

Control Number: 45656



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PUC Docket No. 45656

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PUBLIC UTILITY COMMISSION
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CCN TRANSFER BILL OF SALE

Date: June 29, 2017

Seller: Aqua Texas, Inc., a Texas corporation

Seller's Mailing Address (including county):

Attn: Robert Laughman
Aqua Texas, Inc.
1106 Clayton Lane, Suite 400W
Austin, Texas 78723

Buyer: Montgomery County Municipal Utility District No. 126, a body politic and corporate and a governmental agency of the State of Texas organized under the provisions of Article XVI, Section 59 of the Texas Constitution and Chapters 49 and 54, Texas Water Code, as amended

Buyer's Mailing Address (including county):

Attn: Abraham Rubinsky
Schwartz, Page, & Harding, L.L.P.
1300 Post Oak Blvd., Suite 1400
Houston, Texas 77056

Consideration:

Cash and other good and valuable consideration, including but not limited to the covenants, agreements, promises, and releases in that certain Compromise and Settlement, Mutual Release, and Amendment and Restatement of Operations and Maintenance Agreement between Buyer and Seller, dated effective as of January 1, 2016.

Transferred Properties:

All of Seller's interest in the rights and privileges appurtenant to Seller's right to provide water and wastewater service in and to the approximately 175 acres of land located within the boundaries of Buyer, specifically including those portions of water Certificate of Convenience No. 13203 and sewer Certificate of

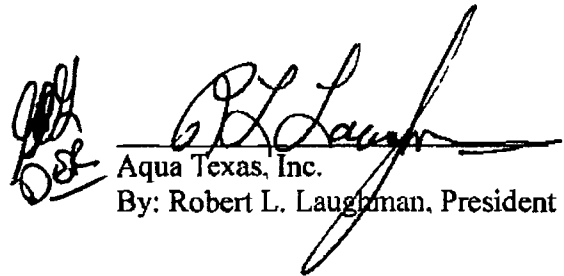
Convenience and Necessity No. 21065 (referred to herein, collectively, as the "CCNs") which lie within the boundaries of Buyer.

This Bill of Sale memorializes the transfer contemplated by Section 4 of the Compromise and Settlement, Mutual Release, and Amendment and Restatement of Operations and Maintenance Agreement between Buyer and Seller. This Bill of Sale is executed to effectuate the CCN Sale Transfer Merger Application filed with the Texas Public Utility Commission under Docket Number 45656. The parties acknowledge and agree that there are no customers and no deposits to be transferred as part of this CCN Sale Transfer Merger transaction.

Seller, for the Consideration recited above, hereby, sells, transfers, and delivers the CCNs to Buyer, together with all and singular the rights and appurtenances thereto in any way belonging, to have and to hold the CCNs to Buyer and Buyer's employees, agents, representatives, successors, and assigns forever. Seller binds Seller and Seller's employees, agents, representatives, successors, and assigns to warrant and forever defend all and singular the title to the CCNs 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.

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

[Signature Pages Follow]

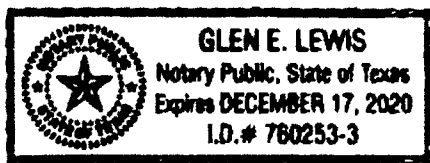

Aqua Texas, Inc.
By: Robert L. Laughman, President


STATE OF TEXAS §


COUNTY OF TRAVIS §

Before me on this day personally appeared Robert L. Laughman, President of Aqua Texas, Inc., known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same on behalf of said corporation, for the purposes and consideration therein expressed.

Given under my hand and seal of office this 29th day of June, 2017.




Notary Public, State of Texas

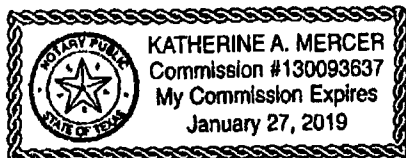

Montgomery County MUD No. 126
By: James D. Poole, Vice President

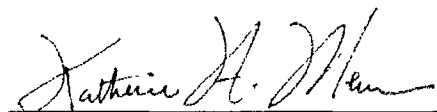
STATE OF TEXAS §

COUNTY OF HARRIS §

Before me on this day personally appeared James D. Poole, Vice President of the Board of Directors of Montgomery County Municipal Utility District No. 126, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same on behalf of said corporation, for the purposes and consideration therein expressed.

Given under my hand and seal of office this 9th day of June, 2017.




Notary Public, State of Texas
My commission expires: January 27, 2019