

**AMENDMENT TO BYLAWS OF THE
WALLER CREEK LOCAL GOVERNMENT CORPORATION**

Reference is here made to the Bylaws of the Waller Creek Local Government Code adopted by City Council Resolution No. 20110428-14. Pursuant to Article VII. of the Bylaws, the City Council of the City of Austin, Texas (“City”) by Resolution dated December 11, 2014, approved and adopted by a majority of the members of the City Council of the City on December 11, 2014, adopted the following amendment to the Bylaws:

1. Section 1. (Appointment, Powers, Number, and Term of Office) of Article II. (Board of Directors) of the Bylaws is amended by deleting the text and substituting the following:

ARTICLE II. BOARD OF DIRECTORS

All powers of the Corporation shall be vested in a Board of Directors (the “Board”). The Board shall consist of nine persons who shall be appointed by the City Council of the City. Subsequent board members shall be appointed by the City Council of the City; provided, however, that, to the extent permitted by law, at all times the Board shall consist of three representatives of the Waller Creek Conservancy and two representatives of the City. The Conservancy may nominate two additional board members, and the City may also nominate two additional board members. None of these additional board members will be on the board of the Conservancy. Each initial Director shall serve for the term expiring on the date set forth in the Articles of Incorporation. Each subsequent Director shall serve for a term of two years or until his or her successor is appointed by the City Council of the City, unless such board member has been appoint to fill an unexpired term in which case the term of such board member shall expire on the expiration date of the term of the board member who he or she was appoint to replace.

2. Except in the manner and to the extent expressly amended by this Article, the Bylaws shall remain in full force and effect and are ratified and confirmed.
3. The amendment to the Bylaws has been approved in the manner required by law and by the governing documents of the entity.

Executed _____, 201____, to be effective as of the date of the Resolution referenced above.

Sue Edwards, President
Waller Creek Local Government Corporation

Melba Whatley, Secretary
Waller Creek Local Government Corporation