

Exhibit A

**First Amendment to
Interlocal Agreement**

This first amendment to the Interlocal Cooperation Act Agreement between the City of Austin and the Lone Star Rail District is as follows:

Amendment Article 1. Section B.1.a.ii is amended to read as follows (added language is underlined and deleted language is shown with strikethroughs):

B. 1.a.ii Two year Timeline

If by two years from the execution of this Agreement or by May 1, 2017, whichever is the later~~If by January 1, 2016,~~ the cities of Austin and San Marcos and the counties of Hays and Travis have not approved an interlocal agreement for participation in funding the operation of the proposed rail transportation facilities, then the City or LSRD, at either's option, may terminate the Agreement and all funds accumulated in the City's Rail Tax Increment Financing Fund will be available for Council to redirect to any lawful municipal purpose.

Amendment Article 2. Section B.2.b is amended to read as follows (added language is underlined and deleted language is shown with strikethroughs):

B.2.b. City's Participation Level

The City's percent increment participation level is fifty percent (50%) of the Tax Increment ~~will be evaluated and may be revised following completion of the City's analysis of its total cost for Project Connect expected to occur in 2014. Setting a percent increment participation level higher than the initial value of zero will require an amendment to the Agreement.~~

Amendment Article 3. The Interlocal Cooperation Act Agreement between the City of Austin and the Lone Star Rail District is affirmed and continued in full force and effect.

AGREED AND APPROVED:

LONE STAR RAIL DISTRICT

By: _____
Ross Milloy, Executive Director

Date: _____

CITY OF AUSTIN

By: _____
Robert D. Goode, Assistant City Manager

Date: _____

APPROVED AS TO FORM

By: _____
_____, Assistant City Attorney

Date: _____