

**SECOND AMENDMENT TO
CHAPTER 380 ECONOMIC DEVELOPMENT AND PROJECT PLAN
IMPLEMENTATION AND LOAN AGREEMENT
BY AND BETWEEN
REINVESTMENT ZONE NUMBER ONE, CITY OF MCKINNEY,
CASEY ADVISORY GROUP, INC., AND
THE COTTON MILL PARTNERS, LTD.**

This Second Amendment to the Chapter 380 Economic Development Agreement and Project Plan Implementation and Loan Agreement (the "Second Amendment") by and between Reinvestment Zone Number One, City of McKinney ("TIRZ") and Casey Advisory Group, Inc. a Texas corporation ("CASEY"), is entered into by and between TIRZ, CASEY, and The Cotton Mill Partners, Ltd., a Texas limited partnership ("COTTON MILL").

WHEREAS, CASEY, its permitted successors and assigns, entered into that certain Chapter 380 Economic Development and Project Plan Implementation and Loan Agreement ("Original Agreement") with TIRZ for the primary purpose of renovating and relocating new businesses within the Historic Cotton Mill ("Project"), located wholly within Reinvestment Zone Number One in the City of McKinney, Texas; and

WHEREAS, COTTON MILL intervened and joined in the Agreement in its capacity as owner of the Project in order to assume and agree to the obligations set forth in the Agreement; and

WHEREAS, CASEY, COTTON MILL and TIRZ previously extended the date for completion of the private parking lot area within the Project by and through the approval and execution of the First Amendment to the Chapter 380 Economic Development Agreement and Project Plan Implementation and Loan Agreement (the "First Amendment").

WHEREAS, CASEY, COTTON MILL and TIRZ now desire to further extend the date for completion of the private parking lot area within the Project.

NOW, THEREFORE, for and in consideration of the agreements contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the TIRZ, CASEY and COTTON MILL agree as follows:

SECTION 1. AMENDMENT

From and after the effective date of this Second Amendment, Section 4 of the Original Agreement, entitled "Obligations of CASEY and COTTON MILL," is hereby amended by Paragraph (b) of Section 4 to read as follows:

b. Using the Loan advance proceeds received by CASEY and contributed to COTTON MILL, and not later than October 31, 2015, COTTON MILL shall fund and complete the private parking lot area within the Project, as generally depicted on Exhibit B, attached. The minimum private parking lot area requirements shall include a minimum of 150 new or refurbished parking lot spaces; all concrete paving; 26-foot wide fire lanes where required by the City's Fire Code; lighting, landscaping and irrigation features that comply with the City's codes and ordinances; and drainage and detention features that comply with the City's Storm Water Management Ordinance.

SECTION 2. FIRST AMENDMENT REPEALED AND SUPERSEDED

The First Amendment is hereby repealed in its entirety and superseded by this Second Amendment in all ways and matters.

SECTION 3. MISCELLANEOUS PROVISIONS.

The following miscellaneous provisions are a part of this Second Amendment:

- (a) Except as specifically amended herein, all provisions of the Original Agreement shall remain unchanged and in full force and effect and exist as if set forth herein in their entirety.
- (b) In the event of any conflict or inconsistency between the Original Agreement and this Second Amendment, the terms of this Second Amendment shall control.
- (c) This Second Amendment is and shall be effective on the date of execution by the last party to sign this Second Amendment.

CASEY ADVISORY GROUP, INC.,
a Texas Corporation

By: _____
Name: TERRANCE CASEY
Title: President
Date: _____

THE COTTON MILL PARTNERS, LTD.,
a Texas limited partnership

By: **CASEY ADVISORY GROUP, INC.**
its general partner

By: _____
Name: TERRANCE CASEY
Title: President
Date: _____

**REINVESTMENT ZONE NUMBER ONE, CITY
OF MCKINNEY**

By: _____
Name: DON DAY
Title: Chairman
Date: _____

ATTEST:

By: _____
Name: _____
Title: TIRZ Secretary
Date: _____

APPROVED AS TO FORM:

MARK S. HOUSER
Attorney for Reinvestment Zone Number One,
City of McKinney

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