

MANAGEMENT AGREEMENT

This Management Agreement (this "Agreement") is executed effective as of January 1, 1984 (the "Effective Date") by the County of Walker, a political subdivision of the State of Texas (the "County"), and the Walker County Historical Commission, a commission created and appointed by the Commissioners Court of Walker County, Texas, under authority of Tex. Rev. Civ. Stat. Ann. Art. 6145.1 (Vernon 1982) (the "Commission").

Recital:

Contemporaneously with the execution of this Agreement, the County has entered into that certain Lease Agreement (the "Lease Agreement") between the Estate of Ben H. Powell III, Deceased ("Lessor") and the County, covering the following property (collectively, the "Leased Premises"):

That certain tract of land out of Block 2, City of Huntsville, Walker County, Texas as more particularly described in Exhibit A attached hereto and incorporated herein, together with all buildings thereon and improvements thereto, and being otherwise known as the Powell family residence, 1228 11th Street, Huntsville, Texas.

The Lease Agreement is hereby incorporated herein for all purposes. Unless otherwise defined herein, the capitalized terms used herein shall have the meanings defined in the Lease Agreement.

Agreements.

1. Pursuant to the authority of Tex. Rev. Civ. Stat. Ann. Art. 6145.1(f), the County hereby grants to the Commission, and the Commission hereby accepts from the County, each and all rights and obligations to operate and manage the Leased Premises and the Powell House as a historical museum, to be operated in accordance with the provisions of the Lease Agreement and applicable law. The obligations so assumed by the Commission shall include (without implied limitation) all water, sewer, gas, electric and other utility charges associated with the operation of the Leased Premises and all costs of obtaining insurance coverage therefor.

2. As manager and operator of the Leased Premises and the Powell House, the Commission shall be the agent of the County with full authority to receive and give notices and make any elections or decisions to be made by the County under the Lease Agreement, and the County hereby appoints the Commission as its agent for such purpose.

3. The Executive Committee of the Commission shall appoint a governing board (the "Governing Board") to supervise the operation and affairs of the historical museum and to exercise the powers given to the Commission by the agency created by Section 2 of this Agreement. The Governing Board shall consist of nine members. Two members of the Governing Board shall be persons selected from time to time by Lessor (such two persons being herein called the "Powell Family Representatives"). The initial Powell Family

EXHIBIT "A"

MURRAY & MOORER, INC.  
REGISTERED PUBLIC SURVEYORS  
HUNTSVILLE, TEXAS 77340

THE STATE OF TEXAS §

COUNTY OF WALKER §

I, the undersigned J. S. MOORER, Registered Public Surveyor No. 1572, do hereby certify that the following field notes represent a survey made on the ground of the following described tract(s) or parcel(s) of land located in Walker County, Texas.

Being 0.466 acre (20,280 square feet) of land, more or less, situated in Block No. 2 of the City of Huntsville, P. GRAY LEAGUE, Abstract No. 24, Walker County, Texas, and being all of the remaining unsold balance of a tract or parcel of land described in a Deed from Jasper B. Gibbs, et al to B. H. Powell dated May 26, 1897 and recorded in Volume 13, Page 322, Deed Records of Walker County, Texas, said 0.466 acre being more definitely described as follows:

BEGINNING at the southwest corner of said Powell tract, same being the southwest corner of said Block No. 2, a point for corner at the intersection of the north line of 11th Street (also U. S. Highway No. 190 and State Highway No. 19) with the east line of Avenue M (formerly Bell Street);

THENCE N00°06'25"W, with the west line of Block No. 2, same being the west line of said Powell tract, and with the east line of Avenue M, a distance of 199.55 feet to the southwest corner of a parcel of land described in a Deed from Elizabeth O. White, et al to the First National Bank of Huntsville dated June 14, 1960 and recorded in Volume 167, Page 412, Deed Records, a 5/8" iron rod with aluminum cap found for corner in a fence line;

THENCE S89°23'40"E, with the south line of said First National Bank tract, same being along a wire fence line, a distance of 103.25 feet to the northwest corner of a 0.688 acre tract described in a Deed from First National Realty Corp. to the City of Huntsville dated June 10, 1980 and recorded in Volume 360, Page 387, Deed Records, found a 5/8" iron rod for corner at a fence corner post;

THENCE S00°50'00"W, with the west line of said City of Huntsville 0.688 acre tract, a distance of 199.65 feet to the southwest corner of said 0.688 acre, found a 5/8" iron rod for corner in the north line of 11th Street;

THENCE N89°19'00"W, with the north line of said 11th Street, same being the south line of said Powell tract and the south line of said Block No. 2, a distance of 100.00 feet to the PLACE OF BEGINNING.

Surveyed in December, 1978 and August, 1983.

Field Notes compiled December, 1983.

Signed: \_\_\_\_\_

J. S. MOORER  
Reg. Public Surveyor No. 1572

