

**RESOLUTION NO. 2017- 025**

**RESOLUTION APPROVING REQUEST TO CONSENT/ASSIGNMENT  
AND ACCEPTANCE BY THE GEO GROUP, INC.  
OF ALL TERMS AND CONDITIONS OF EXISTING CEC, INC.  
FACILITY OPERATION & MANAGEMENT AGREEMENTS**

**WHEREAS**, it has been made known to Kinney County, Texas that The GEO Group, Inc. acquired by corporate acquisition all interests of Community Education Centers, Inc. (“CEC”) that arise under the terms of the Amended and Restated Facility Operation and Management Agreement dated October 22, 2010, including all amendments and addendums thereto;

**WHEREAS**, Kinney County has heretofore contracted with Community Education Centers, Inc. for the operation and management of the Kinney County Detention Center in accordance with the following Operation and Management Agreements which are fully incorporated in this Resolution by reference as recorded in the Court’s Minutes (herein collectively referred to as “Operation and Management Agreements”):

1. Amended and Restated Facility Operation and Management Agreement between Kinney County and Community Education Centers, Inc. dated October 27, 2010;
2. Second Amended and Restated Facility Operation and Management Agreement between Kinney County and Community Education Centers, Inc. dated April 16, 2012;
3. First Amendment to the Second Amended and Restated Facility Operation and Management Agreement between Kinney County and Community Education Centers, Inc. to become effective on April 1, 2012;
4. Addendum to the Second Amended and Restated Facility Operation and Management Agreement between Kinney County and Community Education Centers, Inc. to become effective on December 1, 2013;
5. Second Addendum to the Second Amended and Restated Facility Operation and Management Agreement between Kinney County and Community Education Centers, Inc. to become effective on April 1, 2015;
6. Addendum to the Second Amended and Restated Facility Operation and Management Agreement (Kinney County Detention Center) between Kinney County and Community Education Centers, Inc. to become effective on January 9, 2017.

**WHEREAS**, by letter dated April 4, 2017, The GEO Group, Inc. announced that it had acquired and closed a transaction in essence affecting the transfer by acquisition of all the interests of CEC and consequently, the Operation and Management Agreements and the benefits and liabilities arising thereunder and specifically requesting the signature of the County Judge to acknowledge consent to the transactions arising from the acquisition of CEC conditioned upon the acceptance of all terms and conditions of the Operation and Management Agreements by The GEO Group, Inc.;

**WHEREAS**, Kinney County, upon the condition that The GEO Group, Inc. accepts any and all liabilities and obligations arising under the Operation and Management Agreements including without limitation those obligations which may have arisen prior to the date of the acquisition of the CEC interests that in any way relate to or arise under the terms of the agreements and subject to the understanding and agreement that The GEO Group, Inc. is accepting those responsibilities and liabilities of CEC in any manner arising under the Operation and Management Agreements.

WHEREAS, the County is willing to consent to the assignment conditioned upon the representation, understanding and agreement that The GEO Group, Inc. is accepting all terms and conditions, liabilities and obligations that may arise or may have arisen under those contracts under the terms and conditions thereof.

**NOW, THEREFORE, BE IT RESOLVED**, that the Commissioners Court of Kinney County hereby authorizes the County Judge to acknowledge and consent to the transaction and assignment of the Operation and Management Agreements to The GEO Group, Inc. and sign all consents and assignments provided that those consents and assignments are conditioned upon The GEO Group, Inc. accepting all terms, conditions and responsibilities of CEC under the specific terms of those contracts referenced herein arising before or after the date of such consent; and

**RESOLVED FURTHER** that the foregoing Resolution shall be effective immediately and is passed and approved by the Kinney County Commissioners Court on this 8th day of May, 2017.

**KINNEY COUNTY**

By: \_\_\_\_\_

Tully Shahan, County Judge

ATTEST:

\_\_\_\_\_  
County Clerk