

ORDINANCE NO. ~~131~~

**ORDINANCE OF THE TOWN OF THOMPSONS, TEXAS, CONSENTING TO THE
INCLUSION OF PROPERTIES IN THE NORTH FORT BEND WATER AUTHORITY'S
GROUNDWATER REDUCTION PLAN**

WHEREAS, the George Foundation is the owner of approximately 20,409.395 acres of property in Fort Bend County, Texas, said property being more particularly described in **Exhibit "A"** attached hereto (the "Property"), and said Property also being all or largely within, or to be included within, the corporate limits or extraterritorial jurisdiction ("ETJ") of the Town of Thompsons, Texas (the "Town"); and

WHEREAS, the owner has or will be required to comply with a regulatory plan adopted by the Fort Bend Subsidence District ("FBSD") which requires groundwater permit holders to limit their groundwater withdrawals to seventy percent (70%) of their water needs by 2013 and forty percent (40%) by 2025;

WHEREAS, the North Fort Bend Water Authority's ("NFBWA") is a regional water authority created primarily to facilitate compliance with the FBSD's regulatory plan for groundwater reduction within its boundaries;

WHEREAS, although the Property is not within the boundaries of the NFBWA, for purpose of complying with the regulatory plan of the FBSD, the owner desires to contract with the NFBWA to include the Property in the groundwater reduction plan ("GRP") being established by the NFBWA and the owner has requested that the Town consent to inclusion of all or any portion of the Property which lies in its corporate limits or ETJ into said GRP and the execution of a contract by the owner and the NFBWA to effectuate the same;

WHEREAS, the Town has reviewed owner's request and has determined that it will be in the best interests of the Town and the owner and its Property if the Town consents to the inclusion of such property in the GRP;

NOW, THEREFORE,

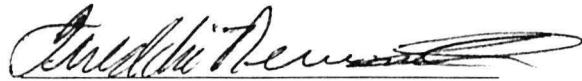
BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS:

Section 1. The facts and recitals set forth in the preamble of this ordinance are hereby found and determined to be true and correct.

Section 2. The Town of Thompsons, Texas, hereby consents to the inclusion of all or any part of the Property and any adjoining property owned by the George Foundation and now or hereafter within or the Town's corporate limits or ETJ, into the GRP and the execution of a contract by the owner and the NFBWA to effectuate the same.

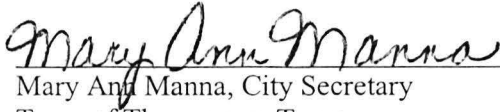
Section 3. This ordinance shall become effective immediately upon its passage and adoption.

PASSED AND ADOPTED on this 21st day of June, 2007.



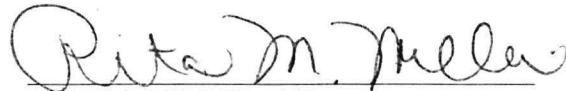
FREDDIE NEWSOME, JR., Mayor
Town of Thompsons, Texas

ATTEST:



Mary Ann Manna, City Secretary
Town of Thompsons, Texas

TOWN OF THOMPSONS, TEXAS,
BOARD OF ALDERMEN:



RITA M. MILLER, Alderman



CAROL M. GUBBELS, Alderman



SHERRIE KNOEPFEL, Alderman



DEBORAH BROWN, Alderman



GINA TREADGOLD, Alderman

HENRY STEINKAMP, INC.
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909 Fifth Street
Rosenberg, Texas 77471
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Franklin R. Schodek
Registered Professional Land Surveyor

James L. Syptak, Sr.
Registered Professional Land Surveyor

May 30, 2007

TRACT 1.

A Field Note Description of 14200.8 Acres of Land, more or less, being in the Henry Jones League, Abstract 39; Wiley Martin Survey, Abstract 56; John Jones Survey, Abstract 41; Barnabas Wickson Survey, Abstract 95; Michael Young League, Abstract 99; H.A. Alsbury Survey, Abstract 102; William Bryne Survey Abstract 112; B.B.B. & C. Railroad Company Survey #3, Abstract 128; B.B.B. & C. Railroad Company Survey #5, Abstract 129; Beaty, Seale & Forwood Survey, Abstract 147; Joseph Highland Survey, Abstract 204; A.D. Kelker Survey, Abstract 273; John W. McCamley Survey, Abstract 289; Peter Teal Survey, Abstract 337; Henry Wilcox Survey, Abstract 342; Samuel Young League, Abstract 348; M.M. Ryon Survey, Abstract 368; M.M. Ryon Survey, Abstract 380; J.J. Dickerson Survey, Abstract 401 and A.P. George Survey No. 5, Abstract 754 partially in the Town of Thompsons and within the Town of Thompsons Extra-Territorial Jurisdiction, SAVE & EXCEPT 195 ACRES OF LAND, leaving a net of 14,005.8 Acres of Land, more or less, in Fort Bend County, Texas.

For Connection Begin at the Southwest corner of the Abner Kuykendall League, Abstract 48; said corner being a re-entrant corner of the Wiley Martin Survey, Abstract 56; THENCE, South 65deg. East, 3471.14 feet, more or less, along the Southwest line of the Abner Kuykendall League, Abstract 48 and Northeast line of the Wiley Martin Survey, Abstract 56, to the East corner of the Lamar Consolidated Independent School District 139.414 Acre Tract (FBC 2006134323) and **place of beginning** for this tract;

THENCE, South 65deg. East, along the Southwest line of said Abner Kuykendall League, Abstract 48 and the Northeast line of the Wiley Martin Survey, Abstract 56, 7828.86 feet, more or less, to the South corner of said Abner Kuykendall League, Abstract 48;

THENCE, North 25deg. East, 33.33 feet, more or less, to the West corner of the Henry Jones League, Abstract 39 and a corner of the John Jones Survey, Abstract 41;

THENCE, North 25deg. East, 2384.0 feet, more or less, along the Southeast line of the Abner Kuykendall League, Abstract 48 and Northwest line of the Henry Jones League, Abstract 39 to the West corner of the Tom R. Booth Estate 189.3 Acre Tract;

THENCE, South 65deg. East, 3338.0 feet, more or less, to the South corner of said Tom R. Booth Estate 189.3 Acre Tract for corner;

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14005.8+/- Acres

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THENCE, North 25deg.41' East, 1270.0 feet, more or less, to angle point;

THENCE, North 25deg.29' East, 1433.3 feet, more or less, to the East corner of said Booth Estate Tract and the Southwest corner of the original Mary D. Booth Myers 25.59 Acre Tract (Volume 431, Page 519; Deed Records);

THENCE, South 64deg.51' East, 412.0 feet, more or less, to the South corner of the Mary D. Booth Myers 25.59 Acre Tract;

THENCE, North 25deg. East, 2691.0 feet, more or less, to the Easterly North corner of this tract;

THENCE, Southeasterly along the Southwest right-of-way line of the G.C. & S.F. Railroad approximately South 60deg. East, 900.0 feet, more or less, to the Northwest corner of the Frank Simpson Estate call 51.0 Acre Tract;

THENCE, South 22deg.30' West, 738.0 feet, more or less, to the West corner of the Frank Simpson 23.5 Acre Tract;

THENCE, South 20deg. West, 210.0 feet, more or less, to the West corner of the Frank Simpson 27.5 Acre Tract;

THENCE, South 65deg. East, 2730.0 feet, more or less, to the Southeast corner of said Frank Simpson Tract;

THENCE, North 17deg.30' West, 363.0 feet, more or less, to corner;

THENCE, North 13deg.45' West, 316.8 feet, more or less, to corner;

THENCE, North 01deg. East, 360.0 feet, more or less, to the Northeast corner of the Frank Simpson 27.5 Acre Tract for corner;

THENCE, Southeasterly along the Southwest right-of-way of the G.C. & S.F. Railroad, approximately South 60deg. East, 1600.0 feet, more or less, to the Northeast corner of this tract;

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14005.8+/- Acres
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THENCE, South 14deg. West, 7569.0 feet, more or less, along the West line of the Houston Lighting & Power Company 46.083 Acre Tract to a point for corner;

THENCE, North 65deg. West, 9561.33 feet, more or less, along the Southwest line of the Henry Jones League, Abstract 39 and the Northeast line of the Edward Jeffery Survey, Abstract 38, Lancelot Smither Survey, Abstract 87 and John Jones Survey, Abstract 41 to corner;

THENCE, Along the Southerly line of a Private Road along a curve to the right with a radius=450.0 feet, length of 175.14 feet to corner;

THENCE, North 76deg.19'20" West, with the Southerly line of said Private Road, 258.78 feet, more or less, to corner;

THENCE, In Southwesterly direction along Southeasterly line of said Private Road along a curve to the left with a radius of 600.0 feet, a length of 362.65 feet to corner;

THENCE, South 69deg.01'33" West, 171.36, more or less, to the Northeast corner of the George Foundation call 216.63 Acre Tract (FBC 9608474);

THENCE, South 30deg.55'07" East, 547.43 feet, more or less, to the meander line of Smithers Lake, House Bayou and Dry Creek;

THENCE, in a southerly direction along the meander line of Smithers Lake, House Bayou and Dry Creek, with the following courses and distances;

South 09deg.10'43" West, 167.57 feet to a point;
South 27deg.27'08" West, 339.96 feet to a point;
South 02deg.21'29" East, 130.76 feet to a point;
South 21deg.18'06" West, 873.58 feet to a point;
South 12deg.37' West, 261.99 feet to a point;
South 17deg.29'59" West, 256.67 feet to a point;
South 46deg.40'01" West, 198.49 feet to a point;
North 30deg.53'55" West, 396.49 feet to a point;
North 71deg.18'30" West, 382.73 feet to a point;
South 57deg.36'01" West, 516.92 feet to a point;
South 73deg.53'15" East, 322.03 feet to a point;

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14005.8+/- Acres
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South 28deg.16'57" East, 313.44 feet to a point;
South 16deg.00'44" West, 315.98 feet to a point;
South 39deg.23' East, 155.60 feet to a point;
South 26deg.44'41" East, 228.03 feet to a point;
South 01deg.05'44" East, 265.70 feet to a point;
South 02deg.02'39" West, 301.38 feet to a point;
South 01deg.45'34" East, 301.33 feet to a point;
North 87deg.47'26" West, 307.47 feet to a point;
South 41deg.10'32" West, 250.51 feet to a point;
South 17deg.28'34" West, 186.58 feet to a point;
North 88deg.04'59" West, 288.60 feet to a point;
South 52deg.22'07" West, 150.19 feet to a point;
South 38deg.04'17" East, 237.43 feet to a point;
South 14deg.59'33" West, 104.53 feet to a point;
South 59deg.09'56" West, 180.95 feet to a point;
North 75deg.02'56" West, 171.95 feet to a point;
South 72deg.01'29" West, 320.80 feet to a point;
North 28deg.38'07" West, 341.18 feet to a point;
North 14deg.04'19" West, 621.20 feet to a point;
South 67deg.38'15" West, 163.11 feet to a point;
South 11deg.30'16" West, 742.59 feet to a point;
South 73deg.57'43" West, 449.36 feet to a point;
North 42deg.53'48" West, 274.29 feet to a point;
North 61deg.21'34" West, 159.52 feet to the Southwest corner of said 216.63 Acre
Tract in the West line of the Houston Lighting & Power Company 1376.467 Acre Tract
(Volume 350, Page 508; Deed Records);

THENCE, South 10deg.51'20" East, 3468.45 feet, more or less, to corner;

THENCE, South 53deg.49'30" East, along Northerly line of Smithers Lake Road, 7692.29 feet, more or less, to corner; said corner being a corner of the Houston Lighting & Power Company Tract;

THENCE, South 22deg.14'50" West, 67.22 feet, more or less, crossing Smithers Lake Road to a point for corner;

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14005.8+/- Acres
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THENCE, South 53deg.49'06" East, 1175.31 feet, more or less, to corner;

THENCE, North 87deg.27'59" East, 2704.42 feet, more or less, to corner;

THENCE, South 33deg.29'47" East, 1583.66 feet, more or less, to corner;

THENCE, South 01deg.28'27" East, 260.0 feet, more or less, to corner;

THENCE, North 88deg.31'33" East, 1341.13 feet, more or less, to corner;

THENCE North 46deg.46'15" East, 484.26 feet, more or less, to corner;

THENCE, North 44deg.15'49" East, 577.63 feet, more or less, to corner;

THENCE, North 87deg.21' East, 554.3 feet, more or less, to the Northeast corner of the original A.P. George call 20 Acre Tract (Volume 104, Page 627; Deed Records);

THENCE, South 02deg.40'10" East, 811.94 feet, more or less, along the West line of Rabbs Prairie Road to corner;

THENCE, South 87deg.21' West, 1073.46 feet, more or less, along the South line of the Samuel Young League, Abstract 348 and the North line of the Joseph Highland Survey, Abstract 204 to corner;

THENCE, South 0deg.05'08" East, 2508.66 feet, more or less, to the center of Rabbs Prairie Road for corner;

THENCE, Westerly, 1184.0 feet, more or less, along the centerline of said Rabbs Prairie Road to the Northwest corner of the John W. Wade Survey, Abstract 343 and a re-entrant corner of the Joseph Highland Survey, Abstract 204;

THENCE, South 00deg.05'30" East, 827.78 feet, more or less, along the center of said road to the Northeast corner of the Nathan Peck Survey, Abstract 303 and Southerly Southeast corner of said Highland Survey;

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14005.8+/- Acres
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THENCE, West, at 2134.35 feet pass the West right-of-way line of Rabbs Prairie Road, in all 3750.0 feet, more or less, along the North line of the Nathan Peck Survey, Abstract 303 to the Southwest corner of said Joseph Highland Survey;

THENCE, Northerly, 1600.0 feet, more or less, to the Northeast corner of the Nathan Peck Survey, Abstract 304 and re-entrant corner of said Joseph Highland Survey, Abstract 204;

THENCE, Westerly, 200.0 feet, more or less, to corner;

THENCE, North, 859.8 feet, more or less, to corner in the North line of said Joseph Highland Survey, Abstract 204 and the South line of the H.A. Alsbury Survey, Abstract 102;

THENCE, Westerly, 700.0 feet, more or less, along the South line of said H.A. Alsbury Survey, Abstract 102 and North line of the Joseph Highland Survey, Abstract 204 to the Southeast corner of the Ernest M. Clark, Jr. Trustee 133.38 Acre Tract;

THENCE, Northerly, 1744.0 feet, more or less, to the Northeast corner of the Ernest M. Clark, Jr. Trustee 133.38 Acre Tract;

THENCE, North 85deg. West, 2657.0 feet, more or less to the Northwest corner of said Clark 133.38 Acre Tract and in the Northwest line of the H.A. Alsbury Survey, Abstract 102 and the Southeast line of the A.D. Kelker Survey, Abstract 273;

THENCE, South 25deg. West, 2173.0 feet, more or less, to the South corner of said A.D. Kelker Survey, Abstract 273;

THENCE, North 65deg.02'29" West, 1135.92 feet, more or less, to the East corner of the George Foundation (Hundley) 439.1265 Acre Tract;

THENCE, South 64deg.51'55" West, 6189.42 feet, more or less, to the South corner of said 439.1265 Acre Tract;

THENCE, North 45deg.00'47" West, 88.28 feet, more or less, along the Northeast right-of-way line of State Farm Market Road No. 762 (80 feet wide) for angle point;

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14005.8+/- Acres
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THENCE, North 45deg,03'42" West, 3259.42 feet, more or less, along the Northeast right-of-way line of said State Farm Market Road No. 762 to the West corner of said 439.1265 Acre Tract;

THENCE, South 45deg. West, 40.0 feet to corner on centerline of said State Farm Market Road No. 762;

THENCE, North 45deg. West, 4900.0 feet, more or less, along the Southwest line of the M.M. Ryon Survey, Abstract 380 and Northeast line of the W.T. Austin League, Abstract 5 to the North corner of the W.T. Austin League, Abstract 5;

THENCE, South 45deg. West, 10,139.6 feet, more or less, along the Northwest line of the W.T. Austin League, Abstract 5 and Southeast line of the Michael Young League, Abstract 99 to the South corner of this tract on the centerline of Big Creek;

THENCE, Northwesterly, along the meanders of the centerline of Big Creek 6250.0 feet, more or less, to the East corner of the original George Foundation 309.5 Acre Tract in Lot 30 of the **SUBDIVISION OF THE BARNABUS WICKSON LEAGUE, ABSTRACT 95;**

THENCE, South 45deg. West, 5552.8 feet, more or less, to Fairchilds Psencik Road to the South corner of the George Foundation call 100 Acre Tract;

THENCE, North 64deg.56' West, 3670.8 feet, more or less, along Fairchilds Psencik Road to the West corner of the George Foundation 102 Acre Tract;

THENCE, North 45deg. East, 5130.56 feet, more or less, to the centerline of Big Creek for corner;

THENCE, Northwesterly, along the meanders of the centerline of Big Creek, 10,800.0 feet, more or less, to the West corner of this tract;

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14005.8+/- Acres
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THENCE, Northerly, along the East right-of-way line of State Farm Market Road No. 2977 (Minonite Road) (Volume 392, Page 259; Deed Records and Volume 522, Page 51; Deed Records), with the following courses and distances:

North 39deg.18'50" East, 600.9 feet, more or less, to an angle point;

North 42deg.10'01" East, 4961.3 feet, more or less, to the point of curve to the left;

Along curve to the left with Radius=1196.28 feet, Delta=38deg.49'20", and Length=810.57 feet to the point of tangency;

North 03deg.16'34" East, 6849.28 feet, more or less, to point of curve to the right;

Along curve to the right with Radius=5679.65 feet, Delta=01deg.30', and Length=151.31 feet to point of tangency;

North 01deg.46'34" East, 40.99 feet, more or less, to point of curve to the left;

Along curve to the left with Radius=5779.65 feet, Delta=01deg.30' and Length=151.31 feet to point of tangency;

North 03deg.16'34" East, at 3015.0 feet, more or less, pass the Southwest corner of the City of Rosenberg 216.031 Acre Annexation, at 3265.0 feet, more or less, pass the centerline of Dry Creek, in all 6089.79 feet, more or less to the Northwest corner of this tract; said corner being at the intersection of the East line of State Farm Market Road No. 2977 and the Northeast line of the B.B.B. & C. Railroad Company Survey No. 5, Abstract 129;

THENCE, South 45deg. East, 8611.94 feet, more or less, along the Northeast line of the B.B.B. & C. Railroad Company Survey No. 3, Abstract 128 and B.B.B. & C. Railroad Company Survey No. 5, Abstract 129 to a point for corner in the Northwest line of the Michael Young League, Abstract 99;

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14005.8+/- Acres

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THENCE, North 45deg. East, 2193.0 feet, more or less, along the Northwest line of the Michael Young League, Abstract 99 and the Northwest line of the Henry Wilcox Survey, Abstract 342 and the Southeast line of the E.P. Everitt Survey, Abstract 387 to the North corner of said Henry Wilcox Survey, Abstract 342;

THENCE, South 64deg.36' East, 5695.7 feet, more or less, along the Northeast line of the Henry Wilcox Survey, Abstract 342 and relocated Southwest line of the Wiley Martin Survey, Abstract 56 to corner;

THENCE, North 24deg.34' East, 11,523.5 feet, more or less, along the Northwest line of Berdett Road to the North corner of the George Foundation Tract and West corner of the State of Texas call 23.011 Acre Tract (Volume 348, Page 611; Deed Records);

THENCE, South 19deg.07' East, 1325.0 feet, more or less, along the Southwest right-of-way line of State Farm Market Road No. 762 to an angle point;

THENCE, South 18deg.59' East, 2711.9 feet, more or less, along the Southwest right-of-way line of State Farm Market Road No. 762 to point of curve to the left;

THENCE, Along a curve to the left marking the Southwest right-of-way line of State Farm Market Road No. 762 with Radius=1380.0 feet, Delta=17deg.48' and Length=428.72 feet to point of tangency;

THENCE, South 36deg. 47' East, 1895.74 feet, more or less, along the Southwest right-of-way line of State Farm Market Road No. 762 to point for corner;

THENCE, North 57deg.47'39" East, at 80.26 feet, more or less, pass the South corner of the Lamar Consolidated Independent School District 139.414 Acre Tract (FBC 2006134323), in all 930.29 feet, more or less, to an angle point;

THENCE, North 58deg.13'58" East, 2081.02 feet, more or less, to the East corner of said Lamar Consolidated Independent School District 139.414 Acre Tract in the Southwest line of the Abner Kuykendall League, Abstract 48 and Northeast line of the Wiley Martin Survey, Abstract 56 to the place of beginning and containing 14,200.8 Acres of Land, more or less, SAVE & EXCEPT THE FOLLOWING DESCRIBED 195 ACRE TRACT, leaving 14,005.8+/- Acres of Land.

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14005.8+/- Acres
The George Foundation
NFBWA

A Field Note Description of 195.0 Acres of Land, more or less, in the Michael Young League, Abstract 99, Fort Bend County, Texas.

For Connection Begin at the East corner of the Michael Young League, Abstract 99; said corner being in the intersection of the centerline of Ricefield Road and Gless-Big Creek Road; THENCE, North 45deg. West, 3720.5 feet to the East corner of and **place of beginning** for this tract;

THENCE, South 45deg. West, 3022.0 feet, more or less, to the South corner of this tract;

THENCE, North 45deg. West, 2883.0 feet, more or less, to the West corner of the George Foundation 100.005 Acre Tract (FBC 2003046352);

THENCE, North 45deg. East, 3022.0 feet, more or less, to the North corner of said George Foundation 100.005 Acre Tract;

THENCE, South 45deg. East, 1441.5 feet to the East corner of said George Foundation 100.005 Acre Tract;

THENCE, South 45deg. West, 608.38 feet, more or less, to corner;

THENCE, South 45deg. East, 358.0 feet, more or less, to corner;

THENCE, North 45deg. East, 608.38 feet, more or less, to corner;

THENCE, South 45deg. East, 1083.5 feet, more or less, to the place of beginning and containing 195 Acres of Land.

Signed: _____
Registered Professional Land Surveyor No. 1535

NOTE; Not a field survey, prepared from available information.

George14000_G4 (2)

HENRY STEINKAMP, INC.
Land Boundary & Topographic Surveying
909 Fifth Street
Rosenberg, Texas 77471
Telephone/Fax 281.342.2241
email: schodek@yahoo.com

Franklin R. Schodek
Registered Professional Land Surveyor

James L. Syptak, Sr.
Registered Professional Land Surveyor

May 31, 2007

TRACT 2.

A Field Note Description of 5996.33+/- Acres of Land, being 1790+/- Acres and 531.33+/- Acres of Land in the Robert Peebles League, Abstract 67; 2984.858+/- Acres and 71.142 Acres of Land in the Joseph H. Polley League, Abstract 70 and 619+/- Acres of Land in the John Rabb League, Abstract 73; Fort Bend County, Texas.

Beginning at the Southwest corner of said Robert Peebles League, Abstract 67; said corner marking the Southwest corner of said 531.33+/- Acre Tract (Volume 81, Page 248; Deed Records);

THENCE, North, 4016.0 feet, more or less, to the Northwest corner of this tract;

THENCE, South 89deg.47' East, 3400.0 feet, more or less to a point for corner;

THENCE, South, 1588.0 feet, more or less, to a point for corner;

THENCE, South 89deg.47' East, 3941.50 feet, more or less, to a point for corner;

THENCE, South 00deg.30' West, 2374.0 feet, more or less, to a point in the South line of said Robert Peebles League, Abstract 67 marking the Southwest corner of the Mary D. Myers call 265.68 Acre Tract;

THENCE, Easterly, 9005.0 feet, more or less, along the South line of said Robert Peebles League, Abstract 67 and the North line of the Joseph H. Polley League, Abstract 70 to the Southeast corner of the call T.R. & J.K. Wolters 1000 Acre Tract and a re-entrant corner of this tract;

THENCE, North 00deg.14' West, 8061.0 feet, more or less, to the Northeast corner of said 1000 Acre Tract;

THENCE, North 89deg.46' East, 1116.89 feet, more or less, to a point on Thompsons Oilfield Road for re-entrant corner of this tract;

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5996.33+/- Acres

The George Foundation

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THENCE, North 00deg.10' West, 2071.44 feet, more or less, to a point marking the Northwest corner of said 619 Acre Tract;

THENCE, North 89deg.56'38" East, 13833.3 feet, more or less, to a point marking the Northeast corner of this tract;

THENCE, Southerly along the Meanders of the Westerly Bank of the Brazos River, approximately 25703.0 feet, more or less, to the Southeast corner of this tract;

THENCE, Westerly, 16535.1 feet, more or less, to the Northeast corner of said 71.142 Acre Tract;

THENCE, South 00deg.05'10" East, 2777.0 feet, more or less, to the Southeast corner of said 71.142 Acre Tract;

THENCE, West, 1116.0 feet, more or less, along the centerline of Sawmill Road to the Southwest corner of said 71.142 Acre Tract;

THENCE, North 00deg.07'34" West, 2771.86 feet, more or less, to the Northwest corner of said 71.142 Acre Tract;

THENCE, Westerly, 4747.06 feet, more or less, to the Southeast corner of the Donovan Farms call 78.142 Acre Tract (Volume 1615, Page 370; Deed Records) and Southerly Southwest corner of this tract;

THENCE, North 00deg.17'45" West, 1380.1 feet, more or less, to the Northeast corner of said Donovan Farms 78.142 Acre Tract and re-entrant corner of this tract;

THENCE, South 89deg.43'10" West, 2486.4 feet, more or less, to the Northwest corner of said Donovan Farms 78.142 Acre Tract;

THENCE, Northerly, 4460.68 feet, more or less, to a point marking the Northwest corner of the call George Foundation 3090 Acre Tract for a re-entrant corner of this tract;

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5996.33+/- Acres
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THENCE, Westerly, 2636.0 feet, more or less, to the place of beginning and containing
5996.33+/- Acres of Land.

Signed: _____
Registered Professional Land Surveyor No. 1535

NOTE; Not a field survey, prepared from available information

HENRY STEINKAMP, INC.
Land Boundary & Topographic Surveying
909 Fifth Street
Rosenberg, Texas 77471
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email: schodek@yahoo.com

Franklin R. Schodek
Registered Professional Land Surveyor

James L. Syptak, Sr.
Registered Professional Land Surveyor

May 30, 2007

TRACT 3.

A Field Note Description of 85.885 Acres of Land, being the remainder of the original A.P. George call 103.6 Acre Tract (Volume 138, Page 480; Deed Records), in the Horatio Chriesman League, Ab. 18, Fort Bend County, Texas.

For Connection Beginning at a 1-3/4 inch iron pipe found in the West right-of-way line of Thompsons Oilfield Road (106.6 feet wide at this corner) marking the Southeast corner of the Dr. Delmar Caldwell 97.489 Acre Tract and the Northeast corner of the A.P. George call 103.6 Acre Tract; THENCE, South 00deg.26'52" West, 291.58 feet along the West right-of-way line of Thompsons Oilfield Road to a capped 5/8 inch iron rod stamped "1535-4035" marking the Southeast corner of the Town of Thompsons 5.000 Acre Tract (FBC 2004084224) and the Easterly Northeast corner of and **place of beginning** for this tract;

THENCE, South 00deg.26'52" West, 370.22 feet along the West right-of-way line of Thompsons Oilfield Road to a capped 5/8 inch iron rod stamped "1535-4035" for angle point;

THENCE, South 01deg.03'57" West, 687.19 feet continuing along said West right-of-way line of Thompsons Oilfield Road to a 3/4 inch iron rod with aluminum cap found marking the North corner of a Houston Lighting & Power Company 1.685 Acre Tract (FBC 9608476);

THENCE, South 41deg.40'33" West, 536.71 feet. more or less, to a 3/4 inch iron rod with aluminum cap found marking the Southwest corner of said 1.685 Acre Tract and the Southeast corner of this tract;

THENCE, North 86deg.51'43" West, 1604.83 feet to a 1/2 inch iron pipe marking the Southeast corner of the Town of Thompsons 10.000 Acre Tract (Volume 1988, Page 401; Official Records);

THENCE, North 00deg.10'50" East, 778.90 feet to a 1/2 inch iron pipe marking the Northeast corner of the Town of Thompsons 10.000 Acre Tract;

Page 2.

85.885 Acres

Horatio Chriesman League, Ab. 18

Fort Bend County, Texas

THENCE, North 86deg.51'43" West, 560.0 feet to a point on the centerline of Jerry Road marking the Northwest corner of the Town of Thompsons 10.000 Acre Tract;

THENCE, North 00deg.10'50" East, 992.35 feet along the centerline of Jerry Road to the Northwest corner of this tract;

THENCE, South 86deg.50' East, at 30.0 feet pass an iron pipe in the East right-of-way line of Jerry Road (60 feet wide), in all 1797.69 feet to a point in Dry Bayou marking the Northwest corner of said Town of Thompsons 5.000 Acre Tract;

THENCE, South 01deg.42'30" West, 126.0 feet along the centerline of Dry Bayou to an angle point;

THENCE, South 10deg.57' West, 166.83 feet along the centerline of Dry Bayou to the Southwest corner of said Town of Thompsons 5.000 Acre Tract;

THENCE, South 86deg.50' East, 770.22 feet to the place of beginning and containing 85.885 Acres of Land.

Signed: _____
Registered Professional Land Surveyor No. 1535

NOTE: Not a field survey this date, based on field surveys by our firm dated December 22, 1981; September 3, 1987 and February 24, 2004.

HENRY STEINKAMP, INC.
Land Boundary & Topographic Surveying
909 Fifth Street
Rosenberg, Texas 77471
Telephone/Fax 281.342.2241
email: schodek@yahoo.com

Franklin R. Schodek
Registered Professional Land Surveyor

James L. Syptak, Sr.
Registered Professional Land Surveyor

May 31, 2007

TRACT 5.

To be Annexed into Town of Thompsons E.T.J.

A Field Note Description of 172.58 Acres of Land, more or less, in the Michael Young League, Abstract 99, Fort Bend County, Texas.

For Connection Begin at the East corner of the Michael Young League, Abstract 99; said corner being in the intersection of the centerline of Ricefield Road and Gless-Big Creek Road; THENCE, North 45deg. West, 3720.5 feet to the East corner of and **place of beginning** for this tract;

THENCE, South 45deg. West, 2265.04 feet, more or less, to the East corner of the Daniel C. Lenderman 1.3 Acre Tract (FBC 2001088287);

THENCE, North 45deg. West, 1381.5 feet, more or less, to the North corner of the Max E. Wade 1.0 Acre Tract (FBC 2005103374);

THENCE, South 45deg. West, 756.96 feet, more or less, to the West corner of the Harrel H. Knight 1.5 Acre Tract (FBC 2003145038);

THENCE, North 45deg. West, 1501.5 feet, more or less, to the West corner of the George Foundation 100.005 Acre Tract (FBC 2003046352);

THENCE, North 45deg. East, 3022.0 feet, more or less, to the North corner of said George Foundation 100.005 Acre Tract;

THENCE, South 45deg. East, 1441.5 feet to the East corner of said George Foundation 100.005 Acre Tract;

THENCE, South 45deg. West, 608.38 feet, more or less, to corner:

THENCE, South 45deg. East, 358.0 feet, more or less, to corner;

Page 2.

172.58 Acres

Michael Young League, Ab. 99

Fort Bend County, Texas.

THENCE, North 45deg. East, 608.38 feet, more or less, to corner;

THENCE, South 45deg. East, 1083.5 feet, more or less, to the place of beginning and containing 172.58 Acres of Land, more or less.

Signed: _____
Registered Professional Land Surveyor No. 1535

NOTE; Not a field survey, prepared from available information

HENRY STEINKAMP, INC.
Land Boundary & Topographic Surveying
909 Fifth Street
Rosenberg, Texas 77471
Telephone/Fax 281.342.2241
email: schodek@yahoo.com

Franklin R. Schodek
Registered Professional Land Surveyor

James L. Syptak, Sr.
Registered Professional Land Surveyor

May 30, 2007

TRACT 6.

A Field Note Description of the George Foundation call 148.8 Acre Tract, more or less, (Volume 106, Page 538; Deed Records) in the Wm. J. Russell Survey, Abstract 308, Fort Bend County, Texas.

Begin at the West corner of said Wm. J. Russell Survey, Abstract 308 in the Northeast line of the Charles D. Sayre League, Abstract 82 and marks the Southerly Southwest corner of the Silas Jones Survey, Abstract 272;

THENCE, East, 1693.0 feet to the Northeast corner of this tract;

THENCE, South 30deg. East, 4000.0 feet to a point marking the East corner of this tract;

THENCE, South 60deg. West, 1466.0 feet to a point marking the South corner of this tract;

THENCE, North 30deg. West, 4846.0 feet to the place of beginning and containing 148.8 Acres of Land, more or less.

Signed: _____
Registered Professional Land Surveyor No. 1535

NOTE: Not a field survey this date, prepared from Deed Call information.

ORDINANCE NO. 132

AN ORDINANCE OF THE TOWN OF THOMPSONS, TEXAS, PROVIDING IT UNLAWFUL FOR CERTAIN SEX OFFENDERS TO RESIDE WITHIN 2,000 FEET OF A SCHOOL OR CHILD CARE FACILITY; MAKING CERTAIN FINDINGS; PROVIDING DEFINITIONS; PROVIDING EXEMPTIONS; PROVIDING FOR OTHER MATTERS RELATED TO THE SUBJECT; PROVIDING A PENALTY OF AN AMOUNT NOT TO EXCEED \$500 FOR VIOLATION OF ANY PROVISION HEREOF; REPEALING ALL ORDINANCES OR PARTS OF ORDINANCES INCONSISTENT OR IN CONFLICT HEREWITH; AND PROVIDING FOR SEVERABILITY.

* * * * *

WHEREAS, the Board of Aldermen of the Town of Thompsons, Texas (the "Town ") finds that sex offenders who have committed sexual offenses against children require special supervision in order to protect and preserve the health, safety, and welfare of the citizens of the community; and

WHEREAS, the Board of Aldermen further finds that there is convincing documented evidence that sex offenders are sexual predators who present an extreme threat to public safety, are likely to use physical violence in the commission of their crimes, and have a higher recidivism rate than persons convicted of other crimes; and

WHEREAS, the Board of Aldermen desires to serve the Town 's compelling interest to promote, protect, and improve the health, safety and welfare of its citizenry and to help protect children from sexual offenses by prohibiting sex offenders from establishing temporary or permanent residences in areas near schools and child care facilities; now, therefore,

BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS:

Section 1. The facts and matters set forth in the preamble of this Ordinance are hereby found to be true and correct.

Section 2. Definitions.

For the purposes of this Ordinance, the following words, terms, and phrases shall have the meanings ascribed thereto, unless the context clearly indicates otherwise.

- (1) *Child or children* shall mean a person under 18 years of age.

(2) *Childcare facility* shall mean a facility providing for the supervision, care, or education of children including, but not limited to, a day care, Montessori school, day camp, Mother's day out program, or a facility providing after school care, or areas of a public or private park designed and equipped for recreational use by children.

(3) *Penal institution* shall have the same meaning as that found in Ordinance 62.001(3) of the Texas Code of Criminal Procedure.

(4) *Reside or residing* shall mean a temporary or permanent property or possessory interest in a residence, including a stay as an overnight guest.

(5) *Residence* shall mean a house, apartment, or other dwelling in which a person lives.

(6) *Reportable conviction or adjudication* shall have the same meaning as that found in Ordinance 62.001(5) of the Texas Code of Criminal Procedure.

(7) *Sex offender* shall mean a person with a reportable conviction or adjudication who is required to register with the Texas Department of Public Safety under the provisions of Chapter 62 of the Texas Code of Criminal Procedure.

(8) *Sexual offense* shall mean those offenses requiring registration with the Texas Department of Public Safety under the provisions of Chapter 62 of the Texas Code of Criminal Procedure.

(9) *School* shall mean a public or nonpublic elementary or secondary school.

Section 3. Residency restrictions-child care facilities and schools.

It shall be unlawful for a sex offender with a reportable conviction or adjudication for a sexual offense in which the victim was a child to reside within two thousand (2,000) feet of a school or child care facility.

Section 4. Exemptions.

The following persons shall be exempt from the provisions of this Ordinance:

(1) A sex offender who established a residence located within two thousand (2,000) feet of a school or childcare facility prior to the effective date of this Ordinance.

(2) A sex offender residing within two thousand (2,000) feet of a school or child care facility constructed after the effective date of this Ordinance.

(3) A sex offender incarcerated at a penal institution located within two thousand (2,000) feet of a school or childcare facility.

(4) A sex offender who is under 17 years of age or a ward under a guardianship residing within two thousand (2,000) feet of a school or childcare facility and residing with a person responsible for the person's care and supervision.

(5) A sex offender or person residing or employed in a facility governed by the regulations of the Texas Department of Human Services, the Texas Department of Protective and Regulatory Services, the Texas Department of Mental Health and Mental Retardation, the Texas Health and Human Services Commission, or the Texas Board of Criminal Justice and located within two thousand (2,000) feet of a school or day care facility.

Section 5. Calculation of distance between residence and childcare facility or school.

For the purposes of this Ordinance, the distance between a residence and a school or childcare facility shall be measured from the property line of the school or childcare facility to the property line of the residence."

Section 6. Penalty.

Any person who shall violate any provision of this Ordinance shall be deemed guilty of a misdemeanor and, upon conviction, shall be fined in an amount not to exceed five hundred dollars (\$500). Each day of violation shall constitute a separate offense.

Section 7. Repeal.

All ordinances or parts of ordinances inconsistent or in conflict herewith, are, to the extent of such inconsistency or conflict, hereby repealed.

Section 8. Severability.

In the event any clause, phrase, provision, sentence, or part of this Ordinance or the application of the same to any person or circumstance shall for any reason be adjudged invalid or held unconstitutional by a court of competent jurisdiction, it shall not affect, impair, or invalidate this Ordinance as a whole or any part or provision hereof other than the part declared to be invalid or unconstitutional; and the Town Council of the Town of Thompsons, Texas, declares that it would have passed each and every part of the same notwithstanding the omission of any such part thus declared to be invalid or unconstitutional, whether there be one or more parts. To the extent this Ordinance is in conflict with state law, the state law is controlling.

Section 7. Effective Date.

This Ordinance shall be in full force and effect immediately upon and after its final passage and publication as required by law.

PASSED AND APPROVED this 6th day of August, 2007.

Freddie Newsome, Jr.

Freddie Newsome, Jr.
Mayor

TOWN OF THOMPSONS

Carol M. Gubbels

Carol M. Gubbels - Alderman

Gina S. Treadgold - Alderman

Rita M. Miller

Rita M. Miller - Alderman

Deborah Brown

Deborah Brown - Alderman

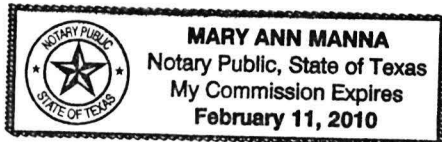
Sherrie K. Knoepfel - Alderman

ATTEST:

Mary Ann Manna

City Secretary

I, Mary Ann Manna, City Secretary of the Town of Thompsons, Texas, do hereby certify that the foregoing is a true and correct copy of Ordinance 132, passed and approved by the Town of Thompsons, following the First reading thereof at a Special Meeting held on the 6th day of August, 2007.



Mary Ann Manna
Mary Ann Manna - City Secretary

ORDINANCE NO. 133

ORDINANCE OF THE TOWN OF THOMPSONS CONSENTING TO A REQUEST FOR CONSENT TO THE CREATION OF BOOTH RANCH MUNICIPAL UTILITY DISTRICT OF FORT BEND COUNTY, TEXAS

WHEREAS, under the provisions of Chapter 42, Texas Government Code, as amended, and Section 54.016, Texas Water Code, as amended, a request has been received by the Board of Aldermen of the Town of Thompsons, Texas (the "Town") for its consent to the creation of a municipal utility district to be known as Booth Ranch Municipal Utility District of Fort Bend County, Texas (the "District"); and

WHEREAS, attached to this Ordinance as Exhibit "1" and made a part hereof is a petition requesting the Town's consent to the creation of the District encompassing the land described in Exhibit "A" to said petition; and

WHEREAS, the Board of Aldermen desires to consent to the requested creation:

NOW, THEREFORE,


BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS, THAT:

Section 1. All of the matters and facts set out in the preamble hereof are true and correct.

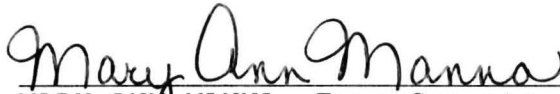
Section 2. The Board of Aldermen officially finds, determines, recites and declares that a sufficient written notice of the date, hour, place and subject of this meeting of the Board of Aldermen was posted at a place convenient to the public at the City Hall of the City for the time required by law preceding this meeting, as required by the Open Meetings Law, Texas Government Code, Chapter 551 and that this meeting has been open to the public as required by law at all times during which this Ordinance and the subject matter thereof has been discussed, considered and formally acted upon. The Board of Aldermen further ratifies, approves and confirms such written notice and the contents and posting thereof.

Section 3. The Board of Aldermen of the Town hereby specifically gives its written consent, as provided by Section 54.016, Texas Water Code and Chapter 42, Texas Local Government Code to the creation of a municipal utility district encompassing the land described in Exhibit "A" to the petition attached hereto, to be known as Booth Ranch Municipal Utility District of Fort Bend County, Texas.

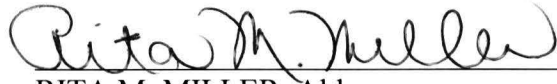
PASSED AND ADOPTED this 20th day of March, 2008.


FREDDIE NEWSOME, JR., Mayor,
Town of Thompsons, Texas

ATTEST:


MARY ANN MANNA, Town Secretary
Town of Thompsons, Texas

**TOWN OF THOMPSONS, TEXAS,
BOARD OF ALDERMEN:**



RITA M. MILLER, Alderman



CAROL M. GUBBELS, Alderman

absent

SHERRIE KNOEPFEL, Alderman



DEBORAH BROWN, Alderman

absent

GINA TREADGOLD, Alderman

EXHIBIT "1"

PETITION FOR CONSENT TO CREATION OF A MUNICIPAL UTILITY DISTRICT

TO THE HONORABLE MAYOR AND
BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS:

The undersigned, hereinafter called "Petitioner" (whether one or more), being the holder of title to all and, therefore, a majority in value of the lands hereinafter described, as such values are indicated by the tax rolls of the central appraisal district of Fort Bend County, Texas, acting pursuant to the provisions of Section 54.016, Texas Water Code, as amended, respectfully petitions for consent to the creation of a municipal utility district, hereinafter called "District". In support of this petition for consent to creation of the District, Petitioner shows as follows:

I.

The name of the District is BOOTH RANCH MUNICIPAL UTILITY DISTRICT OF FORT BEND COUNTY, TEXAS, and has been created pursuant to Chapter 8242, Special District Local Laws Code, as amended, subject to the consent of the political subdivisions in whose extraterritorial jurisdiction or corporate limits the District is situated.

II.

The area of the land to be included in the District contains 915.7374 acres, more or less, and lies wholly within Fort Bend County, Texas. Portions of said area are within the extraterritorial jurisdiction of the Town of Thompsons, the extraterritorial jurisdiction of the City of Sugar Land, and the corporate limits of the City of Sugar Land, and are not within the corporate limits or extraterritorial jurisdiction of any other city. Petitioner hereby certifies that there are no holders of liens against the land to be included in the District.

III.

The land included within the area of the District is described by metes and bounds in Exhibit "A" attached hereto and incorporated herein by reference for all purposes.

IV.

The District has been created and organized under the terms and provisions of Article XVI, Section 59 of the Constitution of Texas and Chapter 49 and Chapter 54 of the Texas Water Code, as amended. The purposes of and the general nature of the work to be

done by the District shall be the purchase, construction, acquisition, repair, extension and improvement of land, easements, works, improvements, facilities, plants, equipment and appliances necessary to:

(1) provide a water supply for municipal uses, domestic uses and commercial purposes;

(2) collect, transport, process, dispose of and control all domestic, industrial or communal wastes whether in fluid, solid or composite state;

(3) gather, conduct, divert and control local storm water or other local harmful excesses of water in the District and the payment of organization expenses, operational expenses during construction and interest during construction;

(4) establish, finance, provide, operate and maintain a fire department and/or fire-fighting services ("firefighting facilities") within the District subject to approval of the Texas Commission on Environmental Quality pursuant to its rules and Chapter 49 of the Texas Water Code, as amended, as and if required;

(5) exercise the powers and authority of a road utility district ("Road Powers") pursuant to applicable law subject to approval of the Texas Commission on Environmental Quality pursuant to its rules and Chapter 54 of the Texas Water Code, as amended;

(6) finance, develop and maintain recreational facilities for the people of the District if and as allowed by applicable law; and

(7) to provide such other facilities, systems, plants and enterprises as shall be consonant with the purposes for which the District is created and permitted under state law.

V.

The area of the District is urban in nature, is within the growing environs of the Town of Thompsons, and is in close proximity to populous and developed sections of Fort Bend County. The District's area will, within the immediate future, experience a substantial and sustained residential and commercial growth. Therefore, there is a necessity for the improvements described above for the following reasons:

(1) The District's area is not supplied with adequate water and sanitary sewer facilities and services, or with adequate drainage facilities. The health and welfare of the

future inhabitants of the area and of territories adjacent thereto require the installation and acquisition of adequate water, sanitary sewer, and drainage facilities for and within the area of the District.

(2) The future inhabitants of the area and of territories adjacent thereto require recreational facilities, as same are necessary and desirable for the health and well-being of such inhabitants. The District's area does not currently include adequate recreational facilities within its boundaries.

(3) The future inhabitants of the area and of territories adjacent thereto require adequate road facilities, as same are necessary and desirable for the health and welfare of such inhabitants, and for the orderly growth of residential and commercial development within the area and territories adjacent thereto. Road Powers may be of necessity to the District and to the land within the District as such powers will allow the District to construct, acquire, improve, and provide financing for road facilities that may not otherwise be constructed in a manner that will proactively address safety, capacity, durability, economic feasibility, and regional mobility issues.

(4) The future inhabitants of the area and of territories adjacent thereto may require fire-fighting facilities in order to supplement or supplant fire-fighting services otherwise provided by governmental entities other than the District, as fire-fighting services are necessary and desirable for the health and welfare of such inhabitants.

A public necessity exists for the organization of such District to promote and protect the purity and sanitary condition of the State's waters and the public health and welfare of the community, by and through the purchase, construction, extension, improvement, maintenance and operation of a water supply and sanitary sewer system, drainage facilities, recreational facilities (if allowed by applicable law), road facilities, and, subject to the laws of the State of Texas and the rules of the Texas Commission on Environmental Quality, fire-fighting facilities.

VI.

Following the grant of consent to the creation of the District by the Town of Thompsons and the City of Sugar Land, the Board of Directors of the District will be entitled to make, pursuant to Section 54.0163, Texas Water Code, as amended, an election by resolution to select the municipality that may exercise authority within the District and, upon the effective date of any such resolution, the District shall be, for all purposes, wholly

EXHIBIT "A"

BEING A 915.7374 ACRE TRACT OF LAND IN THE ABNER KUYKENDALL LEAGUE, ABSTRACT 48, AND THE HENRY JONES LEAGUE, ABSTRACT 39, FORT BEND COUNTY, TEXAS, WITH ALL BEARINGS BEING GRID, COORDINATES ARE TEXAS STATE PLANE, SOUTH CENTRAL ZONE, NAD-83 (1993), BASED UPON GPS OBSERVATIONS OF TRIANGULATION STATION "GEORGE."

BEGINNING at a 4-inch angle iron found for the **Place of Beginning** of the herein described 915.7374 acre tract of land, said point having coordinates of X=3,032,723.77', Y=13,766,317.24';

THENCE North 22 degrees 07 minutes 24 seconds East, at 669.10 feet pass a 5/8 inch iron rod with cap (description not legible) found, and continuing for a total distance of 827.05 feet to a point on the gradient boundary on the right bank of the Brazos River for the northwest corner of the herein described tract;

THENCE downstream along the gradient boundary of the right bank of the Brazos River with the following meanders:

South 16 degrees 44 minutes 39 seconds East, 41.52 feet;
South 73 degrees 11 minutes 59 seconds East, 165.03 feet;
South 77 degrees 41 minutes 26 seconds East, 172.10 feet;
South 84 degrees 10 minutes 35 seconds East, 214.31 feet;
South 75 degrees 02 minutes 24 seconds East, 323.83 feet;
South 73 degrees 02 minutes 28 seconds East, 344.02 feet;
South 83 degrees 21 minutes 44 seconds East, 35.99 feet;
South 85 degrees 10 minutes 12 seconds East, 213.53 feet;
South 69 degrees 30 minutes 50 seconds East, 188.68 feet;
South 56 degrees 31 minutes 03 seconds East, 82.41 feet;
South 62 degrees 04 minutes 17 seconds East, 147.31 feet;
South 29 degrees 22 minutes 03 seconds East, 62.61 feet;
South 44 degrees 26 minutes 56 seconds East, 269.60 feet;
South 46 degrees 08 minutes 30 seconds East, 91.43 feet;
South 26 degrees 33 minutes 24 seconds East, 172.82 feet;
South 21 degrees 13 minutes 22 seconds East, 187.83 feet;
South 25 degrees 50 minutes 14 seconds East, 114.11 feet;
South 14 degrees 54 minutes 38 seconds East, 132.51 feet;
South 08 degrees 48 minutes 04 seconds East, 96.92 feet;
South 01 degrees 25 minutes 42 seconds West, 153.18 feet;
South 10 degrees 40 minutes 14 seconds West, 307.44 feet;
South 12 degrees 47 minutes 06 seconds West, 329.55 feet;
South 14 degrees 00 minutes 04 seconds West, 282.23 feet;
South 24 degrees 48 minutes 40 seconds West, 150.24 feet;
South 20 degrees 13 minutes 52 seconds West, 100.41 feet;
South 15 degrees 57 minutes 16 seconds West, 233.58 feet;
South 04 degrees 46 minutes 11 seconds West, 244.22 feet;
South 06 degrees 27 minutes 58 seconds East, 150.60 feet;
South 09 degrees 25 minutes 46 seconds East, 340.52 feet;
South 38 degrees 32 minutes 58 seconds East, 66.69 feet to a point on said gradient;

THENCE continuing downstream along the gradient boundary of the right bank of the Brazos River with the following meanders:

South 47 degrees 59 minutes 24 seconds East, 210.99 feet;
South 72 degrees 55 minutes 53 seconds East, 156.45 feet;
South 80 degrees 40 minutes 00 seconds East, 342.63 feet;
North 84 degrees 27 minutes 18 seconds East, 100.35 feet;
South 88 degrees 24 minutes 53 seconds East, 192.07 feet;
South 78 degrees 34 minutes 41 seconds East, 120.62 feet;
South 71 degrees 07 minutes 34 seconds East, 124.65 feet;
South 46 degrees 23 minutes 22 seconds East, 24.90 feet;
South 78 degrees 28 minutes 52 seconds East, 221.94 feet;
South 69 degrees 11 minutes 13 seconds East, 88.35 feet;
North 60 degrees 19 minutes 57 seconds East, 57.84 feet;
North 83 degrees 36 minutes 38 seconds East, 202.16 feet;
South 76 degrees 44 minutes 05 seconds East, 455.45 feet;
South 70 degrees 10 minutes 30 seconds East, 346.28 feet;
South 57 degrees 55 minutes 58 seconds East, 174.08 feet;
South 39 degrees 29 minutes 27 seconds East, 107.98 feet;
South 62 degrees 48 minutes 29 seconds East, 245.59 feet;
South 70 degrees 51 minutes 05 seconds East, 53.10 feet;
South 56 degrees 53 minutes 53 seconds East, 112.09 feet;
South 60 degrees 24 minutes 22 seconds East, 162.20 feet;

South 63 degrees 37 minutes 41 seconds East, 99.04 feet to a point on said gradient on the right bank of the Brazos River for the northeast corner of the herein described 915.7374 acre tract of land;

THENCE South 26 degrees 54 minutes 33 seconds West along the east line of the herein described tract, at 140.24 feet pass a ½ inch iron pipe found on said line, and continuing for a total distance of 323.73 feet to a 3-inch angle iron found on said line for angle point;

THENCE South 27 degrees 56 minutes 38 seconds West continuing along said line, 14.56 feet to a ½ inch iron pipe found on said line for angle point;

THENCE South 27 degrees 03 minutes 33 seconds West continuing along said line, 486.47 feet to a ½ inch iron pipe found on said line for an angle point in the east line of the herein described tract;

THENCE South 27 degrees 54 minutes 27 seconds West along the east line of the herein described tract, 2,103.77 feet to a 1-1/4 inch iron bar found for the upper southeast corner of the herein described 915.7374 acre tract;

THENCE North 67 degrees 24 minutes 19 seconds West, at 1,637.78 feet pass a ½ inch iron rod found on said line, and continuing for a total distance of 3,243.30 feet to a 4-inch angle iron found for a re-entry corner to the herein described 915.7374 acre tract;

THENCE South 22 degrees 38 minutes 07 seconds West, 2,700.18 feet to a 1-inch iron pipe found for the middle southeast corner of the herein described tract;

THENCE North 67 degrees 18 minutes 53 seconds West, 1,032.10 feet to a 5/8 inch iron rod found for a corner to the herein described tract;

THENCE North 22 degrees 06 minutes 05 seconds East, 1,424.05 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set for a re-entry corner to the herein described tract;

THENCE North 67 degrees 53 minutes 53 seconds West, 234.95 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for a re-entry corner to the herein described tract;

THENCE South 25 degrees 40 minutes 37 seconds West, 764.19 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for a re-entry corner to the herein described tract;

THENCE South 68 degrees 53 minutes 03 seconds East, 125.40 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for corner to the herein described tract;

THENCE South 15 degrees 51 minutes 17 seconds West, 666.60 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for corner to the herein described tract;

THENCE North 67 degrees 18 minutes 54 seconds West, 35.15 feet to a 1-inch iron pipe found for a re-entry corner to the herein described tract;

THENCE South 21 degrees 38 minutes 27 seconds West, at 2,040.17 feet pass a 1-inch iron pipe found on said line, and continuing along said line for a total distance of 2,906.22 feet to a 1-inch iron pipe found for the lower southeast corner of the herein described tract, and being in the north right-of-way line of F.M Highway 2759, said point having coordinates of X=3,030,903.69', Y=13,756,145.06';

THENCE North 82 degrees 44 minutes 12 seconds West along the north right-of-way line of F.M Highway 2759, 1,401.42 feet to a ½ inch iron rod found for the lower southwest corner of the herein described tract;

THENCE North 20 degrees 19 minutes 13 seconds East, 2,350.24 feet to a ½ inch iron pipe with cap marked “Kalkomey Survey” set for a re-entry corner to the herein described tract;

THENCE North 67 degrees 58 minutes 09 seconds West along the upper south line of the herein described tract, 715.46 feet to a 2-inch angle iron found for the upper southwest corner of the herein described tract;

THENCE North 22 degrees 04 minutes 08 seconds East, 1,519.58 feet to a 5/8 inch iron rod with cap (description not legible) for angle point to the herein described tract;

THENCE North 22 degrees 07 minutes 24 seconds East, 6,601.91 feet to the **Place of Beginning** and containing 915.7374 acres of land, more or less.

PETITION FOR CONSENT TO CREATION
OF A MUNICIPAL UTILITY DISTRICT

TO THE HONORABLE MAYOR AND
BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS:

The undersigned, hereinafter called "Petitioner" (whether one or more), being the holder of title to all and, therefore, a majority in value of the lands hereinafter described, as such values are indicated by the tax rolls of the central appraisal district of Fort Bend County, Texas, acting pursuant to the provisions of Section 54.016, Texas Water Code, as amended, respectfully petitions for consent to the creation of a municipal utility district, hereinafter called "District". In support of this petition for consent to creation of the District, Petitioner shows as follows:

I.

The name of the District is BOOTH RANCH MUNICIPAL UTILITY DISTRICT OF FORT BEND COUNTY, TEXAS, and has been created pursuant to Chapter 8242, Special District Local Laws Code, as amended, subject to the consent of the political subdivisions in whose extraterritorial jurisdiction or corporate limits the District is situated.

II.

The area of the land to be included in the District contains 915.7374 acres, more or less, and lies wholly within Fort Bend County, Texas. Portions of said area are within the extraterritorial jurisdiction of the Town of Thompsons, the extraterritorial jurisdiction of the City of Sugar Land, and the corporate limits of the City of Sugar Land, and are not within the corporate limits or extraterritorial jurisdiction of any other city. Petitioner hereby certifies that there are no holders of liens against the land to be included in the District.

III.

The land included within the area of the District is described by metes and bounds in Exhibit "A" attached hereto and incorporated herein by reference for all purposes.

IV.

The District has been created and organized under the terms and provisions of Article XVI, Section 59 of the Constitution of Texas and Chapter 49 and Chapter 54 of the Texas Water Code, as amended. The purposes of and the general nature of the work to be

done by the District shall be the purchase, construction, acquisition, repair, extension and improvement of land, easements, works, improvements, facilities, plants, equipment and appliances necessary to:

(1) provide a water supply for municipal uses, domestic uses and commercial purposes;

(2) collect, transport, process, dispose of and control all domestic, industrial or communal wastes whether in fluid, solid or composite state;

(3) gather, conduct, divert and control local storm water or other local harmful excesses of water in the District and the payment of organization expenses, operational expenses during construction and interest during construction;

(4) establish, finance, provide, operate and maintain a fire department and/or fire-fighting services ("firefighting facilities") within the District subject to approval of the Texas Commission on Environmental Quality pursuant to its rules and Chapter 49 of the Texas Water Code, as amended, as and if required;

(5) exercise the powers and authority of a road utility district ("Road Powers") pursuant to applicable law subject to approval of the Texas Commission on Environmental Quality pursuant to its rules and Chapter 54 of the Texas Water Code, as amended;

(6) finance, develop and maintain recreational facilities for the people of the District if and as allowed by applicable law; and

(7) to provide such other facilities, systems, plants and enterprises as shall be consonant with the purposes for which the District is created and permitted under state law.

V.

The area of the District is urban in nature, is within the growing environs of the Town of Thompsons, and is in close proximity to populous and developed sections of Fort Bend County. The District's area will, within the immediate future, experience a substantial and sustained residential and commercial growth. Therefore, there is a necessity for the improvements described above for the following reasons:

(1) The District's area is not supplied with adequate water and sanitary sewer facilities and services, or with adequate drainage facilities. The health and welfare of the

future inhabitants of the area and of territories adjacent thereto require the installation and acquisition of adequate water, sanitary sewer, and drainage facilities for and within the area of the District.

(2) The future inhabitants of the area and of territories adjacent thereto require recreational facilities, as same are necessary and desirable for the health and well-being of such inhabitants. The District's area does not currently include adequate recreational facilities within its boundaries.

(3) The future inhabitants of the area and of territories adjacent thereto require adequate road facilities, as same are necessary and desirable for the health and welfare of such inhabitants, and for the orderly growth of residential and commercial development within the area and territories adjacent thereto. Road Powers may be of necessity to the District and to the land within the District as such powers will allow the District to construct, acquire, improve, and provide financing for road facilities that may not otherwise be constructed in a manner that will proactively address safety, capacity, durability, economic feasibility, and regional mobility issues.

(4) The future inhabitants of the area and of territories adjacent thereto may require fire-fighting facilities in order to supplement or supplant fire-fighting services otherwise provided by governmental entities other than the District, as fire-fighting services are necessary and desirable for the health and welfare of such inhabitants.

A public necessity exists for the organization of such District to promote and protect the purity and sanitary condition of the State's waters and the public health and welfare of the community, by and through the purchase, construction, extension, improvement, maintenance and operation of a water supply and sanitary sewer system, drainage facilities, recreational facilities (if allowed by applicable law), road facilities, and, subject to the laws of the State of Texas and the rules of the Texas Commission on Environmental Quality, fire-fighting facilities.

VI.

Following the grant of consent to the creation of the District by the Town of Thompsons and the City of Sugar Land, the Board of Directors of the District will be entitled to make, pursuant to Section 54.0163, Texas Water Code, as amended, an election by resolution to select the municipality that may exercise authority within the District and, upon the effective date of any such resolution, the District shall be, for all purposes, wholly

EXHIBIT "A"

BEING A 915.7374 ACRE TRACT OF LAND IN THE ABNER KUYKENDALL LEAGUE, ABSTRACT 48, AND THE HENRY JONES LEAGUE, ABSTRACT 39, FORT BEND COUNTY, TEXAS, WITH ALL BEARINGS BEING GRID, COORDINATES ARE TEXAS STATE PLANE, SOUTH CENTRAL ZONE, NAD-83 (1993), BASED UPON GPS OBSERVATIONS OF TRIANGULATION STATION "GEORGE."

BEGINNING at a 4-inch angle iron found for the **Place of Beginning** of the herein described 915.7374 acre tract of land, said point having coordinates of X=3,032,723.77', Y=13,766,317.24';

THENCE North 22 degrees 07 minutes 24 seconds East, at 669.10 feet pass a 5/8 inch iron rod with cap (description not legible) found, and continuing for a total distance of 827.05 feet to a point on the gradient boundary on the right bank of the Brazos River for the northwest corner of the herein described tract;

THENCE downstream along the gradient boundary of the right bank of the Brazos River with the following meanders:

South 16 degrees 44 minutes 39 seconds East, 41.52 feet;
South 73 degrees 11 minutes 59 seconds East, 165.03 feet;
South 77 degrees 41 minutes 26 seconds East, 172.10 feet;
South 84 degrees 10 minutes 35 seconds East, 214.31 feet;
South 75 degrees 02 minutes 24 seconds East, 323.83 feet;
South 73 degrees 02 minutes 28 seconds East, 344.02 feet;
South 83 degrees 21 minutes 44 seconds East, 35.99 feet;
South 85 degrees 10 minutes 12 seconds East, 213.53 feet;
South 69 degrees 30 minutes 50 seconds East, 188.68 feet;
South 56 degrees 31 minutes 03 seconds East, 82.41 feet;
South 62 degrees 04 minutes 17 seconds East, 147.31 feet;
South 29 degrees 22 minutes 03 seconds East, 62.61 feet;
South 44 degrees 26 minutes 56 seconds East, 269.60 feet;
South 46 degrees 08 minutes 30 seconds East, 91.43 feet;
South 26 degrees 33 minutes 24 seconds East, 172.82 feet;
South 21 degrees 13 minutes 22 seconds East, 187.83 feet;
South 25 degrees 50 minutes 14 seconds East, 114.11 feet;
South 14 degrees 54 minutes 38 seconds East, 132.51 feet;
South 08 degrees 48 minutes 04 seconds East, 96.92 feet;
South 01 degrees 25 minutes 42 seconds West, 153.18 feet;
South 10 degrees 40 minutes 14 seconds West, 307.44 feet;
South 12 degrees 47 minutes 06 seconds West, 329.55 feet;
South 14 degrees 00 minutes 04 seconds West, 282.23 feet;
South 24 degrees 48 minutes 40 seconds West, 150.24 feet;
South 20 degrees 13 minutes 52 seconds West, 100.41 feet;
South 15 degrees 57 minutes 16 seconds West, 233.58 feet;
South 04 degrees 46 minutes 11 seconds West, 244.22 feet;
South 06 degrees 27 minutes 58 seconds East, 150.60 feet;
South 09 degrees 25 minutes 46 seconds East, 340.52 feet;
South 38 degrees 32 minutes 58 seconds East, 66.69 feet to a point on said gradient;

THENCE continuing downstream along the gradient boundary of the right bank of the Brazos River with the following meanders:

South 47 degrees 59 minutes 24 seconds East, 210.99 feet;
South 72 degrees 55 minutes 53 seconds East, 156.45 feet;
South 80 degrees 40 minutes 00 seconds East, 342.63 feet;
North 84 degrees 27 minutes 18 seconds East, 100.35 feet;
South 88 degrees 24 minutes 53 seconds East, 192.07 feet;
South 78 degrees 34 minutes 41 seconds East, 120.62 feet;
South 71 degrees 07 minutes 34 seconds East, 124.65 feet;
South 46 degrees 23 minutes 22 seconds East, 24.90 feet;
South 78 degrees 28 minutes 52 seconds East, 221.94 feet;
South 69 degrees 11 minutes 13 seconds East, 88.35 feet;
North 60 degrees 19 minutes 57 seconds East, 57.84 feet;
North 83 degrees 36 minutes 38 seconds East, 202.16 feet;
South 76 degrees 44 minutes 05 seconds East, 455.45 feet;
South 70 degrees 10 minutes 30 seconds East, 346.28 feet;
South 57 degrees 55 minutes 58 seconds East, 174.08 feet;
South 39 degrees 29 minutes 27 seconds East, 107.98 feet;
South 62 degrees 48 minutes 29 seconds East, 245.59 feet;
South 70 degrees 51 minutes 05 seconds East, 53.10 feet;
South 56 degrees 53 minutes 53 seconds East, 112.09 feet;
South 60 degrees 24 minutes 22 seconds East, 162.20 feet;

South 63 degrees 37 minutes 41 seconds East, 99.04 feet to a point on said gradient on the right bank of the Brazos River for the northeast corner of the herein described 915.7374 acre tract of land;

THENCE South 26 degrees 54 minutes 33 seconds West along the east line of the herein described tract, at 140.24 feet pass a ½ inch iron pipe found on said line, and continuing for a total distance of 323.73 feet to a 3-inch angle iron found on said line for angle point;

THENCE South 27 degrees 56 minutes 38 seconds West continuing along said line, 14.56 feet to a ½ inch iron pipe found on said line for angle point;

THENCE South 27 degrees 03 minutes 33 seconds West continuing along said line, 486.47 feet to a ½ inch iron pipe found on said line for an angle point in the east line of the herein described tract;

THENCE South 27 degrees 54 minutes 27 seconds West along the east line of the herein described tract, 2,103.77 feet to a 1-1/4 inch iron bar found for the upper southeast corner of the herein described 915.7374 acre tract;

THENCE North 67 degrees 24 minutes 19 seconds West, at 1,637.78 feet pass a ½ inch iron rod found on said line, and continuing for a total distance of 3,243.30 feet to a 4-inch angle iron found for a re-entry corner to the herein described 915.7374 acre tract;

THENCE South 22 degrees 38 minutes 07 seconds West, 2,700.18 feet to a 1-inch iron pipe found for the middle southeast corner of the herein described tract;

THENCE North 67 degrees 18 minutes 53 seconds West, 1,032.10 feet to a 5/8 inch iron rod found for a corner to the herein described tract;

THENCE North 22 degrees 06 minutes 05 seconds East, 1,424.05 feet to a ½ inch iron pipe with cap marked "Kalkomey Surveying" set for a re-entry corner to the herein described tract;

THENCE North 67 degrees 53 minutes 53 seconds West, 234.95 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for a re-entry corner to the herein described tract;

THENCE South 25 degrees 40 minutes 37 seconds West, 764.19 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for a re-entry corner to the herein described tract;

THENCE South 68 degrees 53 minutes 03 seconds East, 125.40 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for corner to the herein described tract;

THENCE South 15 degrees 51 minutes 17 seconds West, 666.60 feet to a ½ inch iron pipe with cap marked “Kalkomey Surveying” set for corner to the herein described tract;

THENCE North 67 degrees 18 minutes 54 seconds West, 35.15 feet to a 1-inch iron pipe found for a re-entry corner to the herein described tract;

THENCE South 21 degrees 38 minutes 27 seconds West, at 2,040.17 feet pass a 1-inch iron pipe found on said line, and continuing along said line for a total distance of 2,906.22 feet to a 1-inch iron pipe found for the lower southeast corner of the herein described tract, and being in the north right-of-way line of F.M Highway 2759, said point having coordinates of X=3,030,903.69', Y=13,756,145.06';

THENCE North 82 degrees 44 minutes 12 seconds West along the north right-of-way line of F.M Highway 2759, 1,401.42 feet to a ½ inch iron rod found for the lower southwest corner of the herein described tract;

THENCE North 20 degrees 19 minutes 13 seconds East, 2,350.24 feet to a ½ inch iron pipe with cap marked “Kalkomey Survey” set for a re-entry corner to the herein described tract;

THENCE North 67 degrees 58 minutes 09 seconds West along the upper south line of the herein described tract, 715.46 feet to a 2-inch angle iron found for the upper southwest corner of the herein described tract;

THENCE North 22 degrees 04 minutes 08 seconds East, 1,519.58 feet to a 5/8 inch iron rod with cap (description not legible) for angle point to the herein described tract;

THENCE North 22 degrees 07 minutes 24 seconds East, 6,601.91 feet to the **Place of Beginning** and containing 915.7374 acres of land, more or less.

LYTLE & MOORE, L.L.P.
ATTORNEYS AT LAW
2116 THOMPSONS HIGHWAY, SUITE 116
RICHMOND, TEXAS 77469

TELEPHONE
(281) 342-9119
FACSIMILE
(281) 232-4882

J. MICHAEL LYTLE
JACK H. MOORE

March 24, 2008

Mary Ann Manna
Town Secretary
Town of Thompsons
P. O. Box 29
Thompsons, Texas 77481


Dear Mary Ann:

Ordinance No. 134, the second ordinance passed last Thursday night, has a blank to insert the number of the first ordinance passed because the two are related. We have completed insertion of Ordinance No. 133 on the first page of Ordinance No. 134 and enclose a copy for your use in the two originals which were retained by you.

Please call me if you have any questions. Thank you for your courtesies and for your cooperation in this process of presenting these Ordinances for Town of Thompsons approval.

Sincerely yours,

LYTLE & MOORE, L.L.P.



Jack H. Moore

JHM\cb

Enclosure

\\Misc\BoothTrusts\Ranch\Manna01

ORDINANCE NO. 134

ORDINANCE OF THE TOWN OF THOMPSONS CONSENTING TO A REQUEST TO INCLUDE ADDITIONAL LAND IN BOOTH RANCH MUNICIPAL UTILITY DISTRICT OF FORT BEND COUNTY, TEXAS

WHEREAS, by Ordinance No. 133, passed and approved on March 20, 2008 (the "Ordinance"), the Board of Aldermen of the Town of Thompsons, Texas (the "Town"), granted its consent to the inclusion of certain lands within Booth Ranch Municipal Utility District of Fort Bend County, Texas (the "District"); and

WHEREAS, attached to this Ordinance as Exhibit "1" and made a part hereof is a petition requesting the Town's consent that certain additional lands be included in the District;

NOW, THEREFORE,

BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS, THAT:

Section 1. All of the matters and facts set out in the preamble hereof are true and correct.

Section 2. The Board of Aldermen officially finds, determines, recites and declares that a sufficient written notice of the date, hour, place and subject of this meeting of the Board of Aldermen was posted at a place convenient to the public at the Town Hall of the Town for the time required by law preceding this meeting, as required by the Open Meetings Law, Chapter 551, Government Code, as amended, and that this meeting has been open to the public as required by law at all times during which this Ordinance and the subject matter thereof has been discussed, considered and formally acted upon. The Board of Aldermen further ratifies, approves and confirms such written notice and the contents and posting thereof.

Section 3. The Board of Aldermen of the Town of Thompsons, Texas, hereby specifically gives its written consent, as provided by Section 54.016, Water Code, as amended, and Section 42.001 et seq., Local Government Code, as amended, to the annexation of the lands described by metes and bounds in Exhibit "A" to the Petition attached hereto.

Section 4. This Ordinance shall become effective immediately upon its passage and adoption.

ORDINANCE NO. 134

ORDINANCE OF THE TOWN OF THOMPSONS CONSENTING TO A REQUEST TO INCLUDE ADDITIONAL LAND IN BOOTH RANCH MUNICIPAL UTILITY DISTRICT OF FORT BEND COUNTY, TEXAS

WHEREAS, by Ordinance No. _____, passed and approved on March 20, 2008 (the "Ordinance"), the Board of Aldermen of the Town of Thompsons, Texas (the "Town"), granted its consent to the inclusion of certain lands within Booth Ranch Municipal Utility District of Fort Bend County, Texas (the "District"); and

WHEREAS, attached to this Ordinance as Exhibit "1" and made a part hereof is a petition requesting the Town's consent that certain additional lands be included in the District;

NOW, THEREFORE,

BE IT ORDAINED BY THE BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS, THAT:

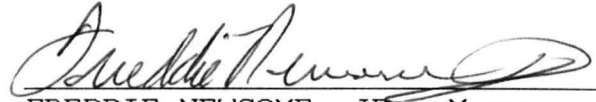
Section 1. All of the matters and facts set out in the preamble hereof are true and correct.

Section 2. The Board of Aldermen officially finds, determines, recites and declares that a sufficient written notice of the date, hour, place and subject of this meeting of the Board of Aldermen was posted at a place convenient to the public at the Town Hall of the Town for the time required by law preceding this meeting, as required by the Open Meetings Law, Chapter 551, Government Code, as amended, and that this meeting has been open to the public as required by law at all times during which this Ordinance and the subject matter thereof has been discussed, considered and formally acted upon. The Board of Aldermen further ratifies, approves and confirms such written notice and the contents and posting thereof.

Section 3. The Board of Aldermen of the Town of Thompsons, Texas, hereby specifically gives its written consent, as provided by Section 54.016, Water Code, as amended, and Section 42.001 et seq., Local Government Code, as amended, to the annexation of the lands described by metes and bounds in Exhibit "A" to the Petition attached hereto.

Section 4. This Ordinance shall become effective immediately upon its passage and adoption.

PASSED AND ADOPTED this 20th day of March, 2008.



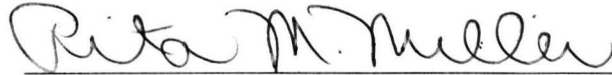
FREDDIE NEWSOME, JR., Mayor,
Town of Thompsons, Texas

ATTEST:



MARY ANN MANNA, Town Secretary
Town of Thompsons, Texas

**TOWN OF THOMPSONS, TEXAS,
BOARD OF ALDERMEN:**



RITA M. MILLER, Alderman



CAROL M. GUBBELS, Alderman

absent

SHERRIE KNOEPFEL, Alderman



DEBORAH BROWN, Alderman

absent

GINA TREADGOLD, Alderman

III.

The land sought to be added to the area of the District is described by metes and bounds in Exhibit "A" attached hereto and incorporated herein for all purposes.

IV.

The general nature of the work proposed to be done in the area sought to be annexed shall be the purchase, construction, acquisition, repair, extension and improvement of land, easements, works, improvements, facilities, plants, equipment and appliances necessary to:

(1) provide a water supply for municipal, domestic and commercial purposes;

(2) collect, transport, process, dispose of and control all domestic, industrial or communal wastes whether in fluid, solid or composite state;

(3) gather, conduct, divert and control local storm water or other harmful excesses of water in the area; and

(4) establish, finance, provide, operate and maintain a fire department and/or fire-fighting services "firefighting facilities" within the District subject to approval of the Texas Commission on Environmental Quality pursuant to its rules and Chapter 49 of the Texas Water Code, as amended, as and if required; and

(5) finance, develop and maintain recreational facilities for the people of the District if and as allowed by applicable law; and

(6) design, acquire, construct, finance and issue bonds for roads, under the authority of Article III, Section 52 of the Texas Constitution and Chapter 54 of the Texas Water Code, as amended ("Road Powers"), subject to the approval of the Texas Commission on Environmental Quality, as if, and when required; and

(7) to provide such other facilities, systems, plants and enterprises as shall be consonant with the purposes for which the District is created and permitted under state law.

V.

The area of the District is urban in nature, is within the growing environs of the Town of Thompsons and is in close proximity to populous and developed sections of Fort Bend County. The District's area will, within the immediate future, experience a substantial and sustained residential and commercial growth. Therefore, there is a necessity for the improvements described above for the following reasons:

(1) The land sought to be added to the District is not supplied with adequate water and sanitary sewer facilities and services, or with adequate drainage facilities nor is it presently economically feasible for such facilities to be added to said land. The health and welfare of the present and future inhabitants of the District, the land sought to be added to the District, and of territories adjacent thereto require the installation and acquisition of adequate water, sanitary sewer, and drainage facilities for and within the land sought to be added to the District.

(2) The present and future inhabitants of the District, the land sought to be added to the District, and of territories adjacent thereto require recreational facilities, as same are necessary and desirable for the health and well-being of such inhabitants. The land sought to be added to the District does not currently include adequate recreational facilities.

(3) The present and future inhabitants of the District, the land sought to be added to the District and of territories adjacent thereto may require fire-fighting facilities in order to supplement or supplant fire-fighting services otherwise provided by governmental entities other than the District, as fire-fighting services are necessary and desirable for the health and welfare of such inhabitants.

(4) The present and future inhabitants of the District, the land sought to be added to the District and of territories adjacent thereto require adequate road facilities, as same are necessary and desirable for the health and welfare of such inhabitants, and for the orderly growth of residential and commercial development within the area and territories adjacent thereto. Road Powers may be of necessity to the land within the District and the land sought to be added to the District as such powers will allow the District to construct, acquire, improve, and provide financing for road facilities that may not otherwise be constructed in a manner that will proactively address safety, capacity, durability, economic feasibility, and regional mobility issues.

A public necessity exists for the addition of said lands to the District to promote and protect the purity and sanitary condition of the State's waters and the public health and welfare of the community, by and through the purchase, construction, extension, improvement, maintenance and operation of a water supply and sanitary sewer system, drainage facilities, recreational facilities (if allowed by applicable law), and, subject to the laws of the State of Texas and the rules of the Texas Commission on Environmental Quality, fire-fighting facilities and road facilities.

[Remainder of page intentionally left blank]

WHEREFORE, Petitioner respectfully prays that this petition be granted in all respects and that the Town of Thompsons give its consent to the annexation of the aforesaid land into said District.

Dated this the 11 day of March, 2008.

Ron Rhemann-Trustee

RON RHEMANN, TRUSTEE, for the Mason Booth Non-Exempt Trust, the Sarah Booth Non-Exempt Trust, the Mason Booth GST Exempt Trust, and the Sarah Booth GST Exempt Trust

THE STATE OF TEXAS §
§
COUNTY OF FORT BEND §

This instrument was acknowledged before me on this the 11th day of March, 2008, by Ron Rhemann, Trustee for the Mason Booth Non-Exempt Trust, the Sarah Booth Non-Exempt Trust, the Mason Booth GST Exempt Trust and the Sarah Booth GST Exempt Trust.

Sheryl Lynn Pasolia
Notary Public in and for
the State of Texas

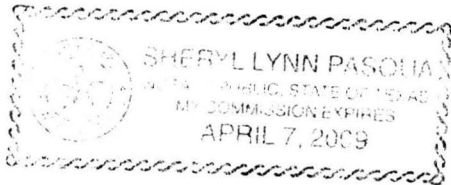


EXHIBIT "A"

CHARLIE KALKOMEY SURVEYING, INC.

1815 MONS AVENUE
ROSENBERG, TEXAS 77471
281 342-2033

FIELD NOTES FOR A 15.225 ACRE TRACT OF LAND IN THE ABNER KUYKENDALL LEAGUE, ABSTRACT 48, FORT BEND COUNTY, TEXAS, SAID 15.225 ACRE TRACT BEING THE RESIDUE OF THAT CERTAIN CALLED 20 ACRE TRACT LESS 1.012 ACRES RECORDED UNDER COUNTY CLERK'S FILE NUMBERS 2004031225 AND 2004031226, OFFICIAL PUBLIC RECORDS, FORT BEND COUNTY, TEXAS, DESCRIBED IN VOLUME 357, PAGE 513, DEED RECORDS, FORT BEND COUNTY, TEXAS, INCLUDING THOSE CERTAIN TRACTS IN DEED TO THE GULF, COLORADO & SANTA FE RAILROAD COMPANY, BEING CALLED BLOCKS 17 AND 37, AS RECORDED IN VOLUME 115, PAGE 5, DEED RECORDS, FORT BEND COUNTY, TEXAS, SAID 15.225 ACRE TRACT ALSO BEING COMPRISED OF VARIOUS BLOCKS OF THE TOWN OF BOOTH ACCORDING TO MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 2, PAGE 20, PLAT RECORDS, FORT BEND COUNTY, TEXAS, WITH ALL BEARINGS BASED UPON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NAD83, BASED UPON GPS OBSERVATIONS OF NGS TRIANGULATION STATION "GEORGE".

BEGINNING at a 1-inch iron pipe found in the north right-of-way line of F. M. Highway 2759 (width varies) for the southwest corner of said called 20 acre tract, same being the southeast corner of an adjoining called 672.5 acre tract recorded under County Clerk's File Number 2004031227 et seq., Official Public Records, Fort Bend County, Texas, for the southwest corner and **Place of Beginning** of the herein described tract, said point also being the lower southeast corner of an adjoining 915.7374 acre tract surveyed by Charlie Kalkomey, R.P.L.S. Number 1399, November 9, 2001, and being the southwest corner of said Gulf, Colorado & Santa Fe Railroad Company Block 37;

THENCE North 21 degrees 38 minutes 13 seconds East along the west line of the herein described tract, the west line of said called 20 acre tract, and the west line of Blocks 37, 17 and 16, same being the east line of said adjoining called 672.5 acre tract and the lower east line of said adjoining 915.7374 acre tract, 866.05 feet to a 1-inch iron pipe found on said line for the northwest corner of the herein described tract and the northwest corner of Block 16, same being the southwest corner of an adjoining called 215.158 acre tract described in deed recorded under County Clerk's File Number 9895731, Official Public Records, Fort Bend County, Texas, said point also being in the south right-of-way line of Second Street of said Town of Booth;

THENCE South 67 degrees 31 minutes 33 seconds East (adjoiner called South 65 degrees 05 minutes 08 seconds East) along the north line of the herein described tract and the north line of Blocks 16, 15 and 14, same being the south line of said adjoining called 215.158 acre tract and the south right-of-way line of said Second Street, as occupied on the ground, 739.00 feet to a 5/8 inch iron rod with cap marked "1535-4035" found for the upper northeast corner of the herein described tract, same being the northwest corner of Block 13, being a called 1.012 acre tract described in deed recorded under County Clerk's File Number 2001047771, Official Public Records, Fort Bend County, Texas, and being in the east right-of-way line of Avenue C of said Town of Booth;

THENCE South 22 degrees 28 minutes 27 seconds West along the common line of the herein described tract and said adjoining called 1.012 acre tract, same being the east right-of-way line of Avenue C and the west line of said Block 13, 210.00 feet (called 210.00 feet) to a 5/8 inch iron rod with cap marked "1535-4035" found for a reentry corner to the herein described tract, same being the southwest corner of said adjoining called 1.012 acre tract, and the southwest corner of said Block 13, said point also being at the intersection of the east right-of-way line of Avenue C with the north right-of-way line of Third Street;


THENCE South 67 degrees 31 minutes 33 seconds East continuing along said common line, being the south line of said Block 13, same being the north right-of-way line of Third Street, 210.00 feet (called 210.00 feet) to a 5/8 inch iron rod with cap marked "1535-4035" found for the lower northeast corner of the herein described tract, same being the southeast corner of said adjoining called 1.012 acre tract, said point also being the southeast corner of said Block 13, and being at the intersection of the north right-of-way line of Third Street with the west right-of-way line of Avenue D;

THENCE South 22 degrees 33 minutes 34 seconds West along the east line of the herein described tract, the east line of said called 20 acre tract, and the east line of Blocks 20 and 34, same being the west right-of-way line of Avenue D, 423.58 feet to a 1-inch iron pipe found in the north right-of-way line of F. M. Highway 2759 for the southeast corner of the herein described tract;

THENCE North 81 degrees 28 minutes 21 seconds West along the south line of the herein described tract, same being the north right-of-way line of F. M. Highway 2759, 964.14 feet to the **Place of Beginning** and containing 15.225 acres of land, with 0.353 acre within the aforementioned Block 17 in deed to the Gulf, Colorado & Santa Fe Railroad Company, and 0.437 acre within the aforementioned Block 37 in deed to the Gulf, Colorado & Santa Fe Railroad Company, for a net acreage of 14.435 acres of land, more or less.

For reference and further description see Survey Plat No. 4104-07-FB prepared by the undersigned on same date.




Chris D. Kalkomey, R.P.L.S.
Texas Registration Number 5869
February 8, 2007

Job Number 4104-07-FB

PETITION FOR CONSENT TO INCLUDE ADDITIONAL LAND IN
BOOTH RANCH MUNICIPAL UTILITY DISTRICT,
OF FORT BEND COUNTY, TEXAS

THE STATE OF TEXAS §
§
COUNTY OF FORT BEND §

TO THE HONORABLE MAYOR AND
BOARD OF ALDERMEN OF THE TOWN OF THOMPSONS:

Ron Rhemann, Trustee for the Mason Booth Non-Exempt Trust, the Sarah Booth Non-Exempt Trust, the Mason Booth GST Exempt Trust and the Sarah Booth GST Exempt Trust, being the holder of title to all of, and therefore, a majority in value of the land hereinafter described, as such values are indicated by the tax rolls of the central appraisal district of Fort Bend County, Texas, (hereinafter called "Petitioner"), acting pursuant to the provisions of Section 54.016, Texas Water Code, respectfully petitions for consent to include additional land in a municipal utility district. In support of this petition, Petitioner shows as follows:

I.

The District, to which the land hereinafter described is sought to be annexed, exists under the terms and provisions of Article XVI, Section 59 of the Constitution of Texas and Chapter 8242, Special District Local Laws Code, as amended. Petitioner is the sole owner and holder of fee simple title to the land sought to be annexed to the District, as indicated by the tax rolls of the central appraisal district of Fort Bend County, Texas. Petitioner represents and warrants that there are no holders of liens against said land.

II.

The land sought to be added to the District contains approximately 15.225 acres of land, more or less, and lies wholly within Fort Bend County, Texas. No part of said area is within the limits of any incorporated city or town. Under the provisions of Vernon's Texas Civil Statutes, Local Government Code, Section 42.001 et seq., as amended, said area is within the extraterritorial jurisdiction of the Town of Thompsons and is not within such jurisdiction of any other city. All of the territory to be annexed may properly be annexed to the District.

III.

The land sought to be added to the area of the District is described by metes and bounds in Exhibit "A" attached hereto and incorporated herein for all purposes.

IV.

The general nature of the work proposed to be done in the area sought to be annexed shall be the purchase, construction, acquisition, repair, extension and improvement of land, easements, works, improvements, facilities, plants, equipment and appliances necessary to:

(1) provide a water supply for municipal, domestic and commercial purposes;

(2) collect, transport, process, dispose of and control all domestic, industrial or communal wastes whether in fluid, solid or composite state;

(3) gather, conduct, divert and control local storm water or other harmful excesses of water in the area; and

(4) establish, finance, provide, operate and maintain a fire department and/or fire-fighting services "firefighting facilities" within the District subject to approval of the Texas Commission on Environmental Quality pursuant to its rules and Chapter 49 of the Texas Water Code, as amended, as and if required; and

(5) finance, develop and maintain recreational facilities for the people of the District if and as allowed by applicable law; and

(6) design, acquire, construct, finance and issue bonds for roads, under the authority of Article III, Section 52 of the Texas Constitution and Chapter 54 of the Texas Water Code, as amended ("Road Powers"), subject to the approval of the Texas Commission on Environmental Quality, as if, and when required; and

(7) to provide such other facilities, systems, plants and enterprises as shall be consonant with the purposes for which the District is created and permitted under state law.

V.

The area of the District is urban in nature, is within the growing environs of the Town of Thompsons and is in close proximity to populous and developed sections of Fort Bend County. The District's area will, within the immediate future, experience a substantial and sustained residential and commercial growth. Therefore, there is a necessity for the improvements described above for the following reasons:

(1) The land sought to be added to the District is not supplied with adequate water and sanitary sewer facilities and services, or with adequate drainage facilities nor is it presently economically feasible for such facilities to be added to said land. The health and welfare of the present and future inhabitants of the District, the land sought to be added to the District, and of territories adjacent thereto require the installation and acquisition of adequate water, sanitary sewer, and drainage facilities for and within the land sought to be added to the District.

(2) The present and future inhabitants of the District, the land sought to be added to the District, and of territories adjacent thereto require recreational facilities, as same are necessary and desirable for the health and well-being of such inhabitants. The land sought to be added to the District does not currently include adequate recreational facilities.

(3) The present and future inhabitants of the District, the land sought to be added to the District and of territories adjacent thereto may require fire-fighting facilities in order to supplement or supplant fire-fighting services otherwise provided by governmental entities other than the District, as fire-fighting services are necessary and desirable for the health and welfare of such inhabitants.

(4) The present and future inhabitants of the District, the land sought to be added to the District and of territories adjacent thereto require adequate road facilities, as same are necessary and desirable for the health and welfare of such inhabitants, and for the orderly growth of residential and commercial development within the area and territories adjacent thereto. Road Powers may be of necessity to the land within the District and the land sought to be added to the District as such powers will allow the District to construct, acquire, improve, and provide financing for road facilities that may not otherwise be constructed in a manner that will proactively address safety, capacity, durability, economic feasibility, and regional mobility issues.

A public necessity exists for the addition of said lands to the District to promote and protect the purity and sanitary condition of the State's waters and the public health and welfare of the community, by and through the purchase, construction, extension, improvement, maintenance and operation of a water supply and sanitary sewer system, drainage facilities, recreational facilities (if allowed by applicable law), and, subject to the laws of the State of Texas and the rules of the Texas Commission on Environmental Quality, fire-fighting facilities and road facilities.

[Remainder of page intentionally left blank]

EXHIBIT "A"

CHARLIE KALKOMEY SURVEYING, INC.

1815 MONS AVENUE
ROSENBERG, TEXAS 77471
281 342-2033

FIELD NOTES FOR A 15.225 ACRE TRACT OF LAND IN THE ABNER KUYKENDALL LEAGUE, ABSTRACT 48, FORT BEND COUNTY, TEXAS, SAID 15.225 ACRE TRACT BEING THE RESIDUE OF THAT CERTAIN CALLED 20 ACRE TRACT LESS 1.012 ACRES RECORDED UNDER COUNTY CLERK'S FILE NUMBERS 2004031225 AND 2004031226, OFFICIAL PUBLIC RECORDS, FORT BEND COUNTY, TEXAS, DESCRIBED IN VOLUME 357, PAGE 513, DEED RECORDS, FORT BEND COUNTY, TEXAS, INCLUDING THOSE CERTAIN TRACTS IN DEED TO THE GULF, COLORADO & SANTA FE RAILROAD COMPANY, BEING CALLED BLOCKS 17 AND 37, AS RECORDED IN VOLUME 115, PAGE 5, DEED RECORDS, FORT BEND COUNTY, TEXAS, SAID 15.225 ACRE TRACT ALSO BEING COMPRISED OF VARIOUS BLOCKS OF THE TOWN OF BOOTH ACCORDING TO MAP OR PLAT THEREOF RECORDED IN PLAT BOOK 2, PAGE 20, PLAT RECORDS, FORT BEND COUNTY, TEXAS, WITH ALL BEARINGS BASED UPON THE TEXAS COORDINATE SYSTEM, SOUTH CENTRAL ZONE, NAD83, BASED UPON GPS OBSERVATIONS OF NGS TRIANGULATION STATION "GEORGE".

BEGINNING at a 1-inch iron pipe found in the north right-of-way line of F. M. Highway 2759 (width varies) for the southwest corner of said called 20 acre tract, same being the southeast corner of an adjoining called 672.5 acre tract recorded under County Clerk's File Number 2004031227 et seq., Official Public Records, Fort Bend County, Texas, for the southwest corner and **Place of Beginning** of the herein described tract, said point also being the lower southeast corner of an adjoining 915.7374 acre tract surveyed by Charlie Kalkomey, R.P.L.S. Number 1399, November 9, 2001, and being the southwest corner of said Gulf, Colorado & Santa Fe Railroad Company Block 37;

THENCE North 21 degrees 38 minutes 13 seconds East along the west line of the herein described tract, the west line of said called 20 acre tract, and the west line of Blocks 37, 17 and 16, same being the east line of said adjoining called 672.5 acre tract and the lower east line of said adjoining 915.7374 acre tract, 866.05 feet to a 1-inch iron pipe found on said line for the northwest corner of the herein described tract and the northwest corner of Block 16, same being the southwest corner of an adjoining called 215.158 acre tract described in deed recorded under County Clerk's File Number 9895731, Official Public Records, Fort Bend County, Texas, said point also being in the south right-of-way line of Second Street of said Town of Booth;

THENCE South 67 degrees 31 minutes 33 seconds East (adjoiner called South 65 degrees 05 minutes 08 seconds East) along the north line of the herein described tract and the north line of Blocks 16, 15 and 14, same being the south line of said adjoining called 215.158 acre tract and the south right-of-way line of said Second Street, as occupied on the ground, 739.00 feet to a 5/8 inch iron rod with cap marked "1535-4035" found for the upper northeast corner of the herein described tract, same being the northwest corner of Block 13, being a called 1.012 acre tract described in deed recorded under County Clerk's File Number 2001047771, Official Public Records, Fort Bend County, Texas, and being in the east right-of-way line of Avenue C of said Town of Booth;

THENCE South 22 degrees 28 minutes 27 seconds West along the common line of the herein described tract and said adjoining called 1.012 acre tract, same being the east right-of-way line of Avenue C and the west line of said Block 13, 210.00 feet (called 210.00 feet) to a 5/8 inch iron rod with cap marked "1535-4035" found for a reentry corner to the herein described tract, same being the southwest corner of said adjoining called 1.012 acre tract, and the southwest corner of said Block 13, said point also being at the intersection of the east right-of-way line of Avenue C with the north right-of-way line of Third Street;


THENCE South 67 degrees 31 minutes 33 seconds East continuing along said common line, being the south line of said Block 13, same being the north right-of-way line of Third Street, 210.00 feet (called 210.00 feet) to a 5/8 inch iron rod with cap marked "1535-4035" found for the lower northeast corner of the herein described tract, same being the southeast corner of said adjoining called 1.012 acre tract, said point also being the southeast corner of said Block 13, and being at the intersection of the north right-of-way line of Third Street with the west right-of-way line of Avenue D;

THENCE South 22 degrees 33 minutes 34 seconds West along the east line of the herein described tract, the east line of said called 20 acre tract, and the east line of Blocks 20 and 34, same being the west right-of-way line of Avenue D, 423.58 feet to a 1-inch iron pipe found in the north right-of-way line of F. M. Highway 2759 for the southeast corner of the herein described tract;

THENCE North 81 degrees 28 minutes 21 seconds West along the south line of the herein described tract, same being the north right-of-way line of F. M. Highway 2759, 964.14 feet to the **Place of Beginning** and containing 15.225 acres of land, with 0.353 acre within the aforementioned Block 17 in deed to the Gulf, Colorado & Santa Fe Railroad Company, and 0.437 acre within the aforementioned Block 37 in deed to the Gulf, Colorado & Santa Fe Railroad Company, for a net acreage of 14.435 acres of land, more or less.

For reference and further description see Survey Plat No. 4104-07-FB prepared by the undersigned on same date.




Chris D. Kalkomey, R.P.L.S.
Texas Registration Number 5869
February 8, 2007

Job Number 4104-07-FB

Escrow No. 2710001266

Check Date: 03/31/2008

Check No. 72434

DESCRIPTION	CODE	AMOUNT
Ordinance 133 and 134		\$20,000.00
	Check Total	\$20,000.00

Seller/Buyer: MASON BOOTH GST EXEMPT TRUST, MASON BOOTH NON-EXEMPT TRUST, SARAH BOOTH GST EXEMPT

Property Address: , TX

Tax Parcel ID:



Partners Title
Company

March 31, 2008

VI A MAIL

Town of Thompsons
PO Box 29
Thompsons, Texas 77481

RE: Our GF# 2710001266; Sale from Mason Booth GST Exempt Trust, mason Booth Non-Exempt Trust, Sarah Booth GST Exempt Trust, Sarah Booth Non-Exempt Trust ("Seller") to Terramark Communities, Ltd. ("Purchaser") 930 acres, Fort Bend County, Texas ("Legal")

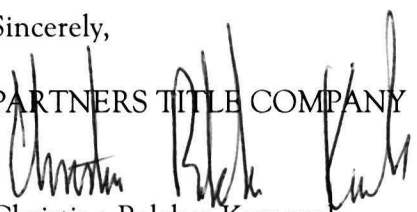
Dear Ladies and Gentlemen:

In connection with the above captioned matter, and pursuant to the request of Mr. Joel Scott, please find enclosed herewith Check No. 72434 in the amount of \$20,000.00.

If you should have any questions, or need additional information, please feel free to contact our office.

Sincerely,

PARTNERS TITLE COMPANY


Christine Belcher Karnauch
Assistant Vice President/Escrow Officer

cbk/
enclosure

cc: Mr. Joel Scott (vie-email)
Mr. Dwight Donaldson (via e-mail)
Mr. Ron Rhemann, Trustee (via e-mail)
Mr. Howard M. Cohen (via mail)
Ms. Tracy McCormick (via e-mail)
Mr. David Booth (via e-mail)
Mr. William Treadway (via e-mail)

Incorporated 1979

Telephone: 281-343-9929

FAX: 281-343-7786

TOWN OF THOMPSONS

P. O. BOX 29

THOMPSONS, TEXAS 77481

MAYOR

FREDDIE NEWSOME, JR

ALDERMEN

RITA M. MILLER

DEBORAH BROWN

GINA S. TREADGOLD

CAROL M. GUBBELS

SHERRIE K. KNOEPFEL

April 18, 2008

Dianne Wilson
Fort Bend County Clerk
301 Jackson Street
Richmond, Texas 77469

Dear Ms. Wilson:

Please find enclosed the Town of Thompsons Fiscal Budget for May 1, 2008 through April 30, 2009, for your files.

If you have any questions, please do not hesitate to contact me at 281-343-9929.

Sincerely,



Freddie Newsome, Jr.
Mayor

FN/mam

Enclosures

ORDINANCE NO. 135

**ADOPTION OF BUDGET
FISCAL YEAR 5-1-08 THROUGH 4-30-09**

WHEREAS, pursuant to the laws of the State of Texas for General Law cities, the budget covering proposed expenditures for the fiscal year beginning May 1, 2008 and ending April 30, 2009 was filed with the City Secretary and was posted in Fort Bend Herald and bulletin board outside City Hall as required; and

WHEREAS, a public hearing was held by the City Council of Aldermen of the Town of Thompsons, Texas, on said budget on March 20, 2008, at which time said budget was fully considered, and interested taxpayers were heard by City Council;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUCIL OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS:

That the budget estimate of the revenues and expenditures for the Town of Thompsons, Texas as presented by the Mayor and appropriated by the City Council for the fiscal year beginning May 1, 2008 and ending April 30, 2009, be and it is hereby adopted as the budget for such fiscal year:

That the attached "Exhibit A" with written comments of expenditures be declared as necessary for operating expenses for the Town of Thompsons;

That the Ordinance be in full force and effect from and after its adoption.

PASSED AND APPROVED BY THE CITY COUNCIL OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS, upon first and final reading at a Regular Council Meeting on the 17th day of April, 2008 by a vote of 5 "AYES", 0 "NAYS" and 0 "ABSTENTIONS".


Freddie Newsome, Jr.-Mayor

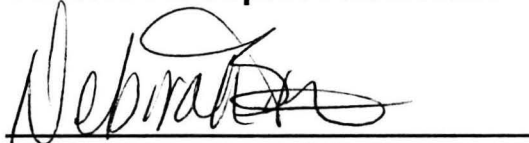
TOWN OF THOMPSONS


Rita M. Miller- Alderman

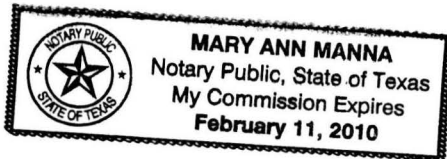
Gina S. Treadgold-Alderman


Sherrie Knoepfel-Alderman


Carol M. Gubbels-Alderman


Deborh Brown-Alderman

ATTEST




Mary Ann Manna-City Secretary

I, Mary Ann Manna, City Secretary of the Town of Thompsons, Texas, do hereby certify that the foregoing is a true and correct copy of Ordinance Number 135, finally passed and approved by the Town of Thompsons, following the First and final reading thereof at regular meetings held on the 17th day of January and the 21st day of February.


Mary Ann Manna-City Secretary

	ABCD	E	P	Q	R	S	T
1	TOWN OF THOMPSONS, TEXAS		budget fye 4/30/08	for calander year	budget fye 4/30/09		4/30/2009
2	PRELIMINARY BUDGET FYE 4/30/2009		Budget	1/1/07 TO 12/31/07	Budget		
3	Ordinary Income/Expense		for the period	ACTUAL	for the period		
4	Income		5/1/2007 to 4/30/2008	calendar 2007	5/1/2008 to 4/30/2009		
5	4050 · Grants						
	4100 · Taxes and Assessments						
		4130 · Sales & Use Tax	21,000.00	19,775.92	20,000.00	A	last calendar year 19775.92
8		4140 · Franchise Fees/ Ind Agrmt	714,420.00	733,343.91	735,000.00	B	BzVal 137, TexGen 569 Cterpt 8
9	Total 4100 · Taxes and Assessments		735,420.00	753,119.83	755,000.00	755,000.00	
10	4200 · Interest Income						
11		4201 · CD'S Income	0.00		0.00		
12		4202 · Texpool Interest	10,000.00	9,672.81	4,700.00	C	Current balance 123K * 3.8% = 4695.00
13		4203 · Jones Interest	370,000.00	374,658.29	370,000.00	D	See Jones interest income projection
14		4200 · Interest Income - Other	50.00	34.80	50.00		
15	Total 4200 · Interest Income		380,050.00	384,365.90	374,750.00	374,750.00	
16	4600 · Other Income						
17		4601 · Summer Park Program	0.00	0.00	0.00		
18		4600 · Other Income - Other	2,400.00	2,864.36	3,700.00	E	3700 income from fire calls
19	Total 4600 · Other Income		2,400.00	2,864.36	3,700.00	3,700.00	
20	Total Income		1,117,870.00	1,140,350.09	1,133,450.00	1,133,450.00	TOTAL REVENUE
21	Expense						
22	5100 · Health and Safety						
23	5200 · Volunteer Fire Department						
24		5201 · Payroll, Fire Secretary	2,625.00	2,290.25	2,625.00	AA	
25		5204 · Other Expenses Fire Departme	8,500.00	19,687.93	17,500.00	BB	
26		5206 · Maintenance Fire Department	15,000.00	16,720.85	15,000.00		repir water tower and fire house
27		5207 · Equipment Fire Department	0.00	0.00	20,000.00		new digital radios
28		5299 · Equipment, Capital Outlay	0.00	0.00	0.00		
29	Total 5200 · Volunteer Fire Department		26,125.00	38,699.03	55,125.00		
30		5300 · Trash Service	11,000.00	10,350.00	11,000.00	CC	same budget as prior year, spent
31	Total 5100 · Health and Safety		37,125.00	49,049.03	66,125.00	66,125.00	total health and safety
32	5400 · Police Department						
33		5401 · Payroll, Police	41,580.00	40,578.26	41,580.00	AA	
34		5405 · Other Expenses, Police D	31,500.00	15,119.45	22,143.34	DD	prior year actual + 20% + 4000 for radio
35	Total 5400 · Police Department		73,080.00	55,697.71	63,723.34	63,723.34	total police department
36	5500 · Park Services						
37		5501 · Payroll, Park Department	48,921.60	47,171.00	48,921.60	AA	
38		5503 · Maintenance Park	13,000.00	2,971.71	3,000.00		last year actual this includes 6500.00 for mosquito spray machine
39		5505 · Other Expenses Park	5,000.00	11,581.71	5,000.00		last year actual
40		5506 · Summer Park Program	18,200.00	5,872.75	11,200.00		5000 YMCA, 1200 4th July, + 5000 kids work program
		5507 · Utilities Park	2,113.00	1,917.79	2,100.00		110% of last year actual
	Total 5500 · Park Services		87,234.60	69,514.96	70,221.60	70,221.60	total park service
43	6000 · General Government Expenses						
44		6020 · Advertising	250.00	243.20	250.00		last year actual
45		6050 · Automobile Expense	2,200.00	0.00	0.00		last year actual adjusted
46		6060 · Bank Service Charges	33.00	270.00	33.00		last year actual
47		6170 · Contract Labor	1,200.00	1,350.00	1,200.00		last year actual
48		6190 · Continue Education	2,000.00	1,027.00	2,000.00		last year actual
49		6220 · Dues and Subscriptions	1,600.00	1,216.39	1,600.00		last year actual
50		6223 · Election Expense	4,500.00	160.00	3,000.00		last year actual
51		6380 · Insurance	33,346.60	32,936.14	36,270.28	EE	
52		6550 · Office Supplies	4,500.00	8,608.94	8,000.00		last year actual
53		6560 · Payroll Salary Office Staff	45,360.00	32,051.95	45,360.00	AA	
54		6580 · Payroll Taxes All Staff	11,749.22	9,398.56	11,749.22	AA	
55		6590 · Payroll Retirement match employe	3,253.78	3,856.37	3,938.31	AA	
56		6610 · Postage and Delivery	1,100.00	908.29	1,000.00		10% increase over 2007 actual
57		6620 · Printing and Reproduction	500.00	0.00	0.00		
58		6640 · Professional Fees	31,615.00	29,126.86	28,125.00	FF	
59	6710 · Repairs						
60		6720 · Building Repairs	2,000.00	571.12	5,000.00		building maintenance/janitor 400.00 month
61		6740 · Equipment Repairs	150.00	400.00	400.00		same as last year budget
62		6710 · Repairs - Other & Street	0.00	177.75	0.00		assume no street repairs this budget
63	Total 6710 · Repairs		2,150.00	1,148.87	5,400.00		
64		6880 · Telephone	8,000.00	11,004.70	11,000.00		last year actual
65	6900 · Travel & Expense						
66		6930 · Travel Meal- Mayor/Counc/Empl	4,000.00	5,299.20	5,300.00		last year actual
67		6900 · Travel & Expense - Other	1,000.00	4,017.87	4,000.00		last year actual
68	Total 6900 · Travel & Expense		5,000.00	9,317.07	9,300.00		
69		6940 · Utilities - Street Lights	21,500.00	22,783.21	24,000.00		last year actual + 5%
70		6945 · Capital Improvements	477,000.00	896,910.58	35,000.00		repair YU Jones
71		6950 · Gas and Electric	0.00	0.00	0.00		
72		6970 · Contingency Fund	50,000.00	0.00	50,000.00		same as last year budget
73	Total 6000 · General Government Expense		706,857.60	919,693.79	277,225.81	277,225.81	total general government
74	Total Expense		904,297.20	\$ 1,236,577.83	477,295.75	477,295.75	TOTAL EXPENSE
	Net Ordinary Income		213,572.80	(96,227.74)	656,154.25	656,154.25	SUBTOTAL
78	Other Expense						
79	Other Expense						
80		8010 · Other Expenses	3,000.00	0.00	0.00		
81	Total Other Expenses		3,000.00	0.00	0.00	0.00	OTHER EXPENSES
82	Net Income		210,572.80	(96,227.74)	656,154.25	656,154.25	REVENUE OVER EXPENSES

ORDINANCE NO. 136

AN ORDINANCE OF THE CITY COUNCIL OF THE TOWN OF THOMPSONS, TEXAS, AUTHORIZING THE TOWN OF THOMPSONS TO PARTICIPATE IN THE TEXAS ENTERPRISE ZONE PROGRAM PURSUANT TO THE TEXAS ENTERPRISE ZONE ACT, CHAPTER 2303, TEXAS GOVERNMENT CODE (THE "ACT"), PROVIDING TAX INCENTIVES, DESIGNATING A LIAISON FOR COMMUNICATION WITH INTERESTED PARTIES, AND NOMINATING NRG TEXAS POWER LLC TO THE OFFICE OF THE GOVERNOR, ECONOMIC DEVELOPMENT AND TOURISM ("OOGEDT") THROUGH THE ECONOMIC DEVELOPMENT BANK (THE "BANK") AS A DOUBLE JUMBO TEXAS ENTERPRISE PROJECT.

WHEREAS, the City Council of the Town of Thompsons, Texas (the "City") desires to create the proper economic and social environment to induce the investment of private resources in productive business enterprises located in severely distressed areas of the City and to provide employment to residents of such areas; and

WHEREAS, the Project is not located in an area designated as an enterprise zone; and

WHEREAS, pursuant to Chapter 2303, Subchapter F of the Act, **NRG Texas Power LLC** has applied to the City for designation as a Double Jumbo Texas Enterprise Project; and

WHEREAS, the City finds that **NRG Texas Power LLC** meets the criteria for tax relief and other incentives adopted by the City on the grounds that it will be located at the qualified business site, will create a higher level of employment, economic activity and stability; and

WHEREAS, a public hearing to consider this ordinance was held by the City Council on November 20, 2008.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE TOWN OF THOMPSONS, TEXAS THAT:

SECTION 1. The City nominates **NRG Texas Power LLC** for Double Jumbo Enterprise Project status.

SECTION 2. The local incentives identified and summarized briefly in the attached **Exhibit A**, at the election of the governing body, may be made available to the nominated Project or activity of the qualified business site.

SECTION 3. The enterprise zone areas within the City are reinvestment zones in accordance with the Texas Tax Code, Chapter 312.

SECTION 4. The Thompsons City Council directs and designates the Mayor or his designee as the City's liaison to communicate and negotiate with the OOGEDT through the Bank and enterprise project(s) and to oversee enterprise zone activities and

communications with qualified businesses and other entities in an enterprise zone or affected by an enterprise project.

SECTION 5. The City finds that **NRG Texas Power LLC** meets the criteria for designation as a double jumbo enterprise project under Chapter 2303, Subchapter F of the Act on the following grounds:

- (a.) **NRG Texas Power LLC** is a “qualified business” under Section 2303.402 of the Act since it will be engaged in the active conduct of a trade or business at a qualified business site within the governing body’s jurisdiction, located outside of an enterprise zone and at least thirty-five percent (35%) of the business’ new employees will be residents of an enterprise zone or economically disadvantaged individuals; and
- (b.) There has been and will continue to be a high level of cooperation between public, private, and neighborhood entities in the area; and
- (c.) The designation of **NRG Texas Power LLC** as a Double Jumbo Texas Enterprise Project will contribute significantly to the achievement of the plans of the City for development and revitalization of the area.

SECTION 6. The Enterprise Project shall take effect on December 1, 2008 and terminate on December 1, 2013.

ATTEST:


City Secretary


Freddie Newsome
Mayor

APPROVED AS TO FORM ONLY:

November 20, 2008

OLSON&OLSON, LLP.

BY SCOTT BOUNDS, City Attorney

Exhibit A

	Name of Incentive	Description of Incentive	Availability
1	Improved Fire and Police Protection	Safety and protection of Town residents.	Citywide
2	Road Repair	The Town is responsible for maintaining and repairing City Streets.	Citywide
3	Creation or Improvements of Parks	Maintain healthy lifestyle for Town residents. Parks are located in Town limits and are the responsibility of County government.	Citywide
4	Low-interest loans for Business	Low-interest loans offered in coordination with Fort Bend County government sponsored programs.	Citywide
5	Promotion and Marketing Services	Offered in conjunction with The Greater Fort Bend Economic Development Council.	Citywide
6	Job Training and Employment Services	Offered in conjunction with Wharton County Junior College.	Citywide
7	Literacy and Employment Skills Programs	Offered in conjunction with Wharton County Junior College and public school districts.	Citywide
8	Vocational Education	Offered in conjunction with Wharton County Junior College and public school districts.	Citywide
9	Customized Job Training	Offered in conjunction with Wharton County Junior College.	Citywide
10	Retraining Programs	Offered in conjunction with Wharton County Junior College	Citywide
11	Streamlined Permitting	Town may allow permit applications and supporting materials to be tendered to one department in effort to streamline the process.	Citywide
12	One-stop Permitting, Problem Resolution Center or Ombudsmen	Town may allow permit applications and supporting materials to be tendered to one department in effort to streamline the process.	Citywide
13	Low-interest loans for housing rehabilitation or New construction	Low-interest loans offered in coordination with Fort Bend County government sponsored programs.	Citywide

ORDINANCE NO. 136

AN ORDINANCE OF THE CITY COUNCIL OF THE TOWN OF THOMPSONS, TEXAS, AUTHORIZING THE TOWN OF THOMPSONS TO PARTICIPATE IN THE TEXAS ENTERPRISE ZONE PROGRAM PURSUANT TO THE TEXAS ENTERPRISE ZONE ACT, CHAPTER 2303, TEXAS GOVERNMENT CODE (THE "ACT"), PROVIDING TAX INCENTIVES, DESIGNATING A LIAISON FOR COMMUNICATION WITH INTERESTED PARTIES, AND NOMINATING NRG TEXAS POWER LLC TO THE OFFICE OF THE GOVERNOR, ECONOMIC DEVELOPMENT AND TOURISM ("OOGEDT") THROUGH THE ECONOMIC DEVELOPMENT BANK (THE "BANK") AS A DOUBLE JUMBO TEXAS ENTERPRISE PROJECT.

WHEREAS, the City Council of the Town of Thompsons, Texas (the "City") desires to create the proper economic and social environment to induce the investment of private resources in productive business enterprises located in severely distressed areas of the City and to provide employment to residents of such areas; and

WHEREAS, the Project is not located in an area designated as an enterprise zone; and

WHEREAS, pursuant to Chapter 2303, Subchapter F of the Act, **NRG Texas Power LLC** has applied to the City for designation as a Double Jumbo Texas Enterprise Project; and

WHEREAS, the City finds that **NRG Texas Power LLC** meets the criteria for tax relief and other incentives adopted by the City on the grounds that it will be located at the qualified business site, will create a higher level of employment, economic activity and stability; and

WHEREAS, a public hearing to consider this ordinance was held by the City Council on November 20, 2008.

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUNCIL OF THE TOWN OF THOMPSONS, TEXAS THAT:

SECTION 1. The City nominates **NRG Texas Power LLC** for Double Jumbo Enterprise Project status.

SECTION 2. The local incentives identified and summarized briefly in the attached **Exhibit A**, at the election of the governing body, may be made available to the nominated Project or activity of the qualified business site.

SECTION 3. The enterprise zone areas within the City are reinvestment zones in accordance with the Texas Tax Code, Chapter 312.

SECTION 4. The Thompsons City Council directs and designates the Mayor or his designee as the City's liaison to communicate and negotiate with the OOGEDT through the Bank and enterprise project(s) and to oversee enterprise zone activities and


communications with qualified businesses and other entities in an enterprise zone or affected by an enterprise project.

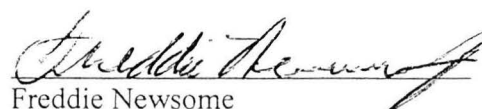
SECTION 5. The City finds that **NRG Texas Power LLC** meets the criteria for designation as a double jumbo enterprise project under Chapter 2303, Subchapter F of the Act on the following grounds:

- (a.) **NRG Texas Power LLC** is a “qualified business” under Section 2303.402 of the Act since it will be engaged in the active conduct of a trade or business at a qualified business site within the governing body’s jurisdiction, located outside of an enterprise zone and at least thirty-five percent (35%) of the business’ new employees will be residents of an enterprise zone or economically disadvantaged individuals; and
- (b.) There has been and will continue to be a high level of cooperation between public, private, and neighborhood entities in the area; and
- (c.) The designation of **NRG Texas Power LLC** as a Double Jumbo Texas Enterprise Project will contribute significantly to the achievement of the plans of the City for development and revitalization of the area.

SECTION 6. The Enterprise Project shall take effect on December 1, 2008 and terminate on December 1, 2013.

ATTEST:


City Secretary


Freddie Newsome
Mayor

APPROVED AS TO FORM ONLY:

November 20, 2008

OLSON & OLSON, LLP.

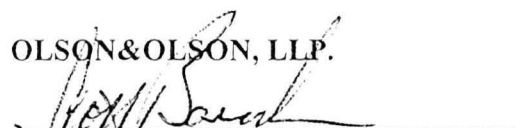

BY SCOTT BOUNDS, City Attorney

Exhibit A

	Name of Incentive	Description of Incentive	Availability
1	Improved Fire and Police Protection	Safety and protection of Town residents.	Citywide
2	Road Repair	The Town is responsible for maintaining and repairing City Streets.	Citywide
3	Creation or Improvements of Parks	Maintain healthy lifestyle for Town residents. Parks are located in Town limits and are the responsibility of County government.	Citywide
4	Low-interest loans for Business	Low-interest loans offered in coordination with Fort Bend County government sponsored programs.	Citywide
5	Promotion and Marketing Services	Offered in conjunction with The Greater Fort Bend Economic Development Council.	Citywide
6	Job Training and Employment Services	Offered in conjunction with Wharton County Junior College.	Citywide
7	Literacy and Employment Skills Programs	Offered in conjunction with Wharton County Junior College and public school districts.	Citywide
8	Vocational Education	Offered in conjunction with Wharton County Junior College and public school districts.	Citywide
9	Customized Job Training	Offered in conjunction with Wharton County Junior College.	Citywide
10	Retraining Programs	Offered in conjunction with Wharton County Junior College	Citywide
11	Streamlined Permitting	Town may allow permit applications and supporting materials to be tendered to one department in effort to streamline the process.	Citywide
12	One-stop Permitting, Problem Resolution Center or Ombudsmen	Town may allow permit applications and supporting materials to be tendered to one department in effort to streamline the process.	Citywide
13	Low-interest loans for housing rehabilitation or New construction	Low-interest loans offered in coordination with Fort Bend County government sponsored programs.	Citywide



ORDINANCE #137

AN ORDINANCE OF THE CITY COUNCIL OF THE TOWN OF THOMPSONS, TEXAS, AUTHORIZING HOUSING SITE DEMOLITION AGREEMENTS OF PARTICIPATION AND LAND USE RESTRICTION COVENANTS ON BEHALF OF THE TOWN OF THOMPSONS WITH MAMIE HARPER AT 114 THOMPSONS OILFIELD ROAD IN THOMPSONS, TEXAS; AND MAKING OTHER FINDINGS AND PROVISIONS RELATED THERETO.

BE IT ORDAINED BY THE CITY COUNCIL OF THE TOWN OF THOMPSONS, TEXAS, THAT:

Section 1: That the Mayor of the Town of Thompsons, Texas is hereby authorized and directed, on behalf of the Town of Thompsons, to execute housing site demolition agreements of participation and land use restriction covenants (the form of which is attached hereto) with Mamie Harper.

Section 2: This Ordinance shall take effect and be in force after its passage and adoption and signing by the presiding officer.

PASSED AND APPROVED THIS 15th DAY OF January, 2009.

TOWN OF THOMPSONS, TEXAS


MAYOR FREDDIE NEWSOME, JR.

ATTEST:


TOWN SECRETARY

**HOUSTING SITE DEMOLITION AGREEMENT
OF PARTICIPATION & LAND USE RESTRICTION COVENANTS**

THIS AGREEMENT is made and entered into this 19th day of January 2009 by and between the Town of Thompsons, Texas, a general law municipal corporation situated in Fort Bend County, Texas (hereinafter referred to as the "Town"), 520 Thompsons Oil Field Road, Thompsons, Texas 77481, and Mamie Harper (hereinafter referred to as "Owner").

WHEREAS, the Town has determined that it is in the public's interest to demolish residential structures in the Town of Thompsons that are blighted; and

WHEREAS, Mamie Harper desires to enter into an agreement with the Town for demolition of a dilapidated and substandard residential structure at 114 Thompsons Oilfield Road in Thompsons, Texas; and

WHEREAS, a condition of the Town's participation in the Agreement is that the lot be kept mowed and in compliance with all local property maintenance codes; and

WHEREAS, Owner is the owner of certain real estate located in the Town of Thompsons, Fort Bend County, Texas, which real estate is more particularly described in Exhibit "A," attached hereto and incorporated herein by reference, and commonly known as 114 Thompsons Oilfield Road, Thompsons, Texas, (hereinafter referred to as the "Property"); and

WHEREAS, the Town hereby declares, and the Owner agrees, that one or more structures on the Property is a public nuisance as defined by Chapter 214 of the Texas Local Government Code; and

WHEREAS, Owner wishes to participate with the Town in the demolition and removal of the above described substandard structure(s); and

WHEREAS, this agreement is entered into between the parties hereto pursuant to the ordinances of the Town of Thompsons and the laws of the State of Texas.

NOW, THEREFORE, in consideration of the mutual covenants herein, the sufficiency of which is hereby acknowledged, the Owner and the Town agree and covenant as follows:

Section 1 – Recording and Filing; Covenants to Run with the Land

A. Promptly upon execution and delivery by the Owner, the Town shall cause this Agreement, including all attachments, to be recorded in the land records of Fort Bend County, Texas. The Town shall provide Owner with a copy of the recorded document.

B. Owner intends, declares and covenants, on behalf of Owner and all future owners of the Property during the term of this Agreement, that this Agreement and the covenants, restrictions, and obligations set forth herein:

(1) shall be and are covenants running with the land and improvements, encumbering the Property for the term of this Agreement; and

(2) Shall bind the Owner (and the benefits shall inure to the Town) and Owner's respective successors and assigns and all subsequent owners of the Property during the term of this Agreement.

C. For the term of this Agreement, each and every contract, deed, or other instrument hereafter executed conveying the Property shall expressly provide that such conveyance is subject to this Agreement; provided, however, the covenants, restrictions and obligations contained herein shall survive and be effective regardless of whether such contract, deed, or other instrument hereafter executed conveying the Property provides that such conveyance is subject to this Agreement.

Section 2 – Obligations and Covenants of Town

A. Demolition and Removal of Blighted Structure: In consideration of the Owner's representations, covenants and obligations, the Town of Thompsons agrees to demolish and remove all structures on the Property. Demolition activity will include notification of all utilities, disconnection of utilities, asbestos inspection and abatement, actual demolition, appropriate disposal of all debris, and grading to a rough finish.

B. Commencement of Work: The Town shall commence work under this Agreement on or before a date to be specific in a written "Notice to Proceed," a copy of which shall be given to Owner.

C. Completion of Work: The Town shall make reasonable efforts to ensure that said work is prosecuted regularly, diligently, and uninterruptedly at a reasonable rate of progress.

Section 3 – Representations, Covenants and Obligations of Owner

A. Financial Obligation: The Owner will deposit \$ 10.00 DOLLAR(S) \$ 10.00 in an escrow account with the Town within ten (10) days after the execution of the Agreement to be used for the demolition of the Property and any related activities. The

Owner shall not be obligated to pay more than the escrow amount for the costs of demolition and removal of the blighted structures on the Property as provided by 2A above.

B. Ownership of the Property: Owner represents and covenants that Owner is the owner in fee simple of the real estate described above and referred to as the Property.

C. Lien Against the Property: Owner represents and covenants that the Property is not subject to any liens or other encumbrances except: NONE.

D. Occupation of the Property: Owner represents and covenants that the Property has been unoccupied for one year prior to the signing of this Agreement (_____) and is currently not occupied, and that this Property will remain unoccupied until completion of the demolition and the filing by Town of a Notice of Demolition Completed.

E. Uniform Relocation Act Waiver: Owner hereby waives any rights Owner may have under the Uniform Relocation Act.

F. Access to Property: Owner hereby grants to the Town, its agents and designees, including all contractors and subcontractors designated by the Town, the right of complete access to the Property through the completion of the demolition and the filing by Town of a Notice of Termination of Lien.

G. Removal of Personal Property from the Property: Owner shall remove all personal property from the Property as soon as possible after the signing of this Agreement and any personal property remaining on the Property ten (10) days after the date on which the Town issues the "Notice to Proceed" shall be deemed to have been abandoned.

H. Salvage of Property Prior to Demolition: The Owner shall have certain "Salvage Rights." The following materials may be salvaged from the structure(s) on the Property provided that the removal of said materials does not render any structure dangerous or unsecure: NONE.

All salvaging of materials, if any, must be completed by ten (10) days after the date on which the Town issues the "Notice to Proceed." The Owner hereby relinquishes any right to salvage after this time has expired and any materials set forth in Exhibit "C" remaining on the Property ten (10) days after the date on which the Town issues the "Notice to Proceed" shall be deemed to have been abandoned.

I. Notice to Transferees: If the Owner or a successor sells, transfers, exchanges, or encumbers the Property at any time during the term of this Agreement, the Owner or the successor shall notify in writing and obtain the agreement of any buyer or successor or other person acquiring the Property or any interest therein that such acquisition is subject to the requirements of this Agreement. Owner agrees that the Town may void any sale,

transfer, exchange, or encumbrance of the Property if the buyer or successor or other person fails to assume in writing the requirements of this Agreement.

Notice of Transfer: The Owner and all successors shall notify the Town in writing of any sale, transfer, exchange or encumbrance of the Property.

J. Hold Harmless Agreement: The Owner and all of Owner's successors and assigns agree to indemnify Town, its officers, employees and assignees (including Fort Bend County, and its officers and employees) and save them harmless from and against any and all claims, actions, damages, liability and expense arising from the claim or demand of any person or other entity to or against Town on account of or directly or indirectly as a result of the demolition or construction to be performed under this Agreement which is occasioned or caused wholly or in part by any act, or any negligent or tortuous omission, of Owner, or Owner's agents, employees, servants, invitees or licensees or any of the Owner's successors or assigns or their agents, employees, servants, invitees or licensees.

K. Site Maintenance: Owner agrees to ensure that the cleared property will comply with local property maintenance and zoning codes, and the Owner will keep the Property mowed.

Section 4 – Term of Agreement

This Agreement and the covenants, restrictions and obligations shall terminate upon the filing by the Town in the Real Property Records of Fort Bend County, a "Notice of Termination of Lien" which shall be filed by the Town within a reasonable length of time after the demolition agreement has been completed on the Property as provided for herein.

Section 5 – Termination of Agreement by the Owner

This Agreement may be terminated by Owner if the Town fails to begin demolition within one hundred twenty (120) days after the signing of this Agreement. Termination by Owner shall be in writing and must be received by the Town prior to the commencement of work on the Property. If a written termination is received prior to the Town commencing work on the Property, the Town shall provide Owner with a Notice of Termination of Lien in recordable form.

Section 6 – Termination of Town's Obligations Under Agreement

In the event that any of the provisions of this Agreement are violated by Owner or the Owner's successor or assign, the Town may serve written notice upon the Owner of its intention to terminate its obligations under this Agreement, and unless within ten (10) days after service of such notice upon the Owner, such violation shall cease and satisfactory arrangement of correction be made, the Town's obligations under this Agreement shall, upon the expiration of ten (10) days, cease and terminate and the Town shall have no further obligations hereunder. The lien provisions provided for herein shall

continue to be in effect until a Notice of Termination of Lien is filed by the Town with the Real Property Records of Fort Bend County, Texas.

Section 7 - Miscellaneous

A. This contract shall be binding upon the parties, their heirs, successors or assigns, as the case may be.

B. Breach of any term of this Agreement by the Owner shall be grounds for the denial of permits and services/taps for any structure built on the Property.

C. If any portion, section, subsection, sentence, clause, paragraph, or phrase of this Agreement is for any reason held invalid or unconstitutional by a Court of competent jurisdiction, such decision shall not affect the validity of the remaining portion of this Agreement.

D. The action or inaction of the Town or the Owner shall not constitute a waiver or amendment to the provisions of this Agreement. To be binding, amendments or waivers shall be in writing signed by the parties and approved by written resolution of the Town Council. The failure of either party to promptly take legal action to enforce this Agreement shall not be a waiver or release.

E. The captions and headings of this Agreement are for convenience and reference only, and shall not control or affect the meaning or construction of this Agreement. Use of the masculine gender shall also be deemed to refer to the feminine gender and neuter gender and the singular to the plural unless the context clearly requires otherwise.

E. This contract is intended for the exclusive and sole benefit of the named parties hereto, and neither this contract nor any provision thereof shall be construed or interpreted to provide any benefit, right or status to any third party.

Section 6 - Notices

Required notices to the Owner(s) shall be in writing and shall be either hand delivered to the Owner(s), their employees or agents or mailed to the Owner(s) by certified mail at the following address:

MAMIE HARPER
(HAND DELIVERED)
THOMPSONS, TEXAS 77481

Notice to Owner shall be complete upon hand delivery or upon mailing.

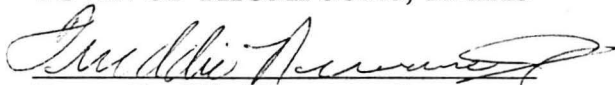
Required notices to the Town shall be in writing and shall be either hand delivered to the Town Secretary, or delivered by certified mail at the following address:

Town of Thompsons
City Hall
520 Thompsons Oil Field Road
Thompsons, Texas 77481
ATTN: City Secretary

The Town and Owner may, by notice given hereunder, designate any further or different addresses to which subsequent notices or certificates or other communication shall be sent.

IN WITNESS WHEREOF, the parties to these present have executed this Agreement in two (2) counterparts, each of which shall be deemed the original.

TOWN OF THOMPSONS, TEXAS


By: **Freddie Newsome, Jr.**

Date: 1-19-09

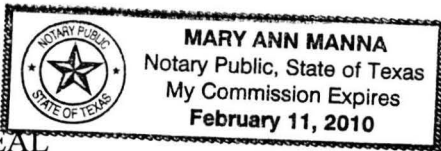
Its: Mayor


OWNER(S)


Date:

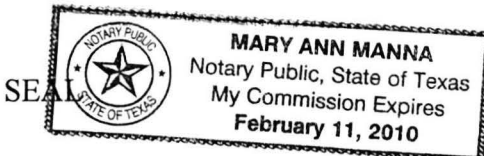
ACKNOWLEDGEMENTS:

State of Texas,
County of Fort Bend
This instrument was acknowledged before me on the 19th day of January, 2009, by Freddie Newsome, Jr.




Notary Public, State of Texas

State of Texas,
County of Fort Bend
This instrument was acknowledged before me on the 19th day of January, 2009, by Marnie Hopper




Notary Public, State of Texas

RETURNED AT COUNTER TO:

P.O. Box 29
Thompsons, TX 77481
Town of Thompsons

FILED AND RECORDED

OFFICIAL PUBLIC RECORDS

Dianne Wilson

2009 Jan 21 11:26 AM

2009006275

LJ \$35.00

Dianne Wilson COUNTY CLERK

FT BEND COUNTY TEXAS

Incorporated 1979

Telephone: 281-343-9929

FAX: 281-343-7786

TOWN OF THOMPSONS

P. O. BOX 29

THOMPSONS, TEXAS 77481

MAYOR
FREDDIE NEWSOME, JR

ALDERMEN
RITA M. MILLER
DEBORAH BROWN
GINA S. TREADGOLD
CAROL M. GUBBELS
SHERRIE K. KNOEPFEL

April 17, 2009

Dianne Wilson
Fort Bend County Clerk
301 Jackson Street
Richmond, Texas 77469

Dear Ms. Wilson:

Please find enclosed the Town of Thompsons Fiscal Budget for May 1, 2009 through April 30, 2010, for your files.

If you have any questions, please do not hesitate to contact me at 281-343-9929.

Sincerely,



Freddie Newsome, Jr.
Mayor

FN/mam

Enclosures

ORDINANCE NO. 138

**ADOPTION OF BUDGET
FISCAL YEAR 5-1-09 THROUGH 4-30-10**

WHEREAS, pursuant to the laws of the State of Texas for General Law cities, the budget covering proposed expenditures for the fiscal year beginning May 1, 2009 and ending April 30, 2010 was filed with the City Secretary and was posted in Fort Bend Herald and bulletin board outside City Hall as required; and

WHEREAS, a public hearing was held by the City Council of Aldermen of the Town of Thompsons, Texas, on said budget on March 19, 2009, at which time said budget was fully considered, and interested taxpayers were heard by City Council;

NOW, THEREFORE, BE IT ORDAINED BY THE CITY COUCIL OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS:

That the budget estimate of the revenues and expenditures for the Town of Thompsons, Texas as presented by the Mayor and appropriated by the City Council for the fiscal year beginning May 1, 2009 and ending April 30, 2010, be and it is hereby adopted as the budget for such fiscal year:

That the attached "Exhibit A" with written comments of expenditures be declared as necessary for operating expenses for the Town of Thompsons;

That the Ordinance be in full force and effect from and after its adoption.

PASSED AND APPROVED BY THE CITY COUNCIL OF ALDERMEN OF THE TOWN OF THOMPSONS, TEXAS, upon first and final reading at a Regular Council Meeting on the 16th day of April, 2009 by a vote of 5 "AYES", 0 "NAYS" and 0 "ABSTENTIONS".

Freddie Newsome, Jr.
Freddie Newsome, Jr.-Mayor

TOWN OF THOMPSONS

Gina S. Treadgold
Gina S. Treadgold-Alderman

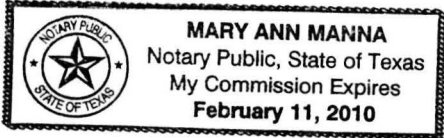
Rita M. Miller
Rita M. Miller- Alderman

Sherrie Knoepfel
Sherrie Knoepfel-Alderman

Carol M. Gubbels
Carol M. Gubbels-Alderman

Deborh Brown
Deborh Brown-Alderman

ATTEST



Mary Ann Manna
Mary Ann Manna-City Secretary

I, Mary Ann Manna, City Secretary of the Town of Thompsons, Texas, do hereby certify that the foregoing is a true and correct copy of Ordinance Number 138, finally passed and approved by the Town of Thompsons, following the First and final reading thereof at regular meetings held on the 15th day of January and the 19th day of February.

Mary Ann Manna
Mary Ann Manna-City Secretary

	A	B	C	E	P	Q	R	S	T
1	TOWN OF THOMPSONS, TEXAS				budget fye 4/30/09	for calendar year	budget fye 4/30/10		4/30/2010
2	PRELIMINARY BUDGET FYE 4/30/2010				Budget	1/1/08 TO 12/31/08	Budget		
3	Ordinary Income/Expense				for the period	ACTUAL	for the period		
4	Income				5/1/2008 to 4/30/2009	calendar 2007	5/1/2008 to 4/30/2009		
5	4050 - Grants								
6	4100 - Taxes and Assessments								
7	4130 - Sales & Use Tax				20,000.00	20,950.60	20,000.00		last year actual
8	4140 - Franchise Fees/ Ind Agrmt				736,000.00	885,425.78	764,640.00	B	per spreadsheet analysis
9	Total 4100 - Taxes and Assessments				755,000.00	906,376.38	784,640.00	784,640.00	
10	4200 - Interest Income								
11	4201 - CD'S Income				0.00		0.00		
12	4202 - Texpool Interest				4,700.00	3,116.04	2,000.00		1.5% interest rate on 126K
13	4203 - Jones Interest				370,000.00	389,953.17	301,315.00	A	80% of \$376,447. Jones estimated @ 12/31/08
14	4200 - Interest Income - Other				60.00	50.31	60.00		
15	Total 4200 - Interest Income				374,750.00	393,119.52	303,365.00	303,365.00	extraordinary included here, gains on investment retirement \$79,746.80 = contributions Land America \$40,000 = 119,746.80
16	4600 - Other Income								
17	4601 - Summer Park Program				0.00	0.00	0.00		
18	4600 - Other Income - Other				3,700.00	120,810.57	1,000.00		
19	Total 4600 - Other Income				3,700.00	120,810.57	1,000.00	1,000.00	
20	Total Income				1,133,460.00	1,420,306.47	1,089,005.00	1,089,005.00	TOTAL REVENUE
21	Expense								
22	5100 - Health and Safety								
23	5200 - Volunteer Fire Department								
24	5201 - Payroll, Fire Secretary				2,625.00	2,526.50	2,643.90	AA	bunker 2500 + repair equip 3600 + attendance 3640 + supplies and other 13300 = 23040.
25	5204 - Other Expenses Fire Department				17,500.00	10,427.91	23,040.00	BB	
26	5206 - Maintenance Fire Department				15,000.00	1,593.99	15,000.00		repair water tower and fire house
27	5207 - Equipment Fire Department				20,000.00	0.00	20,000.00		new digital radios
28	5299 - Equipment, Capital Outlay				0.00	0.00	0.00		
29	Total 5200 - Volunteer Fire Department				55,125.00	14,548.40	60,683.90		
30	5300 - Trash Service				11,000.00	11,310.50	11,000.00	CC	same budget as prior year, spent
31	Total 5100 - Health and Safety				66,125.00	25,858.90	71,683.90	71,683.90	total health and safety
32	5400 - Police Department								
33	5401 - Payroll, Police				41,580.00	40,984.58	44,100.00	AA	
34	5405 - Other Expenses, Police D				22,143.34	15,102.82	30,965.00	DD	prior year actual + camera 4265+vehicle 15000.
35	Total 5400 - Police Department				63,723.34	56,087.40	75,065.00	75,065.00	total police department
36	5500 - Park Services								
37	5501 - Payroll, Park Department				48,921.60	49,434.85	52,416.00	AA	
38	5503 - Maintenance Park				3,000.00	5,202.02	5,200.00		last year actual
39	5505 - Other Expenses Park				5,000.00	8,807.11	19,000.00		last year actual + spray truck 5000.+flower bed maint 5000.
40	5506 - Summer Park Program				11,200.00	11,409.15	17,400.00	11,000.	YMCA, 1200 4th July, + 5000 kids work program
41	5507 - Utilities Park				2,100.00	1,901.57	2,100.00		110% of last year actual
42	Total 5500 - Park Services				70,221.60	76,754.70	96,116.00	96,116.00	total park service
43	6000 - General Government Expenses								
44	6020 - Advertising				250.00	329.05	329.05		last year actual
45	6050 - Automobile Expense				0.00	0.00	0.00		
46	6060 - Bank Service Charges				33.00	110.00	110.00		last year actual
47	6170 - Contract Labor				1,200.00	0.00	0.00		last year actual
48	6190 - Continue Education				2,000.00	617.00	617.00		last year actual
49	6220 - Dues and Subscriptions				1,600.00	3,322.89	3,322.89		last year actual
50	6223 - Election Expense				3,000.00	3,475.00	3,475.00		last year actual
51	6380 - Insurance				36,270.28	36,151.44	36,137.20	EE	add 3000. for rental of voting machines per Mayor Newsome
52	6550 - Office Supplies				8,000.00	9,098.51	9,098.51		last year actual
53	6560 - Payroll Salary Office Staff				45,360.00	34,199.26	48,048.00	AA	
54	6580 - Payroll Taxes All Staff				11,749.22	9,700.32	11,684.90	AA	
55	6590 - Payroll Retirement match employ				3,938.31	4,286.50	4,502.49	AA	
56	6610 - Postage and Delivery				1,000.00	1,291.98	1,421.00		10% increase over 2007 actual
57	6620 - Printing and Reproduction				0.00	0.00	0.00		
58	6640 - Professional Fees				28,125.00	30,499.42	31,100.00	FF	
59	6710 - Repairs								
60	6720 - Building Repairs				5,000.00	3,959.00	5,000.00		building maintenance/janitor 400.00 month
61	6740 - Equipment Repairs				400.00	2,350.00	2,350.00		last year actual
62	6710 - Repairs - Other & Street				0.00	26,535.52	0.00		assume no street repairs this budget
63	Total 6710 - Repairs				5,400.00	32,844.52	7,350.00		
64	6880 - Telephone				11,000.00	12,310.44	12,500.00		last year actual
65	6900 - Travel & Expense								
66	6930 - Travel Meal- Mayor/Counc/Emp				5,300.00	8,275.16	8,275.16		last year actual
67	6900 - Travel & Expense - Other				4,000.00	0.00	0.00		last year actual
68	Total 6900 - Travel & Expense				9,300.00	8,275.16	8,275.16		
69	6940 - Utilities - Street Lights				24,000.00	23,880.48	25,075.00		last year actual + 5%
70	6945 - Capital improvements				35,000.00	5,817.34	40,000.00		generator for City Hall
71	6950 - Gas and Electric				0.00	0.00	0.00		
72	6970 - Contingency Fund				60,000.00	0.00	50,000.00		same as last year budget
73	Total 6000 - General Government Expenses				277,225.81	29,697.82	293,046.20	293,046.20	total general government
74									
75	Total Expense				477,295.75	374,910.31	535,911.10	535,911.10	TOTAL EXPENSE
76									
77	Net Ordinary Income				656,164.25	1,045,396.16	553,093.90	553,093.90	SUBTOTAL
78	Other Expense								
79	Other Expense								
80	8010 - Other Expenses				0.00	0.00	0.00		
81	Total Other Expenses				0.00	0.00	0.00	0.00	OTHER EXPENSES
82	Net Income				656,164.25	1,045,396.16	553,093.90	553,093.90	REVENUE OVER EXPENSES
83									

**CERTIFICATE
OF
CITY SECRETARY**

I hereby certify that I am the City Secretary of the City of Thompsons and the authority responsible for having the official ballot prepared for the May 9, 2009 election. I further certify that the following candidates are unopposed for election to the office of Council member in the May 9, 2009 election:

**Rita M. Miller
Gina S. Treadgold
Carol M. Gubbels**

Mary Ann Manna

**City Secretary
Town of Thompsons
April 16, 2009**

**TOWN OF THOMPSONS
FORT BEND COUNTY, TEXAS**

ORDINANCE NUMBER 139A

AN ORDINANCE DECLEARING EACH UNOPPOSED CANDIDATE ELECTED TO OFFICE:

WHEREAS: under Subchapter C, ("Election of Unopposed Candidate"), Section 2.051-2.054 of the Election Code of the State of Texas:

CHAPTER 2 SUBCHAPTER C VERNON'S TEXAS CODES ANNOTATED
ELECTIONS

ELECTION OF UNOPPOSED CANDIDATE

SECTION 2.051: APPLICABILITY OF SUBCHAPTER. This subchapter applies only to an election for officers of a political subdivision other than a county in which write-in votes may be counted only for names appearing on a list of write in candidates and in which:

- (1) each candidate whose name is to appear on the ballot is unopposed;
- and
- (2) no proposition is to appear on the ballot.

SECTION 2.052: CERTIFICATION OF UNOPPOSED STATUS. (a) The authority responsible for having the official ballot prepared shall certify in writing that a candidate is unopposed for election to an office in:

- (1) only one candidate's name is to be placed on the ballot for that office under Section 52.003; and
- (2) no candidate's name is to be placed on a list of write-in candidates for that office under applicable law.

(b.) The certification shall be delivered to the governing body of the political subdivision as soon as possible after the filing deadline for placement on the ballot and a list of write-in candidates.

SECTION 2.053: ACTION ON CERTIFICATION: (a) On receipt of the certification, the governing body of the political subdivision by order or ordinance may declare each unopposed candidate elected to office.

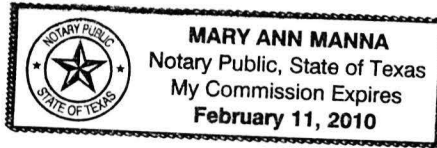
(b) If a declaration is made under Subsection (a), the election is not held. A copy of the order or ordinance shall be posted on election day at each polling place that would have been used in the election.

© A certificate of election shall be issued to each candidate in the same manner as provided for a candidate elected at the election.

ATTEST

Mary Ann Manna
MARY ANN MANNA, SECRETARY
OF THE TOWN OF THOMPSONS, FORT BEND COUNTY, TEXAS

(SEAL)



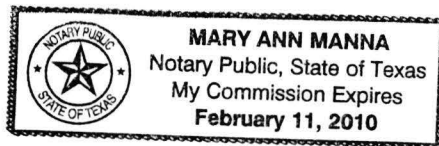
I, Mary Ann Manna, City Secretary of the Town of Thompsons, Fort Bend County, Texas do hereby certify that the foregoing is a true and correct copy of Ordinance Number 139A, finally passed and approved by the Town of Thompsons, following the first reading thereof at a regular meeting held the 16th day of April 2009, and the statement is duly attested by the Secretary and that same has been duly engrossed and enrolled in the records of the Town of Thompsons, Fort Bend County, Texas.

EXECUTED under my hand and official seal of the Town of Thompsons, Fort Bend County, Texas, this the 16th day of April, 2009.

ATTEST:

Mary Ann Manna
SECRETARY
OF THE TOWN OF THOMPSONS, FORT BEND COUNTY, TEXAS

(SEAL)



**PEBLO DE THOMPSONS
FORT BEND COUNTY, TEXAS**

ORDENAZA NUMERO 139B

Una ordenanza declarando cada candidato sin oposicion electado a la oficio:

Mientras que; en Subcapitulo C, ("Eleccion de Candidato Sin Oposicion"), Seccion 2.051-2.054 de el Election Codigo del Estado de Tejas:

CAPITULO 2 SUBCAPITULO C VERNONS TEXAS CODES ANNOTATED
ELECTIONS

ELECCION DE CANDIDATO SIN OPOSICION

SECCION 2.051: APLICABILIDAD DE SUBCAPITULO. Este subcapitulo aplica solamente a una eleccion para oficiales de una subdivision politico otra cosa que un condado en que votos de escrito pueden estar contado solamente para nombres que aparecen en un lista que esta escrito de candidatos y en que:

- (1) Cada candidato que su nombre aparece en la balota es sin oposicion; y
- (2) No proporcion es de aparecer en la balota.

SECCION 2.052: CERTIFICACION DE CONDICION SIN OPOSICION.

- (a) La autoridad responsable de tener labalota preparado oficial para formar certificar en escrito que el candidato es sin oposicion para el eleccion de un oficio en:
 - (1) Solamente uno candidato's nombre estar puesto en la balota por esa oficio en seccion 52.003; y
 - (2) No candidato's nombre es puesto en la lista de candidatos escrito para el oficio aplicable de la ley.
- (b) El certificacion habre estado entregado a la cuerpo de gobernar de un subdivision politico lo mas pronto posible despues del solicitado linea vedada para colocacion en la balota y una lista de candidatos escrito.

SECCION 2.053: ACCION DE CERTIFICACION:

- (a) En ricibo de certificacion, el cuerpo de gobenar de un subdivision de orden o ordenanza puede declarar cada candidato sin oposicion para elegido a la oficio.
- (b) Si una declaracion es inventado en subseccion (a), no hay eleccions. Una copia del orden or ordenanza sera puesto en el dia de eleccion a cada cabina de votar que fue usado en la eleccion.
- (c) Un certificacion de eleccion sera dado para cada candidato en el mismo manera a condicion para un candidato electado a la eleccions.

Mientras que; una certificacion ha entregado al cuerpo de gobernar del Pueblo de Thompsons, Fort Bend County, Texas por el Secretario de la Ciudad diciendo que no hay candidatos de oposicion y que no hay proporcions en la balota.

Mientras que: todo criterio ha encontrado por el Texas Election Code, el Alcalde y Concejal del Pueblo de Thompsons, Fort Bend County, Texas declarar el proximo candidato sin oposicion estan electado a el posicion:

Concejal: Rita M. Miller
Concejal: Gina S. Treadgold
Concejal: Carol M. Gubbels

Mientras que; Si hay provision, seccion, subseccion, frase, clausula o fase de este ordenanza, o aplicacion de misma persona o circunstancia, es para alguna razon esta inconstitucional, vacio, invalido (o por una razon inejecutable), el valido de la porcions restante de esta ordenanza o de su aplicacion a otras personas o de circunstancia no sera afectado de este modo, es el intento del Consejo de Concejal del Pueblo de Thompsons en adoptando este ordenanza, que no porcion o provision o regulacion contenido hay hecho inoperante o faltar por razon de algun anticonstitucional o invalido de algun porcion, provision o regulacion, y asta el fin, todo provisions de este ordenanza son declarar de estar separado.

Mientras que; Algun ordenanza o partes de ordenanzas en conflicto estan revocando al la extension de su conflicto solamente.

Ahora por eso ordenando por el Consejo de Concejal del Pueblo de Thompsons, Fort Bend County, Texas: el facto en el preambulo de este ordenanza son por estas fundar y determinado estar verda y correcto y esta Ordenanza sera efecto inmediatamente encima de pasaje y adopcion.

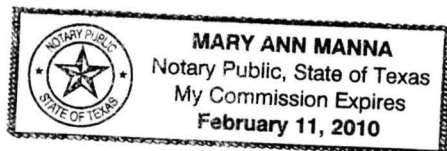
La Secretaria del Pueblo esta directado a poner en fila un copia certificado de este ordenanza con la oficina de Secretaria de State Elections Divisions para el State of Texas.

Esta ordenanza sera efecto y hacer cumplir de y despues de pasaje y aprobacion.
Pasado y adoptado despues de primero leyendo este 16th dia de Abril, A.D., 2009.

ALCALDE *[Signature]* CONCEJAL *Rita Morgan Miller*
CONCEJAL *[Signature]* CONCEJAL _____
CONCEJAL *Carol M. Gubbels* CONCEJAL _____

ATESTIGUAR:

Mary Ann Manna
MARY ANN MANNA, SECRETARIA
DEL PUEBLO DE THOMPSONS, FORT BEND COUNTY, TEXAS

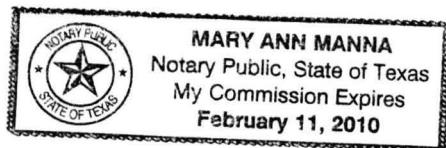


Yo, Mary Ann Manna, Secretaria de la Ciudad del Pueblo de Thompsons, Fort Bend County, Texas ha certificado que todo es verdad y copia correcto de Ordenanza numero 139B, finalmente pasado y aprobado para el Pueblo de Thompsons, despues de primero leyendo en la junta regular el 16th dia de Abril, 2009 y el declaracion es astestiguado por la secretaria y que mismo ha absorbido y alistado en los registardos del Pueblo de Thompsons, Fort Bend County, Texas.

Ejecutado, debajo de mi mano y sello oficial del Pueblo de Thompsons, Fort Bend County, Texas, este 16th, dia de Abril, 2009.

ATESTIGUAR:

Mary Ann Manna
SECRETARIA (SEAL)
DEL PUEBLO DE THOMPSONS, FORT BEND COUNTY, TEXAS



ORDINANCE #140

AMENDMENT
TO
INDUSTRIAL DISTRICT AGREEMENT

This Amendment is made and entered into on this 15 day of July, 2009, to be effective as of January 1, 2010, by and between the Town of Thompsons, Texas, a municipal corporation in Fort Bend County, Texas ("Thompsons") and Brazos Valley Energy LLC (formerly Brazos Valley Energy LP), a Delaware limited liability company "Company."

WITNESSETH

WHEREAS, Thompsons and Company entered into an Industrial District Agreement on August 16, 2001, the term of which expires on December 31, 2009 (the "Agreement"); and

WHEREAS, the Parties desire to amend the Agreement to extend the term for an additional fifteen (15) years and set forth the obligatory annual industrial district payment to be made in each year of the extended term.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Section 3 (a) of the Agreement is hereby deleted in its entirety and replaced with the following:

Section 3 (a). Company hereby covenants and agrees to pay Thompsons an obligatory annual industrial district payment each year during the term of the Agreement, beginning in 2010. Company will pay Thompsons as follows:

2010	\$145,000
2011	\$145,000
2012	\$145,000
2013	\$160,000
2014	\$160,000
2015	\$160,000
2016	\$180,000
2017	\$180,000
2018	\$180,000
2019	\$205,000
2020	\$205,000
2021	\$205,000
2022	\$225,000
2023	\$225,000
2024	\$225,000

TMRS
333

2. Section 4 of the Agreement is hereby deleted in its entirety and replaced with the following:

Section 4. This Agreement is effective as of January 1, 2010 and shall continue in effect thereafter until December 31, 2024, unless extended by agreement in writing for an additional period or periods of time upon mutual consent of Thompsons and Company as allowed by Section 42.004 of the Texas Local Government Code as it may be then amended. In this connection, Thompsons and Company acknowledge and hereby express their belief that industrial district agreements of the kind made herein are conducive to the development of existing and future industry and are in the best interest of all citizens of Thompsons and Company and encourage future Boards of Aldermen, upon the request of Company or its assigns, to enter into future industrial agreements and to provisions as they may then be agreed upon by the parties; provided, however, that nothing herein contained shall be deemed to obligate either party to agree to an extension of this Agreement.

3. Except as provided herein, all other terms of the Agreement are ratified and confirmed in all respects.

4. This Agreement may be executed in any number of counterparts, each of which shall be identical and all of which, taken together, shall constitute one and the same instrument, and each of the parties hereto may execute this Agreement by signing any such counterpart. Delivery of an executed counterpart signature page by e-mail (PDF) or facsimile shall be effective as delivery of a manually executed counterpart of this instrument.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date first set forth above.

ATTEST:

BRAZOS VALLEY ENERGY LLC

By: Regina Kaye Ellis

By: Jack Fusco



Name: Jack Fusco

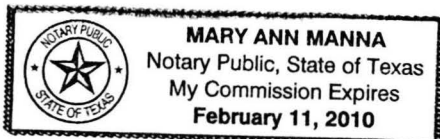
Title: Chief Executive Officer

ATTEST:

TOWN OF THOMPSONS, TEXAS

By: Mary Ann Manna

By: Freddie Newsome, Jr.



Name: Freddie Newsome, Jr.

Title: Mayor