



**RESOLUTION NO. 20151124-07**

**A RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR/CEO TO EXECUTE ANY AND ALL DOCUMENTS NECESSARY TO CLOSE THE SALE AND TRANSFER OF THE WET UTILITY SYSTEMS TO RIVERBEND WATER RESOURCES DISTRICT.**

**WHEREAS**, TexAmericas Center is a political subdivision of the State of Texas with the powers and authorities specified in Chapter 3503 of the Special District Local Laws Code of the State of Texas; and

**WHEREAS**, on or about May 26, 2015, TexAmericas Center and Riverbend Water Resources District entered into that certain Agreement for Purchase and Sale of Assets and Assignment and Assumption of Contract Rights providing for the sale by TexAmericas Center to Riverbend Water Resources District of the Wet Utility Systems owned by TexAmericas Center and the purchase and assumption by Riverbend Water Resources District of certain assets and contract rights, reference to which is hereby made for any and all purposes; and

**WHEREAS**, the Purchase and Sale of Assets and Assignment and Assumption Contract Rights is scheduled to close on or about December 31, 2015, or at some later date mutually agreed by the parties;

**NOW, THEREFORE, BE IT RESOLVED** that Scott Norton, Executive Director/CEO of TexAmericas Center shall be and he is hereby authorized to execute any and all documents necessary to close on the sale of the Wet Utility Systems and the assignment of contract rights all as more particularly provided in the Agreement for Purchase and Sale of Assets and Assignment and Assumption of Contract Rights dated May 26, 2015, by and between TexAmericas Center and Riverbend Water Resources District; and

**BE IT FURTHER RESOLVED** that Scott Norton, Executive Director/CEO of TexAmericas Center shall be and he is hereby authorized to negotiate the terms of and execute any and all primary and ancillary documents as may be necessary to close the transaction, including but not limited to documents necessary to be filed with the State of Texas with regard to permit transfers or related matters and documents by and between TexAmericas Center and the United States Department of the Army relating to the transaction.

**PASSED and APPROVED** this 24<sup>th</sup> day of November, 2015.

  
Denis Washington, Chairman of the Board

**ATTEST:**

  
Boyd Sartin, Secretary/Treasurer