

RAVENEUX REDEVELOPMENT AGREEMENT  
BETWEEN  
CYPRESS FOREST PUBLIC UTILITY DISTRICT  
AND  
JP RAVENEUX PARTNERS LP AND KERA DEVELOPMENT, L.P.

THIS AGREEMENT is entered into as of the 2nd day of September, 2008, by and between Cypress Forest Public Utility District, a political subdivision of the State of Texas, organized pursuant to the provisions of Article XVI, Section 59 of the Texas Constitution and Chapters 49 and 54 of the Texas Water Code, as amended ("District") and JP Raveneaux Partners LP, a Texas limited partnership, and Kera Development, L.P., a Texas limited partnership, including any successors or assigns (collectively, the "Developer").

RECITALS

WHEREAS, the District operates pursuant to Chapters 49 and 54 of the Texas Water Code, as amended and is authorized to provide water, sewer and drainage facilities and park and recreational facilities to serve the land within its boundaries;

WHEREAS, Developer owns approximately 285 acres that is currently known as the Raveneaux Country Club, as further described on Exhibit "A" attached hereto (the "Tract"), a portion of which is located in the boundaries of the District;

WHEREAS, the Board of Directors of the District has determined that it is in the best interest of the District to annex certain portions of the Tract that are not currently in the District and provide for the design and construction of the water, sewer and drainage facilities to serve a portion of the Tract if the Developer is willing to convey other portions of the Tract to the District and to restrict the types of development that are allowable on the Tract; and

WHEREAS, Developer is agreeable to advancing funds to or on behalf of the District for the purpose of designing and constructing the water, sewer and drainage facilities to serve a portion the Tract and to convey to the District a portion of the Tract and to restrict the types of development that are allowable on the Tract, subject to the terms and conditions of this Agreement.

AGREEMENT

NOW, THEREFORE, for and in consideration of the mutual promises, covenants, obligations and benefits of this Agreement, the District and Developer contract and agree as follows: