

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

Article II. Board of Directors, Section 1. is amended and replaced as follows:

**ARTICLE II.
BOARD OF DIRECTORS**

Section 1. Appointment, Powers, Number, and Term of Office. 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.

The President and Treasurer of the Board shall be appointed by the City through the City Manager of the City of Austin. The Vice President and Secretary shall be appointed from the Waller Creek Conservancy.