

FIFTH AMENDMENT TO DEVELOPMENT AGREEMENT
(Butler/East Hwy 290 & 13100 N. FM 973)

This FIFTH AMENDMENT TO DEVELOPMENT AGREEMENT (the "Fifth Amendment"), is entered into as of the ____ day of _____, 2024 (the "Fifth Amendment Effective Date"), by and between **13100 FM 973, INC.**, a Texas corporation ("FM973"), **H-E-B, LP**, a Texas limited partnership, **DOS AMIGOS MANOR, LLC**, a Texas limited liability company, **BOGATA PARTNERS, LTD.**, a Texas limited partnership, **10600 APPLIANCES, LLC**, a Texas limited partnership, **MANOR RESTAURANT INVESTORS, LTD.**, a Texas limited partnership, **UNIVERSITY FEDERAL CREDIT UNION**, a federal credit union, **MANOR AND HWY 290 PROPERTY, LLC**, a Delaware limited liability company, **MC RETAIL LP**, a Texas limited partnership, **SPARTA PROPERTIES 9 LTD**, a Texas limited partnership, **HALLE PROPERTIES, L.L.C.**, an Arizona limited liability company, WAFFLE HOUSE, INC., a Georgia corporation, CHICK-FIL-A, INC., a Georgia corporation, and **HOME DEPOT U.S.A., INC.**, a Delaware corporation (collectively, the "Additional Landowners"), **GCP XXXI, LTD.**, a Texas limited partnership and **GCP XXXII, LTD.**, a Texas limited partnership (together, "GenCap").and the **CITY OF MANOR, TEXAS**, a home rule municipality located in Travis County, Texas (the "City"). FM973 and the Additional Landowners shall collectively be referred to herein as the "Owner". The City, Owner, and GenCap are herein sometimes referred to individually as a "Party" and collectively as the "Parties". Capitalized terms used herein and not otherwise defined herein shall have those meanings ascribed to them in the Agreement (defined below).

RECITALS

A. WHEREAS, the City, Butler Family Partnership, a Texas limited partnership ("Butler") and FM973 entered into that certain Development Agreement dated June 15, 2022 and, that certain First Amendment to Development Agreement dated April 19, 2023, relating to the development and improvement of certain parcels of land located within the municipal boundaries of the City consisting of approximately 95.16 acres (the "Property") as a mixed-use project, as more particularly described therein.

B. WHEREAS, the City, Butler, Gencap and FM973 entered into that certain Second Amendment to Development Agreement dated June 7, 2023.

C. WHEREAS, the City and FM973 entered into that certain Third Amendment to Development Agreement dated December 20, 2023, and that certain Fourth Amendment to Development Agreement dated February 21, 2024 (the Development Agreement, as amended as described herein is hereinafter referred to as the "Agreement").

D. WHEREAS, Section 7.6(b) of the Agreement provides that to the extent a Party requests that the Agreement be further amended and such amendment pertains to less than all of the current landowners of the Property and does not modify the obligations in the Agreement as to the remaining landowners of the Property, then the Agreement may be modified or amended by joint action of only (a) the City, and (b) the landowners expressly subject to the modification

WAFFLE HOUSE, INC., a Georgia corporation

By: _____

Name: _____

Title: _____

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2024,
by _____, the _____ of WAFFLE HOUSE, INC., a Georgia corporation, on
behalf of said corporation.

Notary Public, State of _____

[SEAL]

My _____ Commission Expires: _____

CHICK-FIL-A, INC., a Georgia corporation

By: _____
Name: _____
Title: _____

STATE OF _____ §

COUNTY OF _____ §

This instrument was acknowledged before me on the _____ day of _____, 2024,
by _____, the _____ of CHICK-FIL-A, INC., a Georgia corporation, on behalf
of said corporation.

Notary Public, State of _____

[SEAL]

My _____ Commission Expires: _____

5th Amendment to Development Agreement