



Brazos River Authority

RESOLUTION OF THE BOARD OF DIRECTORS OF THE BRAZOS RIVER AUTHORITY JULY 27-28, 2009

Agenda Item 11B Executive Session

“WHEREAS, the Board of Directors of the Brazos River Authority issued a Request for Bids dated January 8, 2009 (RFB No. 09-04-391) (including Addenda 1-11 thereto, the “RFB”) regarding certain real property owned by the Brazos River Authority located above the 1000’ contour line at Possum Kingdom Lake in Palo Pinto, Stephens and Young, Counties, Texas, as more particularly described in the RFB (the “Property”); and

WHEREAS, by resolution approved April 28, 2008, the Board of Directors of the Brazos River Authority directed Staff to exclude from the RFB any “property necessary for present and future Brazos River Authority operations”; and

WHEREAS, the Board of Directors of the Brazos River Authority considered the bids received that met or exceeded the mandatory requirements of the RFB, considered the best interests of the Brazos River Authority, and declared the Property surplus and accepted the bid of Patterson PK Land Partnership, Ltd. (the “Successful Bidder”), submitted April 8, 2009, in the amount of approximately \$50,000,000 subject to the terms and conditions set forth in the RFB and in such bid that were consistent with the RFB and applicable law (the “Successful Bid”); and

WHEREAS, the Board of Directors of the Brazos River Authority directed the General Manager/CEO of the Brazos River Authority to negotiate, execute, acknowledge as necessary, and deliver the Contract and any and all other necessary, required, or convenient documents with and to the Successful Bidder and/or the title company in connection with the sale of the Property to the Successful Bidder consistent with the RFB, the Successful Bid and applicable law; and

WHEREAS, that certain legislation known as House Bill 3031 was passed by the 81st legislature of the State of Texas (“HB 3031”) and became effective May 27, 2009, which legislation set forth certain requirements related to the sale of the Property; and

WHEREAS, the General Manager/CEO of the Brazos River Authority and the Successful Bidder have negotiated a mutually acceptable Contract for Sale consistent with the RFB, the Successful Bid, HB 3031, and other applicable law (the "Contract for Sale") which Contract for Sale has been timely executed by the Successful Bidder; and

WHEREAS, the Board of Directors of the Brazos River Authority desires to ratify and approve the Contract for Sale, and to authorize the General Manager/CEO of the Brazos River Authority to negotiate, execute, acknowledge as necessary, any and all amendments to the Contract for Sale, as well as any and all other documents, and to take any and all actions, necessary to complete the sale of the Property to the Successful Bidder substantially in accordance with the terms of the Contract for Sale;

NOW THEREFORE, BE IT RESOLVED that the Contract for Sale in the form as executed by the Successful Bidder on or before the date hereof is hereby ratified and approved by the Board of Directors of the Brazos River Authority; and

BE IT FURTHER RESOLVED that the General Manager/CEO of the Brazos River Authority is hereby authorized and directed to negotiate, execute, acknowledge as necessary, and deliver:

a) the Contract for Sale and any and all amendments to the Contract for Sale and assignments thereof;

b) the documents expressly required to be delivered under the Contract for Sale in a form as mutually and reasonably agreed to by and between the General Manager/CEO and the Successful Bidder, including without limitation, the Special Warranty Deed; the Bill of Sale; the Assignment, Assumption, and Ratification of Leases and Rents; the Assignment and Assumption of Contracts; and the Assignment and Assumption of Ranch Agreement; and

c) any other documents required by the Contract for Sale to be delivered by the Brazos River Authority at closing, and any documents reasonably required by HB 3031, the Successful Bidder, and/or the title company to convey the Property, including, without limitation, evidence reasonably satisfactory to the Successful Bidder and the title company reflecting the valid authorization of the General Manager/CEO to execute the Contract for Sale and all of the closing documents on behalf of the Brazos River Authority; and

BE IT FURTHER RESOLVED that the General Manager/CEO of the Brazos River Authority is hereby authorized and directed to take the following actions:

a) to post on the website of the Brazos River Authority the effective date of the Contract for Sale and the anticipated date of closing thereunder, as well as any changes to the anticipated date of closing;

b) on or before closing to file in the public records of the counties on which the Property is located that certain Declaration of Restrictive Covenants, Easements and Conditions in a form consistent with the requirements of the Contract for Sale and HB 3031;

c) at or after the closing, to deliver a letter from the Brazos River Authority to all leaseholders of any portion of the Property advising them of the sale of the Property and that all future rents are to be paid to the Successful Bidder, and that all security deposits and lease obligations have been assumed by the Successful Bidder and that the Successful Bidder is responsible for their refund, and to be responsible for delivering copies of the letters to each leaseholder; and

d) to take any and all other actions, necessary to complete the sale of the Property to the Successful Bidder in accordance with the terms of the Contract for Sale, HB 3031 and applicable law; and

e) to take any and all actions required or permitted by the Contract for Sale, HB 3031, and applicable law related to the conveyance of individual leased lots from the Successful Bidder to the individual leaseholders, including without limitation review and approval of title company, surveyor and surveys; and


f) if necessary, to prepare and submit applications to, and pursue approvals from, the Federal Energy Regulatory Commission as required or permitted by the Contract for Sale or HB 3031.”

The aforementioned resolution was approved by the Board of Directors of the Brazos River Authority on **July 27, 2009**, to certify which witness my hand and seal.



Christopher DeCluitt
Presiding Officer

SUBSCRIBED AND SWORN TO BEFORE ME on this the 27th day of July, 2009, to certify which witness my hand and official seal.



Notary Public in and for the
State of Texas