

9-30-04
#6

**ORDER
EXHIBIT "A"**

SUBSTANTIAL AMENDMENT TO TRIANGLE SQUARE DEVELOPMENT PLAN

A REGULATING DOCUMENT OF THE SPECIAL BOARD OF REVIEW PURSUANT TO SECTION 31.161 OF THE TEXAS NATURAL RESOURCES CODE IN THE NATURE OF A MUNICIPAL ORDINANCE ESTABLISHING A SUBSTANTIAL AMENDMENT TO THE DEVELOPMENT PLAN FOR APPROXIMATELY 22 ACRES OUT OF THE GEORGE W. SPEAR, JAMES P. WALLACE, THOMAS GRAY AND JAMES ROGERS SURVEYS, AS MORE PARTICULARLY DESCRIBED IN THIS REGULATING DOCUMENT, LOCALLY KNOWN AS THE TRIANGLE LOCATED BETWEEN GUADALUPE STREET, N. LAMAR BLVD., AND W. 45TH STREET, AUSTIN, TRAVIS COUNTY TEXAS, APPROVED PURSUANT TO THAT CERTAIN ORDER OF THE SPECIAL BOARD OF REVIEW APPROVED ON OCTOBER 13, 1998, AND FILED IN VOL. 13290, PAGE 18, OF THE REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS, AS AMENDED BY SUBSTANTIAL AMENDMENT DATED JUNE 25, 2001.

PART 1. This Substantial Amendment (this "Amendment") to the Development Plan attached as Exhibit "B" to that Order of the Special Board of Review approved on October 13, 1998, and filed in Volume 13290, Page 18 of the Real Property Records of Travis County, Texas, as amended by that Order of the Special Board of Review approved on June 25, 2001 (the Orders, collectively, the "Order"; the Development Plan as previously amended, collectively, the "Original Development Plan") shall be effective as of the date reflected in Part 7 below and shall be deemed to replace and substitute for the "Retail Tract" component (as defined below) of the Original Development Plan.

PART 2. All capitalized terms used herein and not separately defined herein shall have the meaning given to them in the Original Development Plan, including as the Original Development Plan incorporates the Austin City Code.

PART 3. This Amendment applies only to the portion of the Property that is subject to that certain Lease Agreement (Retail Tract), dated May 15, 2001, between the State of Texas, acting through the Texas Department of Mental Health and Mental Retardation, as lessor, and Triangle Retail, Ltd., as lessee, and subsequently assigned to Triangle, Ltd., covering that portion of the Property that is to be developed primarily for retail purposes and is described in such Lease Agreement (Retail Tract) (the "Retail Tract").

PART 4. The following attached exhibits are copies of originals on file with the Department in File No. C14-00-2267SL, are incorporated into this Amendment, and replace the corresponding exhibits attached to the Regulating Document for the Original Development Plan.

Exhibit B:	Concept Plan
Exhibit I:	Site Regulations and Development Guidelines

PART 5. The first sentence of the third unnumbered paragraph under Part 6 of the Regulating Document attached as Exhibit "B" to the June 25, 2001 amendment to the Original Development Plan is hereby deleted in its entirety, and the following is substituted therefor: "Notwithstanding anything to the contrary set forth in the Original TIA, the Developer's sole construction obligation with respect to traffic improvements or requirements is as follows: the Developer shall construct the required median in Lamar Boulevard prior to the initial opening of any retail stores in the Property."

PART 6. This Amendment shall be recorded in the Official Public Records of Travis County, Texas by the City at the Developer's expense.

PART 7. This Amendment takes effect on _____, 2004, the date approved by the Special Board of Review.