

**FIRST AMENDMENT TO PARKING AGREEMENT  
BETWEEN THE  
CITY OF AUSTIN AND UP SCHNIEDER, L.P.**

This "First Amendment to Parking Agreement between the City of Austin and UP Schneider, L.P." ("Amendment") is entered into by and between the City of Austin, a Texas home-rule municipal corporation situated in Hays, Travis and Williamson Counties acting by and through its duly authorized City Manager or his designee ("City"), and UP Schneider, L.P., a Texas limited partnership ("Schneider"). The "Effective Date" of this Agreement is January 1, 2011.

Previously the City and Schneider ("Parties") entered into a "Parking Agreement" ("Agreement") on or about December 19, 2005 which assigned the Schneider Property sublease in Block 2 of the City of Austin to Schneider, set out parking privileges in the City Hall garage on Block 3 for retail patrons and retail employees connected with the retail business in the historic Schneider Building on Block 2.

Section 2.3(D) of the Agreement, the portion of the Agreement which addresses "Fees for Validation", expires on December 31, 2010. The Parties are currently negotiating a new validation agreement, but want the current validation program to continue until that new agreement may be executed.

**AMENDMENT**

Section 2.3(D) of the original Agreement between the Parties is replaced in total by the following:

- 2.1 Term of this Amendment. Regarding the validation program set forth in Section 2.3(D) of the Agreement, the term for this Amendment shall be extended past December 31, 2010, from January 1, 2010 through March 30, 2011.

No extensions, modifications or amendments to extend this time period shall occur. The Parties shall replace the validation set forth in Section 2.3(D) with a new validation agreement.

**ALL OTHER TERMS AND CONDITIONS IN THE AGREEMENT REMAIN IN FULL FORCE AND EFFECT.**

The Parties have executed this Amendment on the dates indicated below, to be effective January 1, 2011.

**CITY OF AUSTIN**, a Texas  
home-rule municipal corporation

By: \_\_\_\_\_  
Sue Edwards  
Assistant City Manager

Date: \_\_\_\_\_, 2010

**UP SCHNEIDER, LP**, a  
Texas limited partnership

By: Intown Austin, LLC,  
a Texas limited liability company  
its general partner

By: \_\_\_\_\_  
Robert W. Bagwell  
Manager

Date: \_\_\_\_\_, 2010