



Control Number: 48769



Item Number: 38

Addendum StartPage: 0

# PUC Docket No. 48769

## BILL OF SALE, ASSIGNMENT, AND ASSUMPTION

### BETWEEN AQUA UTILITIES, INC. AND AQUA TEXAS, INC.

RECEIVED

2020 JAN 22 PM 2:53  
PUBLIC UTILITY COMMISSION  
FILING CLERK

THIS BILL OF SALE, ASSIGNMENT, AND ASSUMPTION ("Bill of Sale") dated and effective the 31<sup>st</sup> day of December, 2019 runs from Aqua Utilities, Inc. ("Aqua Utilities"), a Texas corporation to Aqua Texas, Inc. ("Aqua Texas"), a Texas corporation. Aqua Utilities and Aqua Texas are collectively referred to herein as "Parties".

### WITNESSETH

WHEREAS, Aqua Utilities and Aqua Texas have previously entered into a Plan and Agreement of Asset Transfer (the "Plan of Transfer") under which Aqua Utilities will transfer and Aqua Texas will acquire all of Aqua Utilities' assets within the State of Texas that are used and useful in the provision of water and wastewater services ("Water & Wastewater System Business");

WHEREAS, the specific assets of the Water & Wastewater System Business encompassed in this Bill of Sale are located in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County; are referred to herein as "Water & Wastewater System Assets," and are more fully described in Exhibit A and Exhibit B which are attached hereto and incorporated herein by reference;

WHEREAS, Aqua Texas has agreed to assume certain liabilities of the Water and Wastewater System Business (collectively "Assumed Liabilities") within the State of Texas;

WHEREAS, Aqua Utilities is presently executing and delivering this Bill of Sale to Aqua Texas for the purpose of conveying all of the right, title and interest currently held by Aqua Utilities in and to the Water & Wastewater System Assets to Aqua Texas and transferring the Assumed Liabilities to Aqua Texas; and

WHEREAS, Aqua Texas is presently executing and accepting this Bill of Sale from Aqua Utilities for the purpose of receiving all of the right, title and interest currently held by Aqua Utilities in the Water and & Wastewater System Assets and assuming the Assumed Liabilities in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County;

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

1. Aqua Utilities hereby grants, sells, conveys, assigns, transfers, sets over to and vests in Aqua Texas, its successors and assigns all of Aqua Utilities' rights, title and interest, legal and equitable, in and to all of the intangible rights and tangible personal property that are used and useful in the Water

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& Wastewater System Business, including but not limited to the Water & Wastewater System Assets, to have and to hold the same forever.

2. Aqua Utilities hereby makes and appoints Aqua Texas, its successors and assigns, as a true and lawful agent and attorney of Aqua Utilities with full power of substitution, in the same stead as Aqua Utilities, but on behalf of and for the benefit of Aqua Texas, to demand and receive all of the assets of the Water & Wastewater System Business, including but not limited to the Water & Wastewater System Assets, which are not in the possession or under the exclusive control of Aqua Utilities, and to give receipts and releases for and in respect of the sale, and any part thereof, and from time to time to institute in Aqua Utilities' name or in the name of Aqua Texas, and their successors and assigns, as the authorized legal attorney of and for Aqua Utilities, for the benefit of Aqua Texas, its successors and assigns and at the expense of Aqua Texas, any and all proceedings at law, equity or otherwise, which Aqua Texas may deem proper for the collection and enforcement of any claim or right of any kind hereby granted, transferred, sold, conveyed, or assigned, or intended so to be, and to do all acts and things in relation to such assets transferred hereunder which Aqua Texas deems desirable. Aqua Utilities hereby declares that the foregoing powers are coupled with interests and are and shall be irrevocable by Aqua Utilities or by the dissolution of Aqua Utilities in any manner or for any reason whatsoever.

3. Aqua Texas assumes and agrees to perform and discharge all the Assumed Liabilities in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County, as provided in the Plan of Asset Transfer.

4. The Parties, their successors and assigns agree that from time to time as needed after the execution of this Bill of Sale, upon the request of the other Party and without payment of further consideration, to perform, execute, acknowledge, and deliver, all and every act, conveyance, transfer, assignment or assurance as may be reasonably required to more effectively convey, transfer or vest in Aqua Texas any of the Water & Wastewater System Assets or Assumed Liabilities within Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County, or to otherwise put into effect the intent and purpose of the Plan of Transfer, including but not limited to real property deeds and conveyances. The Party making such request shall assume all costs arising from the request and shall reimburse the other Party for its reasonable costs in complying with such request.

5. Nothing in this Bill of Sale, express or implied, is intended or shall be construed to confer upon or give to any other person, firm, corporation, or business entity, other than the Parties and their successors and assigns, any remedy or claim under or by reason of this instrument or any provision, covenant, condition, or promise herein. This Bill of sale is for the sole and exclusive benefit of the Parties, their successors and assigns.

6. This Bill of Sale is governed by and shall be enforced in accordance with the laws of the State of Texas.

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7. The assets transferred by this Bill of Sale shall include but not be limited to the following items in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County:

- a. All the land, buildings, pipes, pipelines, water mains, sewer mains, lift stations, treatment plants, wells, pumping stations storage tanks, standpipes, fire hydrants, structures, improvements, fixtures, rights of way, rights, uses, licenses, and easements owned by Aqua Utilities or in which Aqua Utilities has an interest, and all hereditaments, tenements, and appurtenances belonging or appertaining thereto which relate to the Water & Wastewater System Business;
- b. All of the underground water, percolating water, artesian water, and any other water from any depths and reservoirs, formations, depths, and horizons beneath the surface of the Water & Wastewater System Business property in which Aqua Utilities has an interest;
- c. All supplies and inventories related to the Water & Wastewater System Business;
- d. All rights of Aqua Utilities under any written or oral contract, easement, license, agreement, lease, plan, instrument, registration, permit, surface water right, surface water permit, groundwater right, groundwater permit, groundwater conservation district right, groundwater conservation district permit, discharge right, discharge permit, certificate or other authorization or approval of any nature, or other document, commitment, arrangement, undertaking, practice or authorization, relating in any way to the Water & Wastewater System Business, including all active and inactive accounts, if any, and all agreements with third parties regarding the provision of retail or wholesale water and the provision of resale or wholesale wastewater treatment services;
- e. All rights and choses in action of Aqua Utilities relating to the Water & Wastewater System Business and Water & Wastewater System Assets, arising out of the occurrences before and/or after the date of this conveyance, including but not limited to those associated with adverse possession and ownership of the real and personal property of the Water & Wastewater System Business and Water & Wastewater System Assets;
- f. All information, files, records, data, plans, contracts, and recorded knowledge, including customer and supplier lists and property records in any way related to the Water & Wastewater System Business; and

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- g. All of Aqua Utilities' interest in all of the personal property owned and/or controlled by Aqua Utilities associated with the operation and/or ownership of Water & Wastewater System Business, including without limitation Aqua Utilities' interests in any customer records, business records, applications for licenses, permits or other related governmental authorizations, all business goodwill (including the right to do business under the various names of the water facilities and systems which are part of the Water & Wastewater System Business).

**IN WITNESS WHEREOF**, the Parties have set their hands this day and year first noted above with the intention of being legally bound by its terms.

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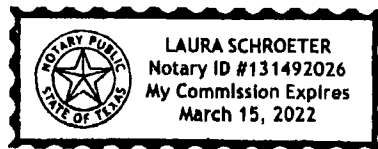
**AQUA UTILITIES, INC.**

*DR*  
*BCR* By: *[Signature]*  
Name: Robert L. Laughman  
Title: President

State of Texas  
County of Harris

ACKNOWLEDGED, SWORN TO, AND SUBSCRIBED TO under oath by Robert. L. Laughman, President of Aqua Utilities, Inc. before the undersigned notary public in witness of which I place my hand and seal on this December 19, 2019.

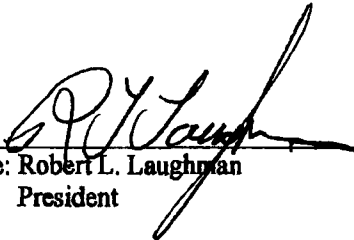
SEAL



*[Signature]*  
Notary Public, State of Texas  
Print name: Laura Schroeter  
Commission expires: 3/15/2022

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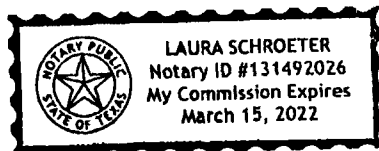
AQUA TEXAS, INC.


By:   
Name: Robert L. Laughman  
Title: President

State of Texas  
County of Harris

ACKNOWLEDGED, SWORN TO, AND SUBSCRIBED TO under oath by Robert L. Laughman,  
President of Aqua Texas, Inc. before the undersigned notary public in witness of which I place my hand  
and seal on this December 19, 2019.

SEAL



  
Notary Public, State of Texas  
Print name: Laura Schroeter  
Commission expires: 3/15/2022

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## EXHIBIT A WATER SYSTEMS

All assets held in connection with undeveloped water CCN territories included in in Public Utility Commission of Texas Application No. 48769, if any; and all assets within the State of Texas that are used and useful in the provision of water services through the following systems.

PWS #	TCEQ System Name	Subdivision/Area Served	County
0100065	Comanche Cliffs	Comanche Cliffs	Bandera
0100053	Elmwood Estates	Elmwood Estates	Bandera
0100047	Lakewood Water	Lakewood Water Lakewood Park	Bandera
0100052	San Julian Creek Estates	San Julian Creek Estates	Bandera
0150431	Estates Utility Co. Stonegate	Stonegate	Bexar
1050068	Cardinal Valley Water System	Cardinal Valley	Hays and Blanco
2270342	Canyon Ridge Springs	Canyon Ridge Springs	Travis and Burnet
0270134	Stone Mountain Subdivision	Stone Mountain	Burnet
0270141	Rio Ancho Subdivision	Rio Ancho	Burnet and Williamson
0460063	Canyon Lake Mobile Home Estates	Canyon Lake Mobile Home Estates	Comal
0460022	Canyon Springs Water	Canyon Springs King Cove	Comal
0460185	Gruene River Development	Gruene River	Comal
PWS TBA	Rebecca Creek		Comal
0460060	Scenic Heights	Scenic Heights	Comal
PWS TBA	Ambleside		Gillespie
0860106	Harper Water System	Harper Water System	Gillespie
1050029	Chaparral Water System Hays	Bliss Spillar	Hays
1050082	Copper Hills Water System	Copper Hills	Hays
1050134	Sierra West Subdivision	Sierra West Subdivision	Hays
1050058	Southwest Territory	Southwest Territory	Hays and Travis
1050080	Granite Creek WSC	Granite Creek Blanco River Crossing	Hays
1050043	Leisurewoods Water	Leisurewoods	Hays
1050077	Meadow Woods Water Supply	Meadow Woods Arroyo Ranch Dove Hollow Estates	Hays



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		Quail Meadows Subdivision	
1050111	Mountain Crest Water	Mountain Crest	Hays
1050037	Woodcreek Utility Co. 1	Wimberley Woodcreek Woodcreek Phase I	Hays
1050039	Woodcreek Utility Co. 2	Wimberley Woodcreek Woodcreek Phase II	Hays
1050100	Oak Meadows	Oak Meadows	Hays
PWS TBA	SW Water Area 2	2385 acres, northwest of downtown Kyle, Texas, future subdivision	Hays
PWS TBA	SW Water Area 1	518 acres, west/northwest of downtown Wimberley, Texas, future subdivision	Hays
1300041	Kendall Pointe	Kendall Pointe	Kendall
1300032	Stonegate Water System	Stonegate Water System	Kendall
1300036	Ten West Ranches	Ten West Ranches	Kendall
1300034	Walnut Hills	Walnut Hills	Kendall
PWS TBA	SW Water Area 3	196 acres, northwest of downtown Boerne, Texas, future subdivision	Kendall
1330126	Bear Paw Water System	Bear Paw Highlands Ranch	Kerr
1330111	Center Point North Water System	Center Point North	Kerr
1330010	Center Point Taylor System	Center Point Taylor	Kerr
1330147	Cherry Ridge Water	Cherry Ridge	Kerr
1330156	Cypress Springs	Cypress Springs	Kerr
1330036	Erlund Subdivision	Erlund Subdivision Belaire Estates Clear Springs Ranch Estates Kerrville South Ranches No. 1 Loudair Hill Subdivision Mountain Top Ranchettes Mountain View Estates Tierra Grande	Kerr
1330154	Falling Water Subdivision	Falling Water Subdivision Reserve at Falling Water	Kerr and Kendall
1330113	Four Seasons	Four Seasons Castle Estates Dewberry Hollow Estates of Turtle Creek Lamb Creek Wood Creek Woodland Trail Estates	Kerr
1330118	Horseshoe Oaks Subdivision Water System	Horseshoe Oaks Subdivision	Kerr

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1330011	Ingram Water Supply	Cardinal Acres Cypress Falls Greenwood Forest Highpointe Ingram Hills Midway Westwood Oaks White Oaks Windmill Communities Subdivision City of Ingram	Kerr
1330097	Nickerson Farms Water System	Nickerson Farm	Kerr
1330124	Northwest Hills Subdivision	Northwest Hills Subdivision	Kerr
1330091	Oak Forest South Water Supply	Oak Forest South Burney Oaks Fawn Run Quail Run Estates	Kerr
1330127	Park Place Subdivision	Park Place	Kerr
1330107	Pecan Valley	Pecan Valley	Kerr
1330139	Real Oaks Subdivision	Real Oaks Subdivision	Kerr
1330013	Royal Oaks Water	Royal Oaks	Kerr
1330155	Saddlewood Subdivision	Saddlewood Subdivision	Kerr
1330101	Sleepy Hollow	Sleepy Hollow	Kerr
PWS TBA	SW Water Area 4	176 acres, west/southwest of downtown Kerrville, Texas, future subdivision	Kerr
1340019	London Water System	London Water System	Kimble
1490017	Lake Vista Utility Co.	Lake Vista	Live Oak
1500043	Pecan Utilities Oak Ridge Subdivision	Pecan Utilities Oak Ridge Estates Subdivision	Llano
1630026	Country View Estates	Country View Estates Big Valley	Medina
1630045	Dancing Bear	Dancing Bear Subdivision	Medina
1630040	Valentine Ranch	Valentine Ranch	Medina
1780019	Golden Acres Water Co.	Golden Acres	Nueces
2270282	Barton Creek Lakeside	Barton Creek Shady Creek Lakeside Subdivision McDaniels Tract Red Bluff Estates	Travis and Burnet
2270043	Bear Creek Park	Bear Creek Park	Travis
2270354	Briarcreek Subdivision	Briarcreek Manor Briarcreek Subdivision	Travis
2270173	Hill Country Northwest Cherry Hollow	South Cherry Hollow Estates	Travis
2270210	Indian Springs Subdivision	Indian Springs Subdivision	Travis
2270327	Lakecliff on Lake Travis	Lakecliff on Lake Travis	Travis

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2270327	Lakecliff on Lake Travis	Travis Lakeside	Travis
2270114	Mooreland Subdivision	Mooreland Subdivision	Travis
2270190	Nighthawk WSC	Garden Valley Green Grove	Travis
2270059	Onion Creek Meadows	Onion Creek Meadows	Travis
2270041	Rivercrest Water System	Rivercrest	Travis
2270054	Sandy Creek Ranches Subdivision	Sandy Creek Ranches Subdivision The Bluffs of Sandy Creek	Travis
2270212	Shady Hollow Estates WSC	Shady Hollow Estates	Travis
2460046	San Gabriel River Ranches	San Gabriel River Ranches Hidden Creek Estates	Williamson
2460026	South San Gabriel Ranches	South San Gabriel Ranches	Williamson
2460064	Tal Tex	Tal Tex Tonkawa Village Great Oaks Subdivision	Williamson
2470022 <sup>1</sup>	Eagle Creek Ranch	Eagle Creek Ranch The Estates at Eagle Creek	Wilson

<sup>1</sup> Also utilizes TPDES Permit No. WQ0014626-001.

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## EXHIBIT B WASTEWATER SYSTEMS

All assets held in connection with undeveloped sewer CCN territories included in in Public Utility Commission of Texas Application No. 48769, if any; and all assets within the State of Texas that are used and useful in the provision of sewer services through the following systems.

WQ #	TCEQ System Name	Subdivision/Area Served	County
0011332-001	B & W Gathering	B & W Gathering	Burnet
System Permit # TBA	SW Sewer Area 1	286 acres, northwest of downtown Bastrop, Texas, future subdivision	Bastrop
System Permit # TBA	Rebecca Creek	154 acres, northeast of downtown Spring Branch	Comal
0013293-001	Goforth WWTP	139 Acres, 4.5 miles southeast of downtown Buda	Hays
0013989-001	Woodcreek	Woodcreek Woodcreek Phase I Woodcreek Phase II Wimberley	Hays
System Permit # TBA	SW Sewer Area 2	117 acres, southeast of downtown Buda, Texas, future subdivision	Hays
0015293-001	Sunset Oaks	Sunset Oaks	Hays
0014061-001	Briar Creek	Briarcreek Manor Briarcreek Subdivision	Travis
0013477-001 R13477-001	Barton Creek Lakeside	Barton Creek Lakeside Lakecliff on Lake Travis Travis Lakeside Shady Creek McDaniels Tract Red Bluff Estates	Travis and Burnet
0013337-001	Sandy Creek Ranches	Sandy Creek Ranches Leander Hills	Travis
0014148-001	Boggy Creek	506 acres, southwest of downtown Taylor	Williamson

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STATE OF TEXAS

COUNTY OF Travis

## SELLER'S AFFIDAVIT OF CLOSING

I, Robert L. Laughman, certify that I am the president of Aqua Utilities, Inc., whose certain assets are being sold to Aqua Texas, Inc. through a Water Code §13.301 sale as more specifically described in the §13.301 application for same assigned Public Utility Commission of Texas ("PUC") Docket No. 48769. The sale and transfer of the utility assets closed on Dec 31, 2019. Management and control of the utility system transferred on Dec 31, 2019 at 11:29 a.m. Both events occurred after receipt of the August 22, 2019 Order No. 12 Approving Sale/Transfer to Proceed issued by the PUC in Docket No. 48769 authorizing the parties to close this transaction.

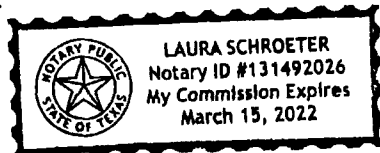
Customer deposits transferred from Buyer to Seller in connection with the closing. These customer deposits will be held by Aqua Texas, Inc. for fiduciary management and refund in due course of business under the Public Utility Commission of Texas Rules.

Aqua Utilities, Inc. 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, Aqua Utilities, Inc. 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 Aqua Utilities, Inc.

Robert L. Laughman  
Robert L. Laughman, Affiant  
BCR

SWORN AND SUBSCRIBED TO under oath by Robert L. Laughman, President of Seller, Aqua Utilities, Inc. before the undersigned notary public in witness of which I place my hand and seal on December 19, 2019.

SEAL



[Signature]  
Notary Public, State of Texas

Print name: Laura Schroeter

Commission expires: 3/15/2022

# PUC Docket No. 48769

STATE OF TEXAS

COUNTY OF Travis

## BUYER'S AFFIDAVIT OF CLOSING

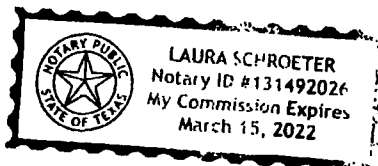
I, Robert L. Laughman, certify that I am the president of Aqua Texas, Inc., the purchaser of certain assets of Aqua Utilities, Inc. through a Water Code §13.301 sale as more specifically described in the §13.301 application for same assigned Public Utility Commission of Texas ("PUC") Docket No. 48769. The sale and transfer of the utility assets closed on Dec 31, 2019. Management and control of the utility systems transferred on Dec 31, 2019 at 11:59 p.m. Both events occurred after receipt of the August 22, 2019 Order No. 12 Approving Sale/Transfer to Proceed issued by the PUC in Docket No. 48769 authorizing the parties to close this transaction.

Customer deposits were transferred from Buyer to Seller in connection with the closing. These customer deposits will be held by Aqua Texas, Inc. for fiduciary management and refund in due course of business under the Public Utility Commission of Texas rules.

Del Robert L. Laughman  
BOL  
Robert L. Laughman, Affiant

SWORN AND SUBSCRIBED TO under oath by Robert L. Laughman, President of Buyer, Aqua Texas, Inc. before the undersigned notary public in witness of which I place my hand and seal on December 19, 2019.

SEAL



[Signature]  
Notary Public, State of Texas

Print name: Laura Schroeter

Commission expires: 3/15/2022

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## **BILL OF SALE, ASSIGNMENT, AND ASSUMPTION**

### **BETWEEN AQUA DEVELOPMENT, INC. AND AQUA TEXAS, INC.**

**THIS BILL OF SALE, ASSIGNMENT, AND ASSUMPTION** ("Bill of Sale") dated and effective the 31<sup>st</sup> day of December, 2019 runs from **Aqua Development, Inc.** ("Aqua Development"), a Texas corporation to **Aqua Texas, Inc.** ("Aqua Texas"), a Texas corporation. Aqua Development and Aqua Texas are collectively referred to herein as "Parties".

## **WITNESSETH**

**WHEREAS**, Aqua Development and Aqua Texas have previously entered into a Plan and Agreement of Asset Transfer (the "Plan of Transfer") under which Aqua Development will transfer and Aqua Texas will acquire all of Aqua Development' assets within the State of Texas that are used and useful in the provision of water and wastewater services ("Water & Wastewater System Business");

**WHEREAS**, the specific assets of the Water & Wastewater System Business encompassed in this Bill of Sale are located in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County; are referred to herein as "Water & Wastewater System Assets," and are more fully described in **Exhibit A** and **Exhibit B** which are attached hereto and incorporated herein by reference;

**WHEREAS**, Aqua Texas has agreed to assume certain liabilities of the Water and Wastewater System Business (collectively "Assumed Liabilities") within the State of Texas;

**WHEREAS**, Aqua Development is presently executing and delivering this Bill of Sale to Aqua Texas for the purpose of conveying all of the right, title and interest currently held by Aqua Development in and to the Water & Wastewater System Assets to Aqua Texas and transferring the Assumed Liabilities to Aqua Texas; and

**WHEREAS**, Aqua Texas is presently executing and accepting this Bill of Sale from Aqua Development for the purpose of receiving all of the right, title and interest currently held by Aqua Development in the Water and & Wastewater System Assets and assuming the Assumed Liabilities in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County;

**NOW, THEREFORE**, in consideration of the mutual covenants and agreements contained herein, the sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

1. Aqua Development hereby grants, sells, conveys, assigns, transfers, sets over to and vests in Aqua Texas, its successors and assigns all of Aqua Development' rights, title and interest, legal and equitable, in and to all of the intangible rights and tangible personal property that are used and useful in

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the Water & Wastewater System Business, including but not limited to the Water & Wastewater System Assets, to have and to hold the same forever.

2. Aqua Development hereby makes and appoints Aqua Texas, its successors and assigns, as a true and lawful agent and attorney of Aqua Development with full power of substitution, in the same stead as Aqua Development, but on behalf of and for the benefit of Aqua Texas, to demand and receive all of the assets of the Water & Wastewater System Business, including but not limited to the Water & Wastewater System Assets, which are not in the possession or under the exclusive control of Aqua Development, and to give receipts and releases for and in respect of the sale, and any part thereof, and from time to time to institute in Aqua Development' name or in the name of Aqua Texas, and their successors and assigns, as the authorized legal attorney of and for Aqua Development, for the benefit of Aqua Texas, its successors and assigns and at the expense of Aqua Texas, any and all proceedings at law, equity or otherwise, which Aqua Texas may deem proper for the collection and enforcement of any claim or right of any kind hereby granted, transferred, sold, conveyed, or assigned, or intended so to be, and to do all acts and things in relation to such assets transferred hereunder which Aqua Texas deems desirable. Aqua Development hereby declares that the foregoing powers are coupled with interests and are and shall be irrevocable by Aqua Development or by the dissolution of Aqua Development in any manner or for any reason whatsoever.

3. Aqua Texas assumes and agrees to perform and discharge all the Assumed Liabilities in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County, as provided in the Plan of Asset Transfer.

4. The Parties, their successors and assigns agree that from time to time as needed after the execution of this Bill of Sale, upon the request of the other Party and without payment of further consideration, to perform, execute, acknowledge, and deliver, all and every act, conveyance, transfer, assignment or assurance as may be reasonably required to more effectively convey, transfer or vest in Aqua Texas any of the Water & Wastewater System Assets or Assumed Liabilities within Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County, or to otherwise put into effect the intent and purpose of the Plan of Transfer, including but not limited to real property deeds and conveyances. The Party making such request shall assume all costs arising from the request and shall reimburse the other Party for its reasonable costs in complying with such request.

5. Nothing in this Bill of Sale, express or implied, is intended or shall be construed to confer upon or give to any other person, firm, corporation, or business entity, other than the Parties and their successors and assigns, any remedy or claim under or by reason of this instrument or any provision, covenant, condition, or promise herein. This Bill of sale is for the sole and exclusive benefit of the Parties, their successors and assigns.

6. This Bill of Sale is governed by and shall be enforced in accordance with the laws of the State of Texas.



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7. The assets transferred by this Bill of Sale shall include but not be limited to the following items in Bandera, Bastrop, Bexar, Blanco, Burnet, Comal, Gillespie, Hays, Kendall, Kerr, Kimble, Live Oak, Llano, Medina, Nueces, Travis, Williamson and Wilson County:

- a. All the land, buildings, pipes, pipelines, water mains, sewer mains, lift stations, treatment plants, wells, pumping stations storage tanks, standpipes, fire hydrants, structures, improvements, fixtures, rights of way, rights, uses, licenses, and easements owned by Aqua Development or in which Aqua Development has an interest, and all hereditaments, tenements, and appurtenances belonging or appertaining thereto which relate to the Water & Wastewater System Business;
- b. All of the underground water, percolating water, artesian water, and any other water from any depths and reservoirs, formations, depths, and horizons beneath the surface of the Water & Wastewater System Business property in which Aqua Development has an interest;
- c. All supplies and inventories related to the Water & Wastewater System Business;
- d. All rights of Aqua Development under any written or oral contract, easement, license, agreement, lease, plan, instrument, registration, permit, surface water right, surface water permit, groundwater right, groundwater permit, groundwater conservation district right, groundwater conservation district permit, discharge right, discharge permit, certificate or other authorization or approval of any nature, or other document, commitment, arrangement, undertaking, practice or authorization, relating in any way to the Water & Wastewater System Business, including all active and inactive accounts, if any, and all agreements with third parties regarding the provision of retail or wholesale water and the provision of resale or wholesale wastewater treatment services;
- e. All rights and choses in action of Aqua Development relating to the Water & Wastewater System Business and Water & Wastewater System Assets, arising out of the occurrences before and/or after the date of this conveyance, including but not limited to those associated with adverse possession and ownership of the real and personal property of the Water & Wastewater System Business and Water & Wastewater System Assets;
- f. All information, files, records, data, plans, contracts, and recorded knowledge, including customer and supplier lists and property records in any way related to the Water & Wastewater System Business; and

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- g. All of Aqua Development' interest in all of the personal property owned and/or controlled by Aqua Development associated with the operation and/or ownership of Water & Wastewater System Business, including without limitation Aqua Development' interests in any customer records, business records, applications for licenses, permits or other related governmental authorizations, all business goodwill (including the right to do business under the various names of the water facilities and systems which are part of the Water & Wastewater System Business).

**IN WITNESS WHEREOF**, the Parties have set their hands this day and year first noted above with the intention of being legally bound by its terms.

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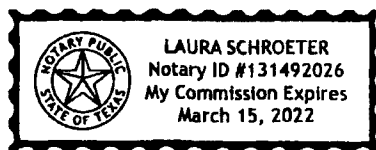
**AQUA DEVELOPMENT, INC.**

DB  
BCR By: [Signature]  
Name: Robert L. Laughman  
Title: President

State of Texas  
County of Harris

ACKNOWLEDGED, SWORN TO, AND SUBSCRIBED TO under oath by Robert. L Laughman,  
President of Aqua Development, Inc. before the undersigned notary public in witness of which I place  
my hand and seal on this December 19, 2019.

SEAL

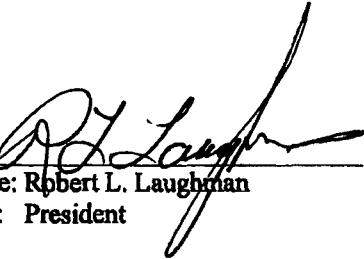


[Signature]  
Notary Public, State of Texas  
Print name: Laura Schroeter  
Commission expires: 3/15/2022

# PUC Docket No. 48769

AQUA TEXAS, INC.

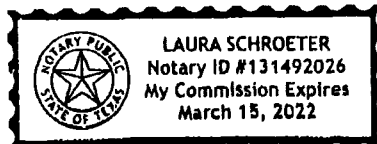
DEL  
BCR


By:   
Name: Robert L. Laughman  
Title: President

State of Texas  
County of Harris

ACKNOWLEDGED, SWORN TO, AND SUBSCRIBED TO under oath by Robert. L. Laughman, President of Aqua Texas, Inc. before the undersigned notary public in witness of which I place my hand and seal on this December 19, 2019.

SEAL



  
Notary Public, State of Texas  
Print name: Laura Schroeter  
Commission expires: 3/15/2022

# PUC Docket No. 48769

## EXHIBIT A WATER SYSTEMS

All assets held in connection with undeveloped water CCN territories included in Public Utility Commission of Texas Application No. 48769, if any; and all assets within the State of Texas that are used and useful in the provision of water services through the following systems.

PWS #	TCEQ System Name	Subdivision/Area Served	County
0100065	Comanche Cliffs	Comanche Cliffs	Bandera
0100053	Elmwood Estates	Elmwood Estates	Bandera
0100047	Lakewood Water	Lakewood Water Lakewood Park	Bandera
0100052	San Julian Creek Estates	San Julian Creek Estates	Bandera
0150431	Estates Utility Co. Stonegate	Stonegate	Bexar
1050068	Cardinal Valley Water System	Cardinal Valley	Hays and Blanco
2270342	Canyon Ridge Springs	Canyon Ridge Springs	Travis and Burnet
0270134	Stone Mountain Subdivision	Stone Mountain	Burnet
0270141	Rio Ancho Subdivision	Rio Ancho	Burnet and Williamson
0460063	Canyon Lake Mobile Home Estates	Canyon Lake Mobile Home Estates	Comal
0460022	Canyon Springs Water	Canyon Springs King Cove	Comal
0460185	Gruene River Development	Gruene River	Comal
PWS TBA	Rebecca Creek		Comal
0460060	Scenic Heights	Scenic Heights	Comal
PWS TBA	Ambleside		Gillespie
0860106	Harper Water System	Harper Water System	Gillespie
1050029	Chaparral Water System Hays	Bliss Spillar	Hays
1050082	Copper Hills Water System	Copper Hills	Hays
1050134	Sierra West Subdivision	Sierra West Subdivision	Hays
1050058	Southwest Territory	Southwest Territory	Hays and Travis
1050080	Granite Creek WSC	Granite Creek Blanco River Crossing	Hays
1050043	Leisurewoods Water	Leisurewoods	Hays
1050077	Meadow Woods Water Supply	Meadow Woods Arroyo Ranch Dove Hollow Estates	Hays

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		Quail Meadows Subdivision	
1050111	Mountain Crest Water	Mountain Crest	Hays
1050037	Woodcreek Utility Co. 1	Wimberley Woodcreek Woodcreek Phase I	Hays
1050039	Woodcreek Utility Co. 2	Wimberley Woodcreek Woodcreek Phase II	Hays
1050100	Oak Meadows	Oak Meadows	Hays
PWS TBA	SW Water Area 2	2385 acres, northwest of downtown Kyle, Texas, future subdivision	Hays
PWS TBA	SW Water Area 1	518 acres, west/northwest of downtown Wimberley, Texas, future subdivision	Hays
1300041	Kendall Pointe	Kendall Pointe	Kendall
1300032	Stonegate Water System	Stonegate Water System	Kendall
1300036	Ten West Ranches	Ten West Ranches	Kendall
1300034	Walnut Hills	Walnut Hills	Kendall
PWS TBA	SW Water Area 3	196 acres, northwest of downtown Boerne, Texas, future subdivision	Kendall
1330126	Bear Paw Water System	Bear Paw Highlands Ranch	Kerr
1330111	Center Point North Water System	Center Point North	Kerr
1330010	Center Point Taylor System	Center Point Taylor	Kerr
1330147	Cherry Ridge Water	Cherry Ridge	Kerr
1330156	Cypress Springs	Cypress Springs	Kerr
1330036	Erlund Subdivision	Erlund Subdivision Belaire Estates Clear Springs Ranch Estates Kerrville South Ranches No. 1 Loudair Hill Subdivision Mountain Top Ranchettes Mountain View Estates Tierra Grande	Kerr
1330154	Falling Water Subdivision	Falling Water Subdivision Reserve at Falling Water	Kerr and Kendall
1330113	Four Seasons	Four Seasons Castle Estates Dewberry Hollow Estates of Turtle Creek Lamb Creek Wood Creek Woodland Trail Estates	Kerr
1330118	Horseshoe Oaks Subdivision Water System	Horseshoe Oaks Subdivision	Kerr

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1330011	Ingram Water Supply	Cardinal Acres Cypress Falls Greenwood Forest Highpointe Ingram Hills Midway Westwood Oaks White Oaks Windmill Communities Subdivision City of Ingram	Kerr
1330097	Nickerson Farms Water System	Nickerson Farm	Kerr
1330124	Northwest Hills Subdivision	Northwest Hills Subdivision	Kerr
1330091	Oak Forest South Water Supply	Oak Forest South Burney Oaks Fawn Run Quail Run Estates	Kerr
1330127	Park Place Subdivision	Park Place	Kerr
1330107	Pecan Valley	Pecan Valley	Kerr
1330139	Real Oaks Subdivision	Real Oaks Subdivision	Kerr
1330013	Royal Oaks Water	Royal Oaks	Kerr
1330155	Saddlewood Subdivision	Saddlewood Subdivision	Kerr
1330101	Sleepy Hollow	Sleepy Hollow	Kerr
PWS TBA	SW Water Area 4	176 acres, west/southwest of downtown Kerrville, Texas, future subdivision	Kerr
1340019	London Water System	London Water System	Kimble
1490017	Lake Vista Utility Co.	Lake Vista	Live Oak
1500043	Pecan Utilities Oak Ridge Subdivision	Pecan Utilities Oak Ridge Estates Subdivision	Llano
1630026	Country View Estates	Country View Estates Big Valley	Medina
1630045	Dancing Bear	Dancing Bear Subdivision	Medina
1630040	Valentine Ranch	Valentine Ranch	Medina
1780019	Golden Acres Water Co.	Golden Acres	Nueces
2270282	Barton Creek Lakeside	Barton Creek Shady Creek Lakeside Subdivision McDaniels Tract Red Bluff Estates	Travis and Burnet
2270043	Bear Creek Park	Bear Creek Park	Travis
2270354	Briarcreek Subdivision	Briarcreek Manor Briarcreek Subdivision	Travis
2270173	Hill Country Northwest Cherry Hollow	South Cherry Hollow Estates	Travis
2270210	Indian Springs Subdivision	Indian Springs Subdivision	Travis
2270327	Lakecliff on Lake Travis	Lakecliff on Lake Travis	Travis

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2270327	Lakecliff on Lake Travis	Travis Lakeside	Travis
2270114	Mooreland Subdivision	Mooreland Subdivision	Travis
2270190	Nighthawk WSC	Garden Valley Green Grove	Travis
2270059	Onion Creek Meadows	Onion Creek Meadows	Travis
2270041	Rivercrest Water System	Rivercrest	Travis
2270054	Sandy Creek Ranches Subdivision	Sandy Creek Ranches Subdivision The Bluffs of Sandy Creek	Travis
2270212	Shady Hollow Estates WSC	Shady Hollow Estates	Travis
2460046	San Gabriel River Ranches	San Gabriel River Ranches Hidden Creek Estates	Williamson
2460026	South San Gabriel Ranches	South San Gabriel Ranches	Williamson
2460064	Tal Tex	Tal Tex Tonkawa Village Great Oaks Subdivision	Williamson
2470022 <sup>1</sup>	Eagle Creek Ranch	Eagle Creek Ranch The Estates at Eagle Creek	Wilson

<sup>1</sup> Also utilizes TPDES Permit No. WQ0014626-001.



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## EXHIBIT B WASTEWATER SYSTEMS

All assets held in connection with undeveloped sewer CCN territories included in in Public Utility Commission of Texas Application No. 48769, if any; and all assets within the State of Texas that are used and useful in the provision of sewer services through the following systems.

WQ #	TCEQ System Name	Subdivision/Area Served	County
0011332-001	B & W Gathering	B & W Gathering	Burnet
System Permit # TBA	SW Sewer Area 1	286 acres, northwest of downtown Bastrop, Texas, future subdivision	Bastrop
System Permit # TBA	Rebecca Creek	154 acres, northeast of downtown Spring Branch	Comal
0013293-001	Goforth WWTP	139 Acres, 4.5 miles southeast of downtown Buda	Hays
0013989-001	Woodcreek	Woodcreek Woodcreek Phase I Woodcreek Phase II Wimberley	Hays
System Permit # TBA	SW Sewer Area 2	117 acres, southeast of downtown Buda, Texas, future subdivision	Hays
0015293-001	Sunset Oaks	Sunset Oaks	Hays
0014061-001	Briar Creek	Briarcreek Manor Briarcreek Subdivision	Travis
0013477-001 R13477-001	Barton Creek Lakeside	Barton Creek Lakeside Lakecliff on Lake Travis Travis Lakeside Shady Creek McDaniels Tract Red Bluff Estates	Travis and Burnet
0013337-001	Sandy Creek Ranches	Sandy Creek Ranches Leander Hills	Travis
0014148-001	Boggy Creek	506 acres, southwest of downtown Taylor	Williamson

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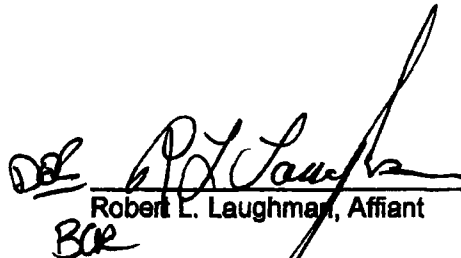
STATE OF TEXAS

COUNTY OF Travis

## BUYER'S AFFIDAVIT OF CLOSING

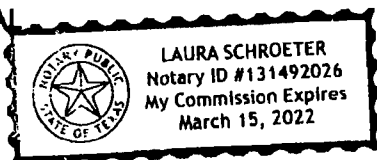
I, Robert L. Laughman, certify that I am the president of Aqua Texas, Inc., the purchaser of the assets of Aqua Development, Inc. through a Water Code §13.301 sale as more specifically described in the §13.301 application for same assigned Public Utility Commission of Texas ("PUC") Docket No. 48769. The sale and transfer of the utility and its assets closed on Dec 31, 2019. Management and control of the utility systems transferred on Dec 31, 2019 at 11:59 a.m. Both events occurred after receipt of the August 22, 2019 Order No. 12 Approving Sale/Transfer to Proceed issued by the PUC in Docket No. 48769 authorizing the parties to close this transaction.

Customer deposits were transferred from Buyer to Seller in connection with the closing. These customer deposits will be held by Aqua Texas, Inc. for fiduciary management and refund in due course of business under the Public Utility Commission of Texas rules.

  
Robert L. Laughman, Affiant  
Bar

SWORN AND SUBSCRIBED TO under oath by Robert L. Laughman, President of Buyer, Aqua Texas, Inc. before the undersigned notary public in witness of which I place my hand and seal on December 19, 2019.

SEAL



  
Notary Public, State of Texas

Print name: Laura Schroeter

Commission expires: 3/15/2022

# PUC Docket No. 48769

STATE OF TEXAS

COUNTY OF Travis

## SELLER'S AFFIDAVIT OF CLOSING

I, Robert L. Laughman, certify that I am the president of Aqua Development, Inc., whose assets are being sold to Aqua Texas, Inc. through a Water Code §13.301 sale as more specifically described in the §13.301 application for same assigned Public Utility Commission of Texas ("PUC") Docket No. 48769. The sale and transfer of the utility and its assets closed on Dec 31, 2019. Management and control of the utility systems transferred on Dec 31, 2019 at 11:59 p.m. Both events occurred after receipt of the Public Utility Commission of Texas' August 22, 2019 Order No. 12 Approving Sale/Transfer to Proceed authorizing the parties to close this transaction.

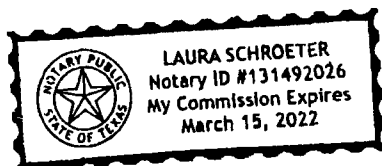
Customer deposits transferred from Buyer to Seller in connection with the closing. These customer deposits will be held by the corporation for fiduciary management and refund in due course of business under the Public Utility Commission of Texas Rules.

Aqua Development, Inc. 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, Aqua Development, Inc. 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 Aqua Development, Inc.

Robert L. Laughman  
Robert L. Laughman, Affiant  
BCL

SWORN AND SUBSCRIBED TO under oath by Robert L. Laughman, President of Seller, Aqua Development, Inc. before the undersigned notary public in witness of which I place my hand and seal on December 15, 2019.

SEAL



[Signature]  
Notary Public, State of Texas

Print name: Laura Schroeter

Commission expires: 3/15/2022