

**AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE
WALLER CREEK LOCAL GOVERNMENT CORPORATION**

Article VI. is amended and replaced as follows:

ARTICLE VI

All powers of the Corporation shall be vested in the Board of Directors (the "Board"). The Board shall consist of 10 persons. Five Directors shall be appointed by the City through the City Manager of the City of Austin, and five Directors shall be appointed by the Waller Creek Conservancy. The Board shall consist of five representatives of the City and five representatives of the Waller Creek Conservancy. Each Director shall serve for a term of two years or until his or her successor is appointed by the City through the City Manager of the City of Austin or Waller Creek Conservancy as appropriate, unless such Director has been appointed to fill an unexpired term, in which case the term of such Director shall expire on the expiration date of the term of the Director who he or she was appointed to replace.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as such Bylaws are not inconsistent with these Articles of Incorporation or the laws of the State of Texas.

Article IX. is amended to revise and replace the first sentence as follows:

ARTICLE IX

The Corporation shall be governed by a board of directors initially consisting of five directors, as amended from time to time according to the Board.