

THE STATE OF TEXAS           §  
  §  
COUNTY OF HAYS               §

**FIRST AMENDMENT TO CONSENT AGREEMENT**

**THIS FIRST AMENDMENT TO CONSENT AGREEMENT** (this “Amendment”) is dated effective \_\_\_\_\_, \_\_\_, 2016 and is entered into between the CITY OF SAN MARCOS, TEXAS, a home rule city located in Hays, County, Texas (the "City"), WALTON TEXAS, LP, a Texas limited partnership ("Primary Owner"), in its capacity as a property owner and in its capacity as an operator and manager authorized to enter into and sign this Agreement on behalf of the Individual Owners (as defined therein), WALTON SILVER CROSSING LP, an Alberta (Canada) limited partnership ("Walton Silver Crossing"), WALTON TX AUSTIN LAND LP, an Alberta (Canada) limited partnership ("Walton Austin"), WALTON TX MARTINDALE LP, an Alberta (Canada) limited partnership ("Walton Martindale"), WALTON TX MARTINDALE LP 2, an Alberta (Canada) limited partnership ("Walton Martindale 2") (Primary Owner, Walton Silver Crossing, Walton Austin, Walton Martindale and Walton Martindale 2 are collectively referred to herein as "Owner"), and Cotton Center Municipal Utility District No. 1 (“District”). The City, Owner and District are sometimes collectively herein referenced as the "Parties," and individually, as a "Party".

**RECITALS:**

- A. City and Owner previously entered into that certain Consent Agreement dated effective December 11, 2014 (the “Agreement”) for that certain Property (as defined therein) located in the Extra Territorial Jurisdiction of San Marcos, Hays County, Texas, as more particularly described in the Agreement.
- B. Owner is the current owner of the Property.
- C. In accordance with Section 8.04 of the Agreement, the City, the Owner, and the District desire to modify and amend the Agreement in certain respects, as more particularly set forth in this Amendment.

**AGREEMENT:**

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, City, Owner and District hereby agree as follows:

- 1) Incorporation of Recitals. The recitals set forth above are incorporated herein and made a part of this Amendment to the same extent as if set forth herein in full.

- 2) Capitalized Terms. All capitalized terms in this Amendment shall have the same meanings as in the Agreement unless expressly provided otherwise herein.
- 3) Section 2.06 (c) of the Agreement is deleted in its entirety and replaced with:

“c. The District has not created a Sub-District within sixty (60) months of the confirmation election of the District; or”
- 4) Ratification of Agreement/Conflict. All terms and conditions of the Agreement are hereby ratified and affirmed, as modified by this Amendment. To the extent there is any inconsistency between the Agreement and this Amendment, the provisions of this Amendment shall control.
- 5) No Waiver. Neither City’s, Owners’, nor District’s execution of this Amendment shall (a) constitute a waiver of any of its rights and remedies under the Agreement or at law with respect to the other party’s obligations under the Agreement or (b) be construed as a bar to any subsequent enforcement of any of its rights or remedies against the other party.
- 6) Governing Law. This Amendment shall be construed and enforced in accordance with the laws of the State of Texas.
- 7) Entire Agreement. The parties hereto agree and understand that no oral agreements, or understandings, shall be binding, unless reduced to a writing which is signed by said parties. The parties hereto agree and understand that this Amendment shall be binding on them, their personal representatives, heirs, successors, and assigns.
- 8) Counterparts. This Amendment may be executed in multiple counterparts, each of which will be deemed an original, and all of which will constitute one and the same agreement.

EXECUTED in multiple counterparts, each of which shall constitute an original, this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

**CITY:**

CITY OF SAN MARCOS, a Texas home rule city

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

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**ATTEST:**

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

Printed Name: \_\_\_\_\_

Title: City Secretary

State of Texas

County of \_\_\_\_\_

Before me, \_\_\_\_\_, on this day personally appeared \_\_\_\_\_

\_\_\_\_\_, known to me (or proved to me on the oath of \_\_\_\_\_

\_\_\_\_\_ or through \_\_\_\_\_

\_\_\_\_\_ (description of identity card or other document) to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

Given under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, (\_\_\_\_).

(Personalized Seal)

\_\_\_\_\_  
Notary Public's Signature

**OWNERS:**

**WALTON TEXAS, LP**, a Texas limited partnership,  
on behalf of itself in its capacity as an Owner of the Property and on behalf of the Individual  
Owners in its capacity as operator, as applicable

By: Walton Texas GP, LLC,  
a Texas limited liability company,  
its General Partner

By: Walton International Group, Inc., a Nevada corporation,  
its Manager

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF ARIZONA                   §  
   §  
COUNTY OF MARICOPA           §

This instrument was acknowledged before me the \_\_\_\_ day of \_\_\_\_\_,  
2016, by \_\_\_\_\_ and \_\_\_\_\_, each an Authorized  
Signatory of Walton International Group, Inc., a Nevada corporation, Manager of Walton Texas  
GP, LLC, a Texas limited liability company, General Partner of Walton Texas, LP, a Texas  
limited partnership, on behalf of said limited partnership.

(Personalized Seal)

\_\_\_\_\_  
Notary Public, State of Arizona

**WALTON SILVER CROSSING LP,**  
Alberta (Canada) limited partnership

By: Walton Silver Crossing Corporation,  
an Alberta (Canada) corporation,  
its General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PROVINCE OF ALBERTA                   §  
   §  
CITY OF CALGARY                       §

On this \_\_\_\_ day of \_\_\_\_\_, 2016, before me, a Notary Public in and for said Province of Alberta, personal appeared \_\_\_\_\_ and \_\_\_\_\_ to me personally known, who by me duly sworn (or affirmed), did say that each of them is an Authorized Signatory of Walton Silver Crossing Corporation, an Alberta (Canada) corporation, the General Partner of Walton Silver Crossing LP, an Alberta (Canada) limited partnership, and that said instrument was signed on behalf of said limited partnership by authority of its partners, and said acknowledged said instrument to be the free act and deed of said General Partner for an behalf of the said limited partnership.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year last above written.

\_\_\_\_\_  
Notary Public in and for the Province of Alberta

**WALTON TX AUSTIN LAND LP,**  
an Alberta (Canada) limited partnership

By: Walton TX Austin Land Corporation,  
an Alberta (Canada) corporation,  
its General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PROVINCE OF ALBERTA                                 §  
CITY OF CALGARY   §

On this \_\_\_\_ day of \_\_\_\_\_, 2016, before me, a Notary Public in and for said Province of Alberta, personal appeared \_\_\_\_\_ and \_\_\_\_\_ to me personally known, who by me duly sworn (or affirmed), did say that each of them is an Authorized Signatory of Walton TX Austin Land Corporation, an Alberta (Canada) corporation, the General Partner of Walton TX Austin Land Limited Partnership, an Alberta (Canada) limited partnership, and that said instrument was signed on behalf of said limited partnership by authority of its partners, and said acknowledged said instrument to be the free act and deed of said General Partner for and on behalf of the said limited partnership.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my seal the day and year last above written.

Notary Public in and for the Province of Alberta

**WALTON TX MARTINDALE LP,**  
an Alberta (Canada) limited partnership

By: Walton TX Martindale Corporation,  
an Alberta (Canada) corporation,  
its General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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On this \_\_\_\_ day of \_\_\_\_\_, 2016, before me, a Notary Public in and for said Province of Alberta, personal appeared \_\_\_\_\_ and \_\_\_\_\_ to me personally known, who by me duly sworn (or affirmed), did say that each of them is an Authorized Signatory of Walton TX Martindale Corporation, an Alberta (Canada) corporation, the General Partner of Walton TX Martindale LP, an Alberta (Canada) limited partnership, and that said instrument was signed on behalf of said limited partnership by authority of its partners, and said acknowledged said instrument to be the free act and deed of said General Partner for and on behalf of the said limited partnership.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my seal the day and year last above written.

\_\_\_\_\_  
Notary Public in and for the Province of Alberta

**WALTON TX MARTINDALE LP 2,**  
an Alberta (Canada) limited partnership

By: Walton TX Martindale Corporation 2,  
an Alberta (Canada) corporation,  
its General Partner

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

PROVINCE OF ALBERTA                                 §  
CITY OF CALGARY   §

On this \_\_\_\_ day of \_\_\_\_\_, 2016, before me, a Notary Public in and for said Province of Alberta, personal appeared \_\_\_\_\_ and \_\_\_\_\_ to me personally known, who by me duly sworn (or affirmed), did say that each of them is an Authorized Signatory of Walton TX Martindale Corporation 2, an Alberta (Canada) corporation, the General Partner of Walton TX Martindale LP 2, an Alberta (Canada) limited partnership, and that said instrument was signed on behalf of said limited partnership by authority of its partners, and said acknowledged said instrument to be the free act and deed of said General Partner for and on behalf of the said limited partnership.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my seal the day and year last above written.

Notary Public in and for the Province of Alberta



**DISTRICT:**

**COTTON CENTER MUNICIPAL UTILITY DISTRICT NO. 1**

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ATTEST:**

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

Name: \_\_\_\_\_

Title: \_\_\_\_\_

State of Texas

County of \_\_\_\_\_

Before me, \_\_\_\_\_, on this day personally appeared \_\_\_\_\_  
\_\_\_\_\_, known to me (or proved to me on the oath of \_\_\_\_\_  
\_\_\_\_\_ or through \_\_\_\_\_  
\_\_\_\_\_ (description of identity card or other document) to be the person whose name is subscribed  
to the foregoing instrument and acknowledged to me that he executed the same for the purposes  
and consideration therein expressed.

Given under my hand and seal of office this \_\_\_\_\_ day of \_\_\_\_\_, (\_\_\_\_).

(Personalized Seal)

\_\_\_\_\_  
Notary Public's Signature