

Sheets & Crossfield, P.C.

ATTORNEYS AT LAW

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February 1, 2012

Malcom Lee Wortham
President
Rose Electric, Inc.
P O Box 849
Hutto, TX 78634-0849

RE: **Williamson County--CR 138 improvement project**
Drainage Easement acquisition--Parcel 4E (431 SF)

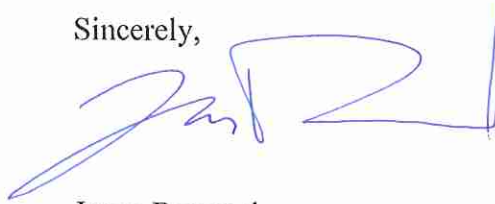
Dear Mr. Wortham:

As you are aware, our law firm represents Williamson County ("County") in the acquisition of certain drainage easement interests required for the construction of improvements to CR 138 and related drainage in the area of your property. It is my understanding that you have reached an agreement with Williamson County regarding a drainage easement over approximately 431 square feet of property owned by Rose Electric, Inc. Under this agreement, you will convey the enclosed easement to the County. In exchange, following the conveyance, the County will make driveway improvements substantially as shown in the attached Exhibit "A". Additionally, it is my understanding that, in July of this year, you plan to build a warehouse to be served by the western driveway shown on Exhibit A. The County further agrees that, regardless of the status of the driveway improvements, you will be provided with access to the planned warehouse by the time construction of the warehouse is complete. If this meets your understanding of the agreement between Rose Electric and the County, please execute this letter agreement and return to me in the attached self-addressed stamped envelope. Upon receipt, my office will arrange for it to be executed by the County and will send you a copy of the fully executed document.

Please also find enclosed the drainage easement that the County wishes to acquire from Rose Electric, Inc. If you prefer, you may return the executed easement to my office at the same time as this letter agreement. You are welcome to use the notary services at my office at no cost.

Please feel free to contact me at any time if you have any questions or concerns about these issues.

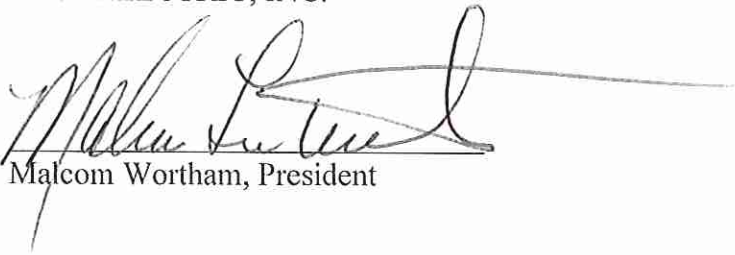
Sincerely,



Jason Rammel
Sheets & Crossfield, P.C.

AGREED:

ROSE ELECTRIC, INC.



Malcom Wortham, President

WILLIAMSON COUNTY, TEXAS

Dan A. Gattis, County Judge