



Control Number: 46806



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ACTION CIVIL ENGINEERS, PLLC

Firm Registration No. F-16376

46806

Transmittal

To: Texas Natural Resources Information System
1700 N. Congress Ave, Room B40
Austin, Texas 78701

From: Mark Kelly, Project Manager
Cc: Mr. Jerry Johns, Manager City of Bridge City
Date: 06/6/2017
Re: Cherry Hill Subdivision – CCN transfer/merger application

Please find attached seven (7) copies of the Bill of Sale, and a one (1) CD containing complete and identical data as submitted to the:

Public Utility Commission of Texas
Attention: Filing Clerk
1701 N. Congress Avenue
P.O. Box 13326, Austin, Texas 78711-3326

Please let us know if you need additional information.

Sincerely,

Mark Kelly
Project Manager
Action Civil Engineers
mkelly@acivilengineers.com

BILL OF SALE AND AGREEMENT

Date: June 6, 2017

Grantor: Cherry Hill Subdivision, Melvin Block

Grantor's Mailing Address: PO Box 389
Vidor, Tx. 77670

Grantee: City of Bridge City.

Grantee's Mailing Address: PO Box 846
Bridge City, Tx. 77611

Consideration: Ten Dollars (\$10.00) and other good and valuable consideration in hand paid by Grantee,

Grantor, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, sells, assigns, and transfers to Grantee:

1. The Facilities of the Cherry Hill Subdivision, Melvin Block serving Certificate of Convenience and Necessity Number: **11438** as those are defined in that certain "Agreement for Sale of Water System Assets" between Grantor and Grantee and dated June 6, 2017 ("Agreement"), which Facilities are listed in the Inventory attached hereto as **Exhibit A**; and
2. The Intangible Assets of Cherry Hill Subdivision, Melvin Block, which include all Deeds for real property, contracts, leases, option rights, permits, certificates, licenses, reimbursement rights, service agreements, deposits, warranties from vendors or manufacturers or third parties, regulatory correspondence, as-built plans and specifications, engineering reports, files, records, information data and other intangible assets of that are related to the ongoing operation and ownership of the Facilities, including, but not limited to any adjoining, certificated areas that Cherry Hill Subdivision, Melvin Block may have by agreement outside of its current certificated area.

CITY OF BRIDGE CITY ACKNOWLEDGES AND AGREES THAT IT IS ACCEPTING THE WATER SYSTEM ASSETS IN THEIR AS-IS, WHERE-IS CONDITION WITH RESPECT TO THEIR RESPECTIVE PHYSICAL AND OPERATING CONDITION AND USEFULNESS FOR THE PURPOSE OF OPERATING THE SYSTEM AND "WITH ALL FAULTS" AND DEFECTS WITH RESPECT TO THEIR RESPECTIVE PHYSICAL PURPOSE OF OPERATING THE SYSTEM AS OF CLOSING AND SPECIFICALLY AND EXPRESSLY WITHOUT ANY WARRANTIES, REPRESENTATIONS, OR ANY OTHER GUARANTEES, EITHER EXPRESS OR IMPLIED, AS TO THEIR CONDITION, FITNESS FOR ANY PARTICULAR PURPOSE, MERCHANTABILITY OR ANY OTHER

WARRANTY OF ANY KIND, NATURE, OR TYPE WHATSOEVER FROM OR ON BEHALF OF GRANTOR OTHER THAN THIRD PARTY WARRANTIES RELATED TO THE SYSTEM TO THE EXTENT SAME ARE ASSIGNABLE.

Notwithstanding the foregoing, Grantor makes to Grantee those certain, limited representations and warranties set forth in the attached "Closing Certificate," attached hereto as **Exhibit B**, and incorporated herein for all purposes.

Grantor, agrees to hereafter cooperate with Grantee, take such actions and execute such other specific documents as may be necessary or appropriate to accomplish the transfers contemplated in the Agreement and this document, Grantee hereby assumes and agrees to perform all of Grantor's obligations under the Intangible Assets,

By this Bill of Sale and Assignment, Grantor expresses its concurrence to the transfer to Grantee by the Texas Commission on Environmental Quality of those portions of Certificate and Necessity No. **11438** that relate to the Cherry Hill Subdivision, Melvin Block as those portions are depicted in **Exhibit A** attached hereto, pursuant to Texas Commission on Environmental Quality provided in Application No. 37979-S.

When the context requires, singular nouns and pronouns include the plural, References to defined terms shall refer to those terms as defined in the Agreement.

Executed and effective this date set forth on the first page above.

GRANTOR:
Cherry Hill Estates Water System
By: Melvin Block
Melvin Block, Owner

ACCEPTED:

GRANTEE:
City of Bridge City
By: Jerry Jones
Jerry Jones, City Manager

Attest:

By: Jaime Hoffpauir
Name: Jaime Hoffpauir
Title: Notary Public

