

FIRST AMENDMENT OF RESTRICTIVE COVENANT
FOR ZONING CASE: C14R-81-033 (RCA)

OWNERS: LCFRE Austin Brodie Oaks, LLC, a Delaware limited liability company (“**LCFRE**”) [*Owner of Lots A & B*]
Address:
c/o Lionstone Cash Flow Real Estate Partners One, L.P.,
712 Main Street, Suite 2500
Houston, Texas, 77002

 LP Barton Creek LLC, a Delaware limited liability company (“**LP Barton Creek**”) [*Owner of Lot C*]
Address:
c/o Vanderbilt Office Properties
625 W Adams Street, Suite 1715
Chicago, IL 60661

 BCP Building I LLC, a Delaware limited liability company (“**BCP I**”) [*Owner of Lot 1 of Lot D*]
Address:
c/o C-III Capital Partners LLC
6031 Connection Drive, Suite 200
Irving, Texas 75039

 BCP Building II LLC, a Delaware limited liability company (“**BCP II**”) [*Owner of Lot 2 of Lot D*]
Address:
c/o C-III Capital Partners LLC
6031 Connection Drive, Suite 200
Irving, Texas 75039

 BCP Building III LLC, a Delaware limited liability company (“**BCP III**”) [*Owner of Lot 3 of Lot D*]
Address:
c/o C-III Capital Partners LLC
6031 Connection Drive, Suite 200
Irving, Texas 75039

CITY: City of Austin, Texas, a Texas home-rule municipal corporation situated in the counties of Hays, Travis and Williamson.

CITY COUNCIL: The City Council of the City of Austin.

CONSIDERATION: Ten and No/100 Dollars (\$10.00) and other good and valuable consideration paid by the City of Austin to the Owner, the receipt and sufficiency of which is acknowledged.

WHEREAS, The Estates of H.E. Brodie and Frances G. Brodie, Deceased, acting through J. M Patterson, Testamentary Trustee of the Will of H.E. Brodie, and Albert Brodie, Woodrow Eskew and J.M. Patterson, Jr., Independent Executors of the Estate of Frances G. Brodie, entered into that certain Restrictive Covenant, consisting of approximately 164.14 acres of land, (“Original Property”), dated April 28, 1981, and recorded in the Deed Records of Travis County, Texas, on June 26, 1981, in Document No. 0747900023 (the “Restrictive Covenant”), as part of City of Austin Zoning Case No. C14-02-0183; and,

WHEREAS, Owners, collectively, presently own Lot A, Lot B, Lot C, and Lot D of the real property described on **Exhibit A** attached hereto and incorporated into this First Amendment of Restrictive Covenant (“First Amendment”); and,

WHEREAS, LCFRE Austin Brodie Oaks, LLC, as the current owners (the “Owner”) of a portion of the Original Property on the date of this First Amendment and the City desire to amend the Restrictive Covenant with respect to Lot A and Lot B only (the “Released Property”) so that the Restrictive Covenant no longer has any force or effect on the use of Lot A and Lot B; and,

WHEREAS, the Restrictive Covenant provides that the covenant can be modified, amended, or terminated by joint action of both a majority of the members of the City Council and the owner of the Property at the time of such modification, amendment or termination; and,

WHEREAS, the City Council agrees the Restrictive Covenant should be amended to release the Released Property.

NOW, THEREFORE, for and in consideration of the premises and mutual promises, covenants, and agreement hereinafter set forth, the City and the Owner agree as follows:

1. The Restrictive Covenant is amended as of the date hereof to release the Released Property from any and all obligations and restrictions contained in the Restrictive Covenant.
2. This document is intended to release the Released Property only and in no way modifies or replaces the Restrictive Covenant, amendments, and restatements as they relate to the remainder of the Original Property.
3. Except as expressly provided for in this First Amendment, each and every one of the terms, conditions, and provisions of the Restrictive Covenant, as set forth in the Restrictive Covenant, shall continue in full force and effect on and after the effective date of this First Amendment.
4. The City Manager, or his designee, shall execute on behalf of the City, this First Amendment as authorized by the City Council of the City of Austin. The First Amendment shall be filed in the Official Public Records of Travis County, Texas.

EXECUTED this the _____ day of _____, 2023.

OWNERS:

LCFRE AUSTIN BRODIE OAKS, LLC,
a Delaware limited liability company

By: _____
Name:
Title:

THE STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on this the ____ day of _____ 2023,
by _____, as _____ of LCFRE Austin Brodie Oaks, LLC.

Notary Public, State of Texas

LP BARTON CREEK, LLC,
a Delaware limited liability company

By: LP Lot 7 LLC,
a California limited liability company
its sole member

By: Lot 7 La Jolla LLC,
a California limited liability company
its sole member

By: Lankford & Associates, Inc.,
a Colorado corporation
its manager

By: _____
Name: Mary Pampuch
Title: President

THE STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on this the ____ day of _____ 2023,
by Mary Pampuch as President of LP Barton Creek LLC.

Notary Public, State of Texas

BCP BUILDING I, LLC,
a Delaware limited liability company

By: BCP Portfolio Mezz LLC
a Delaware limited liability company
its sole member

By: _____
Name: Katherine D Furman
Title: Vice President

THE STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on this the ____ day of _____ 2023,
by Katherine D. Furman as Vice President of BCP Building I LLC.

Notary Public, State of Texas

BCP BUILDING II, LLC,
a Delaware limited liability company

By: BCP Portfolio Mezz LLC
a Delaware limited liability company
its sole member

By: _____
Name: Katherine D Furman
Title: Vice President

THE STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on this the ____ day of _____ 2023,
by Katherine D. Furman as Vice President of BCP Building II LLC.

Notary Public, State of Texas

BCP BUILDING III, LLC,
a Delaware limited liability company

By: BCP Portfolio Mezz LLC
a Delaware limited liability company
its sole member

By: _____
Name: Katherine D Furman
Title: Vice President

THE STATE OF _____ §
COUNTY OF _____ §

This instrument was acknowledged before me on this the ____ day of _____ 2023,
by Katherine D. Furman as Vice President of BCP Building III LLC.

Notary Public, State of Texas

CITY OF AUSTIN:

By: _____
Veronica Briseño
Assistant City Manager
City of Austin

THE STATE OF TEXAS §
COUNTY OF TRAVIS §

This instrument was acknowledged before me on this the _____ day of _____, 2023, by Veronica Briseño, as Assistant City Manager of the City of Austin, a municipal corporation, on behalf of said municipal corporation.

Notary Public, State of Texas

APPROVED AS TO FORM:

Name: _____
Assistant City Attorney
City of Austin

EXHIBIT A
The Property

Lot A:

- Lots 1A, 2A, 4A, 5A, 6A of Brodie Oaks Center Amended according to the plat recorded as Volume 83, Page 149D-150A of the Plat Records of Travis County, Texas.
- Lots 3-A1 and 3-A2 of Brodie Oaks Center Amended Resubdivision of Lot 3-A according to the plat recorded as Volume 91, Page 41-42 of the Plat Records of Travis County, Texas.

Lot B: Lot B of Barton Creek Plaza according to the plat recorded as Volume 81, Pages 369-370 of the Plat Records of Travis County, Texas.

Lot C: Lot C of Barton Creek Plaza according to the plat recorded as Volume 81, Pages 369-370 of the Plat Records of Travis County, Texas.

Lot D: Lots 1, 2 and 3 of Barton Creek Plaza Tract "D" according to the plat recorded as Volume 86, Pages 44B-44C of the Plat Records of Travis County, Texas.

After Recording, Please Return to:
City of Austin
Department of Law
P. O. Box 1088
Austin, Texas 78767-1088
Attention: H. Bonds, Paralegal