



Control Number: 44024



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**BILL OF SALE
OF THE REAL AND PERSONAL PROPERTY OF
THE UNION HILL UTILITY SYSTEMS**

DATE: August 31, 2015

Seller: Union Hill Water Supply Corporation, a Texas non-profit corporation
Seller's Mailing Address (including county):

P. O. Box 197
Brownsboro, Texas 75756
Henderson County

Buyer: Aqua Texas, Inc., a Texas corporation
Buyer's Mailing Address (including county):

Attn: Robert Laughman
1106 Clayton Lane, Suite 400W
Austin, Travis County, Texas 78723

Consideration:

Cash and other good and valuable consideration.

Transferred Properties:

All of Seller's interest in all of the real and personal property owned and/or controlled by Seller in Henderson County, Texas, associated with the operation and/or ownership of the various water and wastewater systems owned and/or operated by Seller, whether held in fee simple, by easement, lease or otherwise, in any way related to the provision of retail potable water service and retail wastewater service to customers of Seller within Certificate of Convenience and Necessity No. 11439 and under Public Water System ID No. 1070032 (the "Systems") including but not limited to the following:

1. All the land, buildings, pipes, pipelines, water mains, wells, pumping stations, storage tanks, standpipes, fire hydrants, structures, improvements, fixtures, rights of way, rights, uses, licenses, and

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PROVIDED, HOWEVER, that the Parties expressly agree that the transferred properties do not include the following:

- 1) Any and all customer water service lines that run from the curb line (or edge of road) to each individual residences, commercial or industrial structures served by the Assets;
- 2) All piping and fixtures internal to each of the individual customer's structure;
- 3) All of Seller's cash on hand as of today and all accounts receivable as of today; and
- 4) Any other property (real or personal), or event or item expressly excluded from the sale by any other written document executed by the Seller and the Buyer.

Warranties and Representations:

1. Seller expressly agrees and acknowledges that except as otherwise expressly stated in this Bill of Sale, all of the Representations and Warranties given and made by Seller as "Seller" in the Purchase Contract remain true and correct as of the effective date of this Bill of Sale.

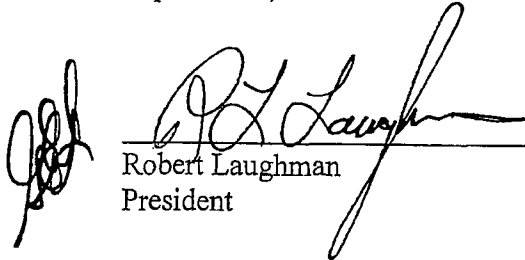
2. Buyer expressly agrees and acknowledges that except as otherwise expressly stated in this Bill of Sale, all of the Representations and Warranties given and made by Grantee as "Buyer" in the Purchase Contract remain true and correct as of the effective date of this Bill of Sale for a period of two calendar years.

Seller, for the Consideration recited above, hereby, sells, transfers, and delivers the Transferred Properties to Buyer, together with all and singular the rights and appurtenances thereto in any way belonging, to have and to hold the Transferred Properties to Buyer and Buyer's employees, agents, representatives, successors, and assigns forever. Seller binds Seller and Seller's heirs and successors to warrant and forever defend all and singular the title to the Transferred Properties to Buyer and Buyer's employees, agents, representatives, successors, and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through, or under Seller, but not otherwise.

When the context requires, singular nouns and pronouns include the plural.

[Signatures appear on succeeding pages]

Aqua Texas, Inc.

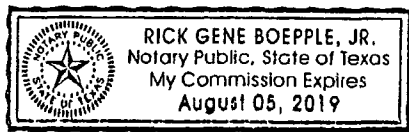

Robert Laughman
President

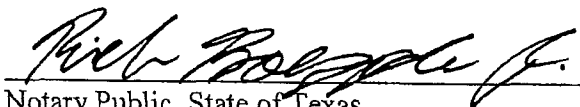
STATE OF TEXAS)

COUNTY OF Travis)

Before me, Rick Boepple, Jr., on this day personally appeared Robert Laughman, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same as the act of Aqua Texas, Inc., for the purposes and consideration therein expressed.

Given under my hand and seal of office this 2 day of September, 2015.




Notary Public, State of Texas

BEGINNING at a point for the Northwest corner of the water well site, said beginning point being South 04-1/4 degrees East a distance of 245.00 feet of the Northwest corner and in the West boundary of the above mentioned B. W. Boyd tract, said Northwest corner being in the South ROW line of Old Highway No. 31 in the Union Hill Community;

THENCE North 85-3/4 degrees East a distance of 25.00 feet to the Northeast corner of the water well site;

THENCE South 04-1/4 degrees East a distance of 25.00 feet to the Southeast corner of the water well site;

THENCE South 85-3/4 degrees West a distance of 25.00 feet to the Southwest corner of the water well site;

THENCE North 04-1/4 degrees West a distance of 25.00 feet to the Northwest corner of the water well site; same being the POINT OF BEGINNING, containing 0.0143 acres of land.

TRACT THREE:

All that certain lot, tract, or parcel of land situated in Henderson County, Texas, on the Dickerson Parker Survey, A-609 and being a part of the called 10.25 acre tract conveyed to Kerri Fields by Robert H. Fields by deed dated March 30, 1993 and recorded in Volume 1462, Page 159 of the Real Property Records of Henderson County, Texas. Said lot, tract, or parcel of land being more particularly described by metes and bounds as follows:

BEGINNING at a 1/2 inch iron rod found at the Northeast corner of the Union Hill Water Supply Corp. 0.069 acre tract recorded in Volume 579, Page 107; WITNESS; Found 1/2 inch iron rod at Southeast corner 10.25 acre tract, South 6 degrees 55 minutes East 48.36 feet;

THENCE North 89 degrees 30 minutes West 59.73 feet to a 60d nail found at fence corner at the Northwest corner of the 0.069 acre tract;

THENCE South 6 degrees 19 minutes 27 sec. East 49.22 feet to a 1/2 inch iron rod set in the South line of the 10.25 acre tract, at the Southwest corner of the 0.069 acre tract;

THENCE South 89 degrees 37 minutes 24 sec. West 185.72 feet to a point in the South line of the 10.25 acre tract; WITNESS: Set 1/2 inch iron rod North 6 degrees 55 minutes West 2.15 feet;

THENCE North 6 degrees 55 minutes West 192.20 feet to a 1/2 inch iron rod set at

SCHEDULE 2.1 UNION HILL WSC "ASSETS"

VISTA PUMP STATION

1. A 1 ACRE TRACT OF LAND SITUATED IN THE DICKERSON PARKER SURVEY, A-609, HENDERSON COUNTY, TEXAS
2. 1 EACH 18 GPM WELL LOCATED ON PUMP STREET
3. 1 EACH 20,000 GALLON GROUND STORAGE TANK
4. 1 EACH 40,000 GROUND STORAGE TANK
5. 1 EACH 2000 GALLON PRESSURE TANK
6. 2 EA BOOSTER PUMPS (150 GPM)

UNION HILL CHURCH WELL SITE

1. 20'X20' (0.057 ACRE) TRACT OF LAND WITH WELL SITE AND INOPERABLE WELL SITUATED IN THE DICKERSON PARKER SURVEY, A-609 HENDERSON COUNTY, TEXAS.

UNION HILL WSC DISTRIBUTION SYSTEM

1. APPROXIMATELY 17,700 LINEAR FEET OF WATER MAINS.
2. APPROXIMATELY 162 TAPS, ASSOCIATED VALVES, AND FITTINGS.

UNION HILL WSC EASEMENTS

ONE HUNDRED PERCENT (100%) UNDIVIDED INTEREST IN ALL THE UTILITY, SANITARY CONTROL AND ACCESS EASEMENTS NECESSARY IN PROVIDING WATER SERVICE TO TCEQ PUBLIC WATER SUPPLY NUMBER 1070032 - CERTIFICATE OF CONVENIENCE NUMBER 11439 UNION HILL WSC CORP.

STATE OF TEXAS

COUNTY OF Henderson

SELLER'S AFFIDAVIT OF CLOSING

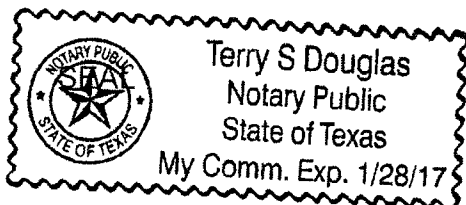
I, Kyle J. Edwards, certify that I am the President of Union Hill Water Supply Corporation, the public water utility being sold to Aqua Texas, Inc. through a Water Code §13.301 sale. To the extent that it was necessary to effectuate the CCN transfer, the sale and transfer of the utility and its assets closed on September 4, 2015. To the extent that it was necessary to effectuate the CCN transfer, management and control of the utility system transferred September 4, 2015, at 11:59 p.m. Central Daylight Savings Time. Both events occurred after receipt of the Public Utility Commission of Texas' Order Approving Sale/Transfer to Proceed authorizing the parties to close this transaction.

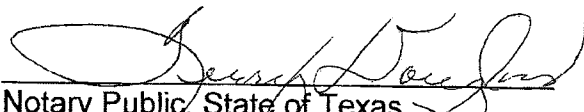
There were no customer deposits to be refunded prior to or immediately after closing.

Union Hill Water Supply Corporation consents to the transfer of the Certificate of Convenience and Necessity ("CCN") that is the subject of this application to Aqua Texas, Inc. By affixing my authorized signature below, Union Hill Water Supply Corporation grants to Aqua Texas, Inc. an irrevocable power of attorney to undertake all actions necessary to effectuate the CCN transfer, including, but not limited to, executing all necessary consent documents on behalf of Union Hill Water Supply Corporation


Kyle J. Edwards

SWORN AND SUBSCRIBED TO under oath by Kyle J. Edwards, individually and as President of Union Hill Water Supply Corporation, before the undersigned notary public in witness of which I place my hand and seal on this 29th day of September 2015.




Notary Public, State of Texas
Print name: Terry S Douglas