd A. Denton	Common	1,875.00	1,875.00
		<u>\$30,000.00</u>	<u>\$30,000.00</u>

That the property above described in detail is free of debt and incumbrance, except as follows:

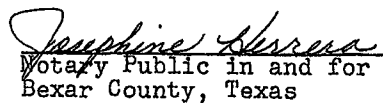
First mortgage \$100,000.00 payable to J. M. Harris, and second mortgage \$70,000.00 payable to Lloyd A. Denton.


Lloyd A. Denton


Bernice B. Denton


Harry E. Copeland

Subscribed and sworn to before me, by the said Lloyd A. Denton, Bernice B. Denton and Harry E. Copeland, respectively, this 22nd day of September, A. D. 1955, to certify which witness my hand and seal of office.


Notary Public in and for
Bexar County, Texas

JOSEPHINE HERRERA