

**AMENDMENT NO. 1
TO AGREEMENT TO PARTICIPATE IN
TAX INCREMENT REINVESTMENT ZONE NUMBER 17, BETWEEN THE
CITY OF AUSTIN AND TRAVIS COUNTY**

This Amendment No. 1 ("Amendment") to Agreement to Participate in Tax Increment Reinvestment Zone Number 17, City of Austin, Texas ("Agreement") is entered into by and between the City of Austin, Texas (the "City") and Travis County, Texas (the "County"), hereinafter collectively referred to sometimes as the "Parties" or singularly as a "Party."

This Amendment is entered into by the City and the County pursuant to Chapter 311, Texas Tax Code, and other applicable statutes.

The City and the County hereby agree that the following statements are true and correct and constitute the basis upon which the City and the County have entered into this Amendment:

A. On March 4, 2008, the Travis County Commissioners Court (the "Commissioners Court") approved the Agreement providing for the County's participation in the Tax Increment Reinvestment Zone that is the subject of this Amendment.

B. On March 20, 2008, the City Council of the City ("City Council") approved the Agreement for the City's participation in the Tax Increment Reinvestment Zone that is the subject of this Amendment and the Austin City Manager executed the Agreement effective March 26, 2008.

C. Pursuant to Sections 311.008(b)(3) and 311.013(f) of the Texas Tax Code, the City and the County are entering into this Amendment to set forth several changes and clarifications to the Final Project Plan and Reinvestment Zone Financing Plan resulting from evolving economic conditions and the development of technical work product for the Waller Creek Tunnel Project, including construction estimates.

NOW, THEREFORE, for and in consideration of the promises and conditions set forth herein, the sufficiency of which is hereby acknowledged, the City and the County do hereby contract, covenant, and agree that the Agreement is amended as follows:

1. INCORPORATION OF RECITALS AND APPROVAL OF AMENDED PROJECT AND FINANCING PLAN.

1.1 The Parties hereby agree that the recitals set forth above form the basis upon which they have entered into this Amendment.

1.2 The Parties hereby agree to amend Exhibit D, "TIF Project and Financing Plan," of the Agreement, as set forth in Exhibit A to this Amendment by deleting the

original Attachment D and substituting the Attachment D attached to this Amendment as Exhibit A and made a part hereof; and hereby approve this Amendment No. 1 to the Waller Creek Tax Increment Financing Reinvestment Zone No. 17 Final Project Plan and Reinvestment Zone Financing Plan.

2. ENTIRETY OF AGREEMENT.

2.1 Agreement Incorporated. The Agreement is hereby incorporated by reference herein for all purposes.

2.2 Inclusive Agreement. The Agreement, as amended hereby, including any exhibits attached hereto and any documents incorporated herein by reference, contains the entire understanding and agreement between the City and the County as to the matters contained herein. Any prior or contemporaneous oral or written agreement is hereby declared null and void to the extent in conflict with any provision of this Amendment.

2.3 Amendment. Notwithstanding anything to the contrary herein, this Amendment will be effective when executed in writing by both parties after approval by the City Council and the Commissioners Court in open meetings held in accordance with Chapter 551 of the Texas Government Code. This Amendment amends and modifies the Agreement as set forth herein, otherwise the Agreement is hereby ratified, approved, and confirmed.

3. COUNTERPARTS.

This Amendment may be executed in multiple counterparts, each of which shall be considered an original, but all of which shall constitute one instrument.

In witness whereof, the following authorized representatives of the Parties have **EXECUTED** this Agreement to be effective as of the later date set forth below.

CITY OF AUSTIN, TEXAS:

By: _____
City Manager

Date: _____

APPROVED AS TO FORM:

By: _____
Gordon Bowman
Assistant City Attorney

TRAVIS COUNTY, TEXAS

By: _____
Samuel T. Biscoe, County Judge

Date: _____

Approved as to Legal Form:

By: _____
Mary Etta Gerhardt
Assistant County Attorney