

**Amended and Restated Agreement Regarding the Dissolution of  
the EntradaGlen Public Improvement District**

This Amended and Restated Agreement Regarding the Dissolution of the EntradaGlen Public Improvement District (the “Agreement”) is entered into on this 2<sup>nd</sup> day of December, 2020 by Cottonwood Holdings, Ltd., Shadowglen Development Corporation, and Las Entradas Development Corporation (collectively, the “Developer”) and the City of Manor, a Texas home rule municipality (the “City”), hereinafter sometimes referred to collectively as the Parties.

RECITALS

- A. The Developer requested the City establish the EntradaGlen Public Improvement District (the “Original EntradaGlen District”) in that certain Petition for the Creation of a Public Improvement District to Finance Certain Improvements benefitting the Las Entradas and ShadowGlen Subdivisions dated August 16, 2017, and amended by the Amended Petition for the Creation of a Public Improvement District to Finance Certain Improvements to Las Entradas and ShadowGlen Subdivisions dated March 22, 2018 (collectively, the “Original Petition”).
- B. On July 18, 2018, the parties entered into the Agreement Regarding Dissolution of the EntradaGlen Public Improvement District recorded as Document No. 2018121739 in the Official Public Records of Travis County, Texas (the “Original Dissolution Agreement”), and the City approved the formation of the District over the property described in Exhibit A of the Original Petition, by Resolution No. 2018-06 (the “Original Resolution”).
- C. On October 29, 2020, the Developer filed with the City that certain “Petition for the Dissolution of the Original EntradaGlen Public Improvement District and for the Creation of a New Public Improvement District to Finance Improvements to Las Entradas and Shadowglen Subdivisions (EntradaGlen Public Improvement District)” (the “Petition”).
- D. On the same date that the parties entered into this Agreement, the City approved the dissolution of the Original EntradaGlen District and the formation of a new EntradaGlen Public Improvement District (the “District”) over the property described in Exhibit A, attached hereto and incorporated herein for all purposes (the “Property”), by Resolution No. 2020-16 (the “Resolution”).
- E. The Developer has requested the City to issue bonds to assist with the financing of certain public improvements identified in the Resolution (the “PID Bonds”).
- F. The Parties desire to provide for the dissolution of the District if special assessments are not levied or the PID Bonds are not issued by the deadline set forth herein.
- G. The Original Dissolution Agreement is hereby terminated and replaced in its entirety by this Agreement.

**NOW, THEREFORE**, for and in consideration of the above recitals and the terms, conditions and agreements stated in this Agreement, the parties agree as follows:

1. The Recitals set forth above are incorporated herein and made a part of this Agreement for all purposes.
2. The Developer agrees that this Agreement constitutes Developer's petition to dissolve the District under Section 372.011, Texas Local Government Code, and the City is hereby authorized to dissolve the District, in the event that (a) Hill Lane, as further described in the contemplated development agreement between the Parties (the "Development Agreement") is not constructed within eighteen (18) months after the effective date of the Development Agreement, or (b) by (i) the first issuance of PID Bonds are not issued, or (ii) a levy of special assessments does not occur, by October 31, 2022, whichever occurs earlier (the "Authorization"). In such event, the Developer will not oppose the City's dissolution of the District undertaken in accordance with this Agreement, and will cooperate with the City to cause the District to be dissolved. The Authorization shall terminate and expire upon the earlier of (i) the levy of special assessments or (ii) the first issuance of the PID Bonds.
3. This Agreement shall be a covenant running with the land and shall be binding upon future owners of the Property or portions thereof and shall further be binding upon and inure to the benefit of the parties, and their successors and assigns. Owner shall cause any person or entity to whom Owner transfers the Property or any portion thereof (the "Subsequent Owner") to execute a document containing language substantially similar to that set forth in paragraph 2 granting the City the authorization to dissolve the District as provided in paragraph 2. Owner shall provide the City with a copy of said document.
4. This Agreement may be amended only by a written instrument executed by all the Parties. Upon satisfaction of one of the conditions set forth in paragraph 2, the City will execute an instrument confirming the termination and expiration of this Agreement so that it can be recorded in the Official Public Records of Travis County, Texas.
5. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, without regard to its conflict of laws provisions, and venue shall lie in Travis County, Texas.
6. It is acknowledged and agreed by the Parties that time is of the essence in the performance of this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement and this Agreement is effective as of the first date indicated above.

**CITY:**  
**City of Manor, Texas**  
a Texas home-rule municipal corporation

Attest:

By: \_\_\_\_\_  
Name: Lluvia T. Almaraz  
Title: City Secretary

By: \_\_\_\_\_  
Name: Dr. Larry Wallace, Jr.  
Title: Mayor

**THE STATE OF TEXAS           §**  
**COUNTY OF TRAVIS           §**

This instrument was acknowledged before me on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_ by Dr. Larry Wallace, Jr., Mayor of the City of Manor, Texas, a Texas home-rule municipal corporation, on behalf of that corporation.

(SEAL)

\_\_\_\_\_  
Notary Public, State of Texas

**DEVELOPER:**

COTTONWOOD HOLDINGS, LTD., a Texas limited partnership

By: COTTONWOOD GENERAL PARTNER, L.L.C., a Texas limited liability company, as General Partner

By: \_\_\_\_\_

Name: Peter A. Dwyer

Title: President

ACKNOWLEDGMENT

**THE STATE OF TEXAS           §**  
**COUNTY OF TRAVIS           §**

This instrument was acknowledged before me on this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_, by Peter A. Dwyer, President of Cottonwood General Partner, L.L.C., a Texas limited liability company, General Partner of Cottonwood Holdings, Ltd., a Texas limited partnership on behalf of that limited liability company and limited partnership.

(SEAL)

\_\_\_\_\_  
Notary Public, State of Texas

SHADOWGLEN DEVELOPMENT CORPORATION,  
a Texas corporation

By: \_\_\_\_\_

Name: Peter A. Dwyer

Title: President

ACKNOWLEDGMENT

**THE STATE OF TEXAS           §**  
**COUNTY OF TRAVIS           §**

This instrument was acknowledged before me on this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_, by Peter A. Dwyer, President of Shadowglen Development Corporation, a Texas  
corporation, on behalf of that corporation.

(SEAL)

\_\_\_\_\_  
Notary Public, State of Texas

LAS ENTRADAS DEVELOPMENT CORPORATION,  
a Texas corporation

By: \_\_\_\_\_  
Name: Peter A. Dwyer  
Title: President

ACKNOWLEDGMENT

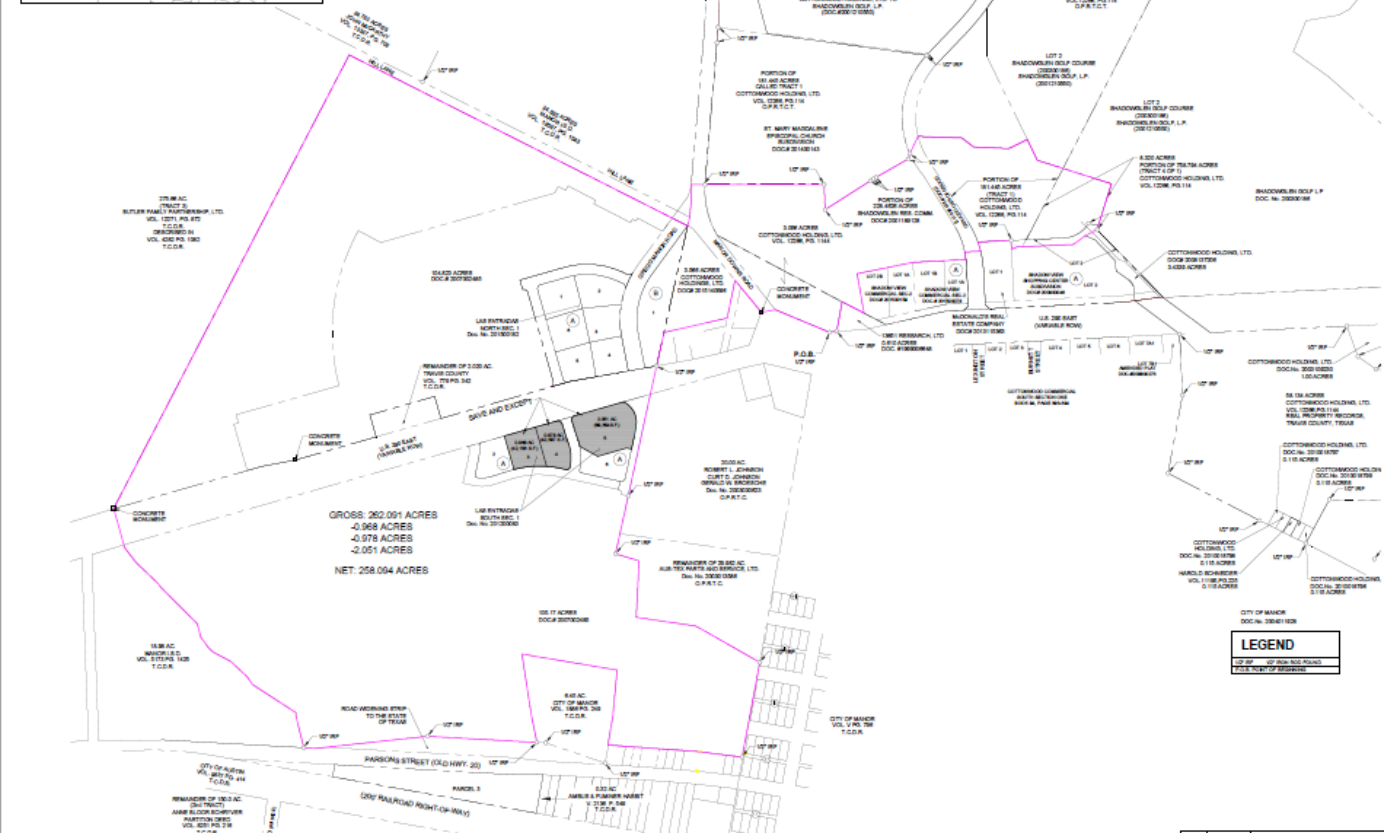
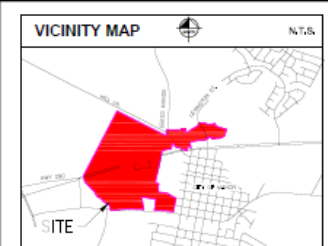
THE STATE OF \_\_\_\_\_ §  
COUNTY OF \_\_\_\_\_ §

This instrument was acknowledged before me on this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_, by Peter A. Dwyer, President of Las Entradas Development Corporation, a Texas  
corporation, on behalf of that corporation.

(SEAL)

\_\_\_\_\_  
Notary Public, State of Texas

**Exhibit “A”**  
**The Property**



**NOTES:**

- This document was prepared under 22 TAC 863.01, does not reflect the results of an on the ground survey, and is not to be used to convey or establish interests in real property except those rights and interests created or established by the creation or identification of the boundary of the political subdivision for which it was prepared.
- Bearing system based on the Texas Coordinate System of 1983, Central Zone (CZ83), North American Datum of 1983.

**LEGEND**

1" = 50'	1" = 100'	1" = 200'
1" = 500'	1" = 1000'	1" = 2000'

**REVISIONS:**

No.	DATE	REVISION DESCRIPTION
1	4/15/18	REVISED LINE BEARING/DISTANCE
2	6/15/18	PER CLIENT COMMENTS

**ENTRADA - GLEN  
PUBLIC IMPROVEMENT DISTRICT (PID)  
282.091 ACRES  
SITUATED IN THE WILLIAM STANDERFORD  
SURVEY NO. 89, ABSTRACT NO. 742 AND  
JAMES MANOR  
SURVEY NO. 40, ABSTRACT NO. 546  
CITY OF MANOR, TRAVIS COUNTY, TEXAS**

**Kimley»Horn**

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San Antonio, Texas 78210  
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Form # 10190970  
Date: 06/15/2018  
Drawn By: JWH  
Checked By: JWH  
Scale: AS SHOWN