

EXHIBIT A

FILED
In the Office of the
Secretary of State of Texas

**ARTICLES OF INCORPORATION
OF
HOUSTON DOWNTOWN PARK CORPORATION**

DEC 13 2004

Corporations Section

We, the undersigned natural persons, each of whom is at least eighteen (18) years of age or more, a resident and a qualified voter of the City of Houston, Texas (the "City") and a citizen of the State of Texas, acting as incorporators of a corporation under the provisions of Subchapter D of Chapter 431, Texas Transportation Code, as amended (the "Act"), and Chapter 394, Texas Local Government Code, as amended (the "Local Government Code"), and the Texas Non-Profit Corporation Act (Article 1396-1.01, et seq., Tex. Rev. Civ. Stat. Ann., as amended) (the "Non-Profit Act"), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is HOUSTON DOWNTOWN PARK CORPORATION (the "Corporation").

ARTICLE II. NON-PROFIT

The Corporation is a public, non-profit local government corporation.

ARTICLE III. DURATION

The period of the duration of the Corporation is perpetual.

ARTICLE IV. PURPOSES, ACTIVITIES

The Corporation is incorporated to aid and act on behalf of the City to accomplish the City's governmental purposes consisting of the acquisition, development, operation and maintenance of a new public park, open space and related facilities and amenities (collectively referred to herein as (but without such reference being construed as the actual name of such project) the "Downtown Park") in the Central Business District of Houston (the "CBD") in the vicinity of the George R. Brown Convention Center, including the following related purposes:

1. To acquire and hold fee title to certain property for the purpose of developing, operating and maintaining the Downtown Park, including but not limited to Blocks 124, 125, 127 and 249, and portions of Blocks 122, 123 and 128, South Side of Buffalo Bayou, Houston, Harris County, Texas;
2. To contract for the design, development, construction, operation and maintenance of the Downtown Park;
3. To assist in the promotion of the Downtown Park for recreational, educational and tourism opportunities within, and beautification of, the CBD for the benefit of the residents and tourists of the City and visitors to the City's George R. Brown Convention Center; and

4. To carry out such other lawful purposes as it may deem necessary or appropriate in connection with the foregoing.

The Corporation is formed pursuant to the provisions of the Act, and Chapter 394, Local Government Code, as they are enacted now or may hereafter be amended, which authorize the Corporation to assist and act on behalf of the City and to engage in activities in the furtherance of the purposes for its creation. The Corporation shall have and exercise all of the rights, powers, privileges, authority, and functions given by the general laws of Texas to non-profit corporations incorporated under the Non Profit Act, Texas Nonprofit Corporation Law, Chapter 22, Texas Business Organization Code, as it is now enacted or may hereafter be amended.

The Corporation shall have all other powers of a like or different nature not prohibited by law which are available to non-profit and local government corporations in Texas and which are necessary or useful to enable the Corporation to perform the purposes for which it is created, including the power to issue bonds, notes or other debt obligations, and otherwise exercise its borrowing power to accomplish the purposes for which it was created, provided that the Corporation shall not issue bonds, notes or other debt obligations without the consent of the City Council of the City.

The Corporation is created as a local government corporation pursuant to the Act and shall be a governmental unit within the meaning of Chapter 101, Texas Civil Practice and Remedies Code. The operations of the Corporation are governmental and not proprietary functions. The Corporation shall have the power to acquire and convey real property and interests in real property in accordance with the Act as amended from time to time.

To the extent permitted by applicable law, the Corporation shall, in the conduct of its business, comply with the City's prevailing wage and minority/women, disadvantaged business enterprise policies from time to time in effect. The Corporation shall comply with the provisions of both the Texas Open Meetings Act (Vernon's Texas Codes Annotated, Texas Government Code §§551.001 to 551.146) and the Texas Public Information Act (Vernon's Texas Codes Annotated, Texas Government Code §§552.001 to 552.353) in force in the State of Texas from time to time.

ARTICLE V. NO MEMBERS

The Corporation shall have no members and shall have no stock.

ARTICLE VI. BOARD

All powers of the Corporation shall be vested in a Board of Directors ("Board") consisting of seven (7) persons. The initial directors of the Corporation ("Director" or "Directors") shall be those persons named in Article VII. Each initial Director named in Article VII hereof shall serve for the initial term expiring on the date set forth in Article VII. Subsequent appointments shall be made by the Mayor of the City, such appointments to be subject to confirmation by the City Council of the City, with each Director serving a three (3) year term. Any Director may be removed from office at any time, with cause, by the Mayor of the City and the Mayor shall have the right to appoint a replacement for such Director, such

appointment to be subject to the confirmation by the City Council of the City. Any such removal by the Mayor shall be effective immediately and the Mayor shall appoint a replacement within sixty (60) days following such removal. The number of Directors may only be increased or decreased by an amendment to these Articles of Incorporation.

To be qualified to serve as a Director, a person must be at least eighteen (18) years old. A person need not be a resident of the City in order to be appointed to the Board of Directors except that a person who is not a resident of the City may not be appointed to the Board of Directors if the appointment of that person would result in less than a majority of the Board of Directors being residents of the City. All Directors shall be appointed by position to the Board by the Mayor of the City; provided, however, that no fewer than (3) Directors must, at the time of their initial appointment to the Board, be members in good standing of the Board of Directors of Houston Downtown Park Conservancy, a Texas non-profit corporation (or its successor). The Mayor of the City shall appoint the Chair of the Board, such appointment to be subject to confirmation by the City Council of the City.

Up to two (2) persons, who may be City employees, but need not be, as designated by the Mayor (the "Ex-Officio Members") shall serve as ex-officio, non-voting members of the Board. Upon the vacancy or resignation of such person or persons from the Board, the Mayor of the City shall thereupon appoint succeeding Ex-Officio Member(s) as ex-officio member(s) of the Board.

All other matters pertaining to the internal affairs of the Corporation shall be governed by the Bylaws of the Corporation, so long as such Bylaws are not inconsistent with these Articles of Incorporation, and the laws of the State of Texas.

ARTICLE VII. INITIAL BOARD

The number of Directors constituting the initial Board is seven (7). The names, addresses, and positions of the seven (7) initial Directors, all of whom reside in the City, are as follows:

Position	Name	Address	Initial Term Expires
1	Barron Wallace	4623 North Roseneath Drive Houston, TX 77021	June 30, 2007
2	Thomas Castro	6146 Meadow Lake Lane Houston, TX 77057	June 30, 2007
3	Ali Saberioon	8823 Harness Creek Houston, TX 77024	June 30, 2008
4	Brady F. Carruth	7603 Riverpoint Houston, TX 77063	June 30, 2008
5	H. Joe Nelson, III	1519 Milford Houston, Texas 77006	June 30, 2009
6	Maconda B. O'Connor	2217 Welch Houston, Texas 77019	June 30, 2009
7	Nancy G. Kinder	2929 Lazy Lane Houston, Texas 77019	June 30, 2009

Nancy G. Kinder is hereby appointed and confirmed as Chair of the Board.

Dawn Ullrich and Guy Hagstette are hereby appointed as the ex-officio member(s) of the Board.

ARTICLE VIII. REGISTERED OFFICE, AGENT

The name of the initial registered agent of the Corporation is the Arturo G. Michel, and the street address of its initial registered agent is City of Houston Legal Department, 900 Bagby, 4th Floor, Houston, Texas, 77002, Attention: City Attorney.

ARTICLE IX. INCORPORATORS

The names and street addresses of the incorporators, who reside within the City, are as follows:

Name	Address
Richard Lapin	Deputy Chief of Staff to Mayor 901 Bagby, 3 rd Floor Houston, TX 77002
Guy Hagstette	Special Assistant to Mayor 901 Bagby, 3 rd Floor Houston, TX 77002
Robert Johnson	Assistant City Attorney City Attorney's Office City Hall Annex 900 Bagby, 4 th Floor Houston, Texas 77002

ARTICLE X. LIMITED LIABILITY

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the Director received an improper benefit, whether or not the benefit resulted from an act taken within the scope of the Director's office, or (iv) for acts or omissions for which the liability of a Director is expressly provided by statute. Any repeal or amendment of this Article by the Directors shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director existing at the time of such repeal or amendment. In addition to the circumstances in which a Director is not personally liable as set forth in the preceding sentences, a Director shall not be liable to the fullest extent permitted by any amendment to the Texas statutes hereafter enacted that further limits the liability of a Director. For purposes of this Article only, an ex-officio Director shall be considered a "Director."

ARTICLE XI. TAX MATTERS

In accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and regardless of any other provisions of these Articles of Incorporation or the laws of the State of Texas, the Corporation (a) shall not permit any part of the net earnings of the Corporation to inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes); (b) shall not devote more than an insubstantial part of its activities or income to attempting to influence legislation by propaganda or otherwise, (c) shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, and (d) shall not attempt to influence the outcome of any public election or election for public office or to carry on, directly or indirectly, any voter registration drives Any income earned by the Corporation after payment of reasonable expenses, debt and establishing a reserve shall be used for the benefit of the Downtown Park

ARTICLE XII. DISSOLUTION

If the Board determines by resolution that the purposes for which the Corporation was created have been substantially met and all bonds issued by and all obligations incurred by the Corporation have been fully paid, the Board may execute a certificate of dissolution which states those facts and declares the Corporation dissolved in accordance with the requirements of Section 394.026 of Vernon's Texas Codes Annotated, Local Government Code, or with applicable law then in existence

At any time after the expiration or termination of the Operating Agreement (or any amendment, restatement or replacement thereof) between the Corporation and Houston Downtown Park Conservancy relating to the operation of the Houston Downtown Park, the City Council may consider and approve an ordinance or resolution directing the Board to proceed with the dissolution of the Corporation Upon final approval of such an ordinance or resolution by City Council, the Board shall proceed with the dissolution of the Corporation in accordance with applicable state law The failure of the Board to proceed with the dissolution of the Corporation in accordance with this Section shall be deemed a cause for the removal from office of any or all of the Directors as permitted by Article VI of these Articles of Incorporation

Upon the dissolution of the Corporation, the Corporation's assets shall be distributed to the City and held and used for the benefit of the Downtown Park or, in the event the Downtown Park will not continue to exist, then to the City for public purposes

ARTICLE XIII. PUBLIC INSTRUMENTALITY

The Corporation is a constituted authority and a public or governmental instrumentality within the meaning of the regulations of the United States Treasury Department and the rulings of the Internal Revenue Service prescribed and promulgated pursuant to Section 103 of the Internal Revenue Code of 1986, as amended, and the Corporation is authorized to act on behalf of the City as provided in these Articles of Incorporation However, the Corporation is not a political subdivision or political authority of the State of Texas within the meaning of its

constitution and laws, including, without limitation, Article III, Section 52 of said constitution, and no agreements, bonds, debts, or obligations of the Corporation are or shall ever be deemed to be the agreements, bonds, debts, or obligations, or the lending of credit, or a grant of public money or thing of value, of or by the City or any other political subdivision or authority or government agency of the State of Texas, or a pledge of the faith and credit of any of them.

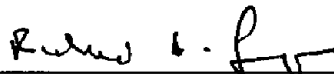
ARTICLE XIV. AMENDMENTS

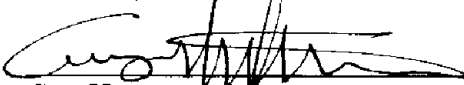
These Articles of Incorporation may not be changed or amended unless approved by the City Council of the City.

ARTICLE XV. SPONSOR

The City of Houston, Texas, is the sponsor of the Corporation . The City has specifically authorized the Corporation to act on the City's behalf to further the public purposes set forth above. Resolution No. 2004-22 approving the form of these Articles of Incorporation has been adopted by the City Council of the City on December 1, 2004.

IN WITNESS WHEREOF, each of the undersigned has hereunto set my hand this 10th day of December, 2004.


Richard Lapin, Incorporator
Deputy Chief of Staff to Mayor
901 Bagby, 3rd Floor
Houston, Texas 77002


Guy Hagstette, Incorporator
Special Assistant to Mayor
901 Bagby, 3rd Floor
Houston, Texas 77002


Robert Johnson, Incorporator
900 Bagby, 4th Floor
Houston, Texas 77002

THE STATE OF TEXAS §

COUNTY OF HARRIS §

Sworn to and subscribed before me on December 10, 2004 by Richard Lapin.

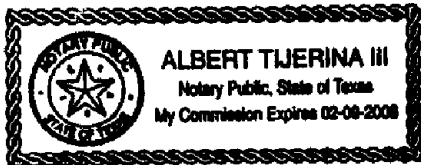


Cynthia W. King
Notary Public in and for
The State of Texas

THE STATE OF TEXAS §

COUNTY OF HARRIS §

Sworn to and subscribed before me on December 10, 2004 by Guy Haggstette.

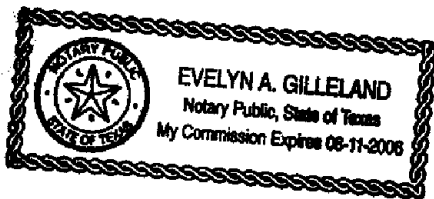


Albert Tjerina III
Notary Public in and for
The State of Texas

THE STATE OF TEXAS §

COUNTY OF HARRIS §

Sworn to and subscribed before me on December 10, 2004 by Robert Johnson.



Evelyn A. Gilleland
Notary Public in and for
The State of Texas

EXHIBIT B

Janet Karr
Chicago Title
909 Fannin #200
Houston, TX 77010

391447

Y136653
12/17/04 300537332 \$64.00

SPECIAL WARRANTY DEED

Y401157
04/18/05 300605211 \$64.00

WD
64
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THE STATE OF TEXAS §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

THAT CITY OF HOUSTON, TEXAS, a municipal corporation and home-rule city located principally in Harris County, Texas ("Grantor"), for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration given to Grantor by the Grantee herein named, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does GRANT, BARGAIN, SELL and CONVEY unto HOUSTON DOWNTOWN PARK CONSERVANCY, a Texas non-profit corporation ("Grantee"), whose mailing address is set forth below, all of those certain tracts of land, together with all improvements thereon, situated in the County of Harris, Texas, more particularly described in Exhibit A-1 (collectively, "Blocks 125 and 249") and Exhibit A-2 (collectively, "Blocks 124 and 127") attached hereto and made a part hereof for all purposes (Blocks 125 and 249 and Blocks 124 and 127 are collectively referred to herein as the "Subject Property"); together with: (i) any and all appurtenances belonging or appertaining thereto; (ii) any and all appurtenant easements or rights of way affecting the Subject Property and any rights of Grantor to use the same (save and except the Convention Center Parking Easement defined below); (iii) any and all rights of ingress and egress to and from the Subject Property and any rights of Grantor to use the same; (iv) all rights, title and interest of Grantor in the oil, gas and other minerals of every kind located in, on or under the Subject Property; and (v) all rights, title and interest of Grantor, if any, in and to (a) any and all roads, streets, alleys and ways (open or closed) crossing or traversing the Subject Property but not abutting or otherwise; (b) any and all air rights relating to the Subject Property and (c) any and all reversionary rights or interests in and to the Subject Property, save and except as expressly set forth in Paragraph 3(c) below (the Subject Property and other appurtenances, rights, interests and other property described in clauses (i) through (v) above being collectively referred to herein as the "Property").

For the same consideration, Grantor hereby also grants, bargains, sells and conveys to Grantee, and the term "Property" also includes, all rights, title and interest of Grantor, if any, in and to that certain tract of land located in Harris County, Texas, more particularly described in Exhibit A-3 attached hereto and made a part hereof for all purposes, (the "Crawford Street ROW Area"), including all improvements situated on or above such area, and all air rights relating to such area, but expressly excluding the Utility Easement, defined below, and any easement facilities situated under such area.

Notwithstanding anything contained in this Deed to the contrary, with regard to the rights and interests described in clauses (ii), (iii), (iv) and (v) of the first grammatical paragraph and those described in the second grammatical paragraph of this Deed, Grantor is hereby only granting, selling and conveying Grantor's rights, title or interest, if any, in and to the same without warranty of title (whether statutory, express, implied or otherwise).

This conveyance of the Property is made by Grantor and accepted by Grantee subject to (a) those matters set forth on Exhibit B attached hereto and incorporated herein by reference.

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(collectively, the "Permitted Exceptions"), and (b) the matters stated in this instrument as set forth below:

1. This conveyance of the Property is further made by Grantor and accepted by Grantee subject to, and Grantor hereby retains for itself and for its existing licensees and franchisees, a non-exclusive underground public utility easement (the "Utility Easement") under and across the Crawford Street ROW Area (such area being referred to in this Paragraph 1 as the "Easement Area"). The Utility Easement is for the purpose of the installation, construction, operation, maintenance, repair, relocation, removal and replacement of underground pipes, wires, lines and related equipment and facilities for water, sewer, drainage, electricity, gas, telephone, telecommunication and other utility purposes, together with reasonable rights of access on the surface of the Easement Area for purposes of maintenance of any of such underground utility facilities. No permanent buildings or structures shall be installed or constructed on the Easement Area, and Grantor shall not pave all or substantially all of the Easement Area; however, such Easement Area may be planted with landscaping and fences, curbs, walks, paths and private drives may be installed or constructed within such Easement Area. Grantor shall use reasonable efforts to give Grantee advance notice of any entry by Grantor or its contractors on the Easement Area for such access to the Utility Easement. Grantor agrees to restore, or to cause to be restored, the surface of the Easement Area to substantially the same condition in which it existed immediately prior to any entry by Grantor.

2. This conveyance of the Property is further made by Grantor and accepted by Grantee subject to, and Grantor hereby retains a non-exclusive underground easement (the "Convention Center Parking Easement") under and across Blocks 125 and 249 (as described in Exhibit A-1 attached hereto, and such area being referred to in this Paragraph 2 as the "Easement Area"). The Convention Center Parking Easement is for the purpose of the installation, construction, operation, maintenance, repair, relocation, removal and replacement of an underground parking structure for vehicles, including but not limited to related fixtures, systems, facilities and equipment (collectively, the "Easement Facilities") for use primarily as convention center parking facilities for the George R. Brown Convention Center located adjacent to the Property. The term "Easement Facilities" also includes, and the Convention Center Parking Easement shall also permit the limited use of the surface of the Easement Area for, necessary facilities appurtenant to the underground Easement Facilities, including but not limited to ventilation exhausts, pedestrian elevators, stairwells and entranceways, and vehicle entrance ramps, subject to Grantor's approval rights as to design and construction documents set forth below. Grantor shall make the underground vehicular parking spaces available for the use of users of the Property on the same terms and rates as Grantor charges for convention center parking in the same spaces. Such easement shall not be considered the dominant estate but instead shall be of equivalent priority with the estate conveyed to Grantee in this Deed. Such easement shall be subject to the following terms: (i) Grantor shall give Grantee not less than eighteen (18) months prior notice of Grantor's desire to commence construction of the Easement Facilities; (ii) Grantor shall have the exclusive right to design the Easement Facilities within the Easement Area; provided, however, that the design (A) shall not elevate the surface of the Easement Area to a level that is higher than it existed before the construction of the Easement Facilities, (B) shall

be at a depth that will leave sufficient ground cover to support the growth of oak, pecan, pine and other indigenous trees on the surface of the Easement Area, such depth to be reasonably determined by Grantee with the advice of professional horticulturalists or other qualified professionals as part of the initial design for the development of the Property as required in Paragraph 3(a)(i), (C) shall locate all vehicle entrances and exits so as to access onto public streets abutting the Property, excluding Crawford Street, with ramps down to the garage within the Property exempted from the coverage requirements described in (B) for a reasonable distance and subject to clause (E) below, (D) shall locate all pedestrian entrances and exits so as to access onto such public streets from locations on the periphery of the Property or, with Grantor's approval, and (E) the design, plans, specifications, construction drawings and material change orders for the Easement Facilities shall be subject to Grantee's approval not to be unreasonably withheld or delayed and which approval shall be based on Grantee's existing and future design plans for the surface of the Property situated within the area of Blocks 125 and 249; (iii) upon completion of construction of the Easement Facilities, or any maintenance, repair or replacement of any part thereof, Grantor shall be obligated to restore the surface of the Easement Area to substantially the same condition as it existed before such construction; (iv) "Houston Downtown Park Corporation," a Texas local government corporation created by the City of Houston (or the successor entity of such corporation) shall have the exclusive right to contract for (subject to Grantee's reasonable approval of any aspects affecting the surface of the Easement Area), and Grantee shall have the exclusive right to manage, the construction of the Easement Facilities, any repair or replacement (but not routine maintenance) of any part thereof affecting the surface of the Easement Area, and restoration of the surface of the Property, provided, however, that the contract schedule and contract price for any of such work shall be subject to Grantor's approval; (v) all such construction, repair or replacement of the Easement Facilities and all restoration of the surface of the Property shall be at Grantor's cost, and (vi) all revenues from the use and operation of the Easement Facilities shall be Grantor's. If Grantee has constructed and is using any underground parking facilities within the Easement Area before Grantor exercises its rights hereunder, Grantor's design, construction and operation of the Easement Facilities shall not materially adversely affect such pre-existing facilities of Grantee (which facilities shall not be deemed Easement Facilities), and all revenues from such pre-existing facilities of Grantee shall be Grantee's.

3. This conveyance of the Property is further made by Grantor and accepted by Grantee subject to the following condition and restrictive covenants, all of which shall run with the land constituting the Property, shall be binding upon Grantee and its successors and assigns, and shall inure to the benefit of Grantor:

(a) Condition and Covenant to Develop:

- (i) On or before December 31, 2007 (as such date may be extended for no more than two (2) periods of twelve (12) months each, by agreement between Grantor and Grantee), the Property shall be developed, subject to the Convention Center Parking Easement and the Utility Easement, (x) as park land and open space, including gardens, plantings and water features, and including at least 3.0 acres in the aggregate of open green space that

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could reasonably accommodate activities and events for tourist and convention visitors and their families, as well as residents of the City of Houston, and (y) as areas of 2.5 acres in the aggregate for related facilities and amenities, which may include light retail, restaurant, entertainment and other commercial, non-residential uses and structures (including, but not limited to, parking facilities to support such uses and structures), in the nature of attractions to, or amenities related to and supporting the use of, the balance of the Property for the purposes set forth in clause (x) above.

(ii) Notwithstanding anything contained in this Deed, the provisions of Subparagraph 3(a)(i) above will not constitute or effect a dedication of the Property as a park or recreation area.

(b) Operating and Maintenance Covenant:

(i) All improvements and fixtures situated on the Property shall at all times be operated and maintained in good, orderly and clean condition, with appropriate lighting and security measures designed to reduce crime and vagrancy.

(ii) All landscaping and plantings on the Property shall be maintained in attractive, healthy and orderly condition, with adequate supplies of water, and with periodic mowing and trimming.

(c) Enforcement Rights:

(i) If the Property is not timely developed in accordance with Paragraph 3(a) above, then Grantor shall have the right to re-enter the Property and assume ownership of all of the Property, it being the express intent of Grantor and Grantee that this instrument conveys to Grantee title to all of the Property subject to the condition subsequent set forth in Subparagraph 3(a) above and subject to all other matters set forth herein; provided, however, that in the event of such reversion of title, not less than 3.85 acres of the Property shall be restricted and dedicated to, and used for, green space, landscaped area or public park land, for the benefit of the public, and the foregoing restriction and dedication shall not merge with the title so reacquired by Grantor.

(ii) Grantor, in its sole discretion, may elect to waive its reversionary rights described in Subparagraph 3(c)(i) above by expressly stating such waiver in a written notice to Grantee, in which event Grantor shall have the right to enforce the provisions of Paragraph 3(a) in the same manner as its right to enforce the provisions of Paragraph 3(b), as described in Subparagraph 3(c)(iii) below.

(iii) Upon any breach of the covenants described in Paragraph 3(b) above, which breach remains uncured for more than 120 days, Grantor shall have the right to enforce the provisions of Paragraph 3(b) by seeking any

damages, injunctive relief and any other remedy to which it may be entitled by law or in equity; provided, however, that a waiver as to any one breach of such covenants from time to time shall not constitute a waiver as to any subsequent breach thereof.

- (iv) Notwithstanding anything to the contrary contained in this Deed, upon the reversion of title of Blocks 124 and 127 (as described in Exhibit A-2 attached hereto) to Grantee pursuant to the terms of that certain Special Warranty Deed dated as of even date herewith from Grantee, as grantor, to Houston Downtown Park Corporation, as grantee, recorded or to be recorded (subsequent to the recordation of this Deed) in the Real Property of Harris County, Texas, Blocks 124 and 127 shall automatically be released from the foregoing provisions of this Paragraph 3 and the terms hereof shall be null and void as to Blocks 124 and 127.

4. IT IS UNDERSTOOD AND AGREED THAT GRANTOR SPECIFICALLY DISCLAIMS ANY EXPRESS OR IMPLIED WARRANTY, GUARANTY OR REPRESENTATION, ORAL OR WRITTEN, PAST, PRESENT OR FUTURE, OF, AS TO, OR, CONCERNING (I) THE NATURE AND CONDITION OF THE PROPERTY AND THE SUITABILITY THEREOF FOR ANY AND ALL ACTIVITIES AND USES WHICH GRANTEE MAY ELECT TO CONDUCT THEREON, (II) THE COMPLIANCE OF THE PROPERTY OR ITS OPERATION WITH ANY LAWS, ORDINANCES OR REGULATIONS OF ANY GOVERNMENT OR OTHER AUTHORITY OR BODY, OR (III) THE EXISTENCE OF ANY TOXIC OR HAZARDOUS SUBSTANCE OR WASTE IN, ON, UNDER THE SURFACE OF OR ABOUT THE PROPERTY. GRANTEE AGREES THAT WITH RESPECT TO THE PROPERTY, GRANTEE HAS NOT RELIED UPON AND WILL NOT RELY UPON, EITHER DIRECTLY OR INDIRECTLY, ANY REPRESENTATION OR WARRANTY OF GRANTOR EXCEPT FOR THE WARRANTIES OF TITLE IN THIS DEED. GRANTEE AGREES THAT ANY INFORMATION PROVIDED TO GRANTEE BY GRANTOR WITH RESPECT TO THE PROPERTY WAS OBTAINED FROM A VARIETY OF SOURCES AND GRANTOR (A) HAS NOT MADE ANY INDEPENDENT INVESTIGATION OR VERIFICATION OF SUCH INFORMATION AND (B) HAS NOT MADE ANY EXPRESS OR IMPLIED, ORAL OR WRITTEN, REPRESENTATIONS AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION. GRANTEE AGREES THAT GRANTOR IS SELLING AND CONVEYING THE PROPERTY TO GRANTEE AND GRANTEE IS ACCEPTING THE PROPERTY ON AN "AS IS WHERE IS WITH ALL FAULTS" BASIS, AND GRANTEE AGREES THAT GRANTOR HAS NOT MADE ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, ARISING BY OPERATION OF LAW OR OTHERWISE, WHATSOEVER WITH RESPECT TO THE CONDITION OF THE PROPERTY, INCLUDING WITHOUT LIMITATION ANY REPRESENTATION OR WARRANTY REGARDING CONDITION, HABITABILITY, SUITABILITY, QUALITY OF CONSTRUCTION, WORKMANSHIP, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, AND GRANTEE HAS NOT RELIED UPON ANY ORAL STATEMENT OR REPRESENTATION MADE BY GRANTOR, ANY BROKER OR BY ANY OTHER PERSON.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto and in any wise belonging unto the said Grantee, its legal representatives, successors and assigns, forever, subject to the Permitted Exceptions and all other matters set forth herein. Grantor does hereby bind itself, its legal representatives and successors, to Warrant and Forever Defend all and singular the Subject Property only, subject to the Permitted Exceptions and all other matters set forth herein unto Grantee, its legal representatives,

successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor, but not otherwise.

[Remainder of this page intentionally left blank; signature page follows.]

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COPY

RE: 034-25-1948

EXECUTED on the dates of the acknowledgments set forth below; to be effective, however, for all purposes as of December 15, 2004.

10R

GRANTOR:

CITY OF HOUSTON, TEXAS

ATTEST:

By: *Arina Russell*
Arina Russell, City Secretary

By: *Bill White*
Bill White, Mayor

Approved as to form:

By: *Kathryn J. Farley*
Name: *Kathryn J. Farley*
Title: Assistant City Attorney
L.D. # 025-0400023-001
Ordinance # 2004-1240

Grantee joins in the execution of this instrument for the purposes of acknowledging and agreeing to the terms and provisions contained in this instrument.

GRANTEE:

HOUSTON DOWNTOWN PARK
CONSERVANCY

By: *Nancy G. Kinder*
Name: *Nancy G. Kinder*
Title: President

100

UNOFFICIAL COPY

Grantee's Address:

HOUSTON DOWNTOWN PARK CONSERVANCY
PO Box 130776
Houston, Texas 77219-0776
Attn: President

~~After recording, return to:~~

~~Ms. Cassie B. Stinson
Andrews Kurth LLP
600 Travis St., Ste. 4200
Houston, TX 77002~~

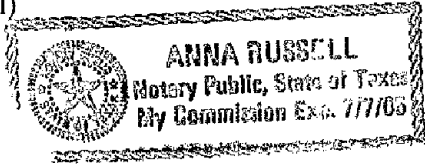
COPY UNOFFICIAL

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 16th day of December, 2004, by Bill White, Mayor of the City of Houston, Texas, a municipal corporation and home-rule city of the State of Texas, on behalf of said municipality.

(seal)



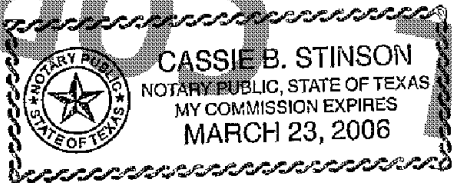
Anna Russell
Notary Public - State of Texas
My commission expires: _____

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 15th day of December, 2004, by Nancy G. Kinder, President of Houston Downtown Park Conservancy, a Texas nonprofit corporation.

Cassie B. Stinson
Notary Public - State of Texas
My commission expires: _____



UNOFFICIAL

1551-53-1951

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EXHIBIT A-1
TO
CITY DEED TO
HOUSTON DOWNTOWN PARK CONSERVANCY

LEGAL DESCRIPTION OF BLOCKS 125 AND 249

UNOFFICIAL

COPY

11-004-05-1952

EXHIBIT A-1

PROPERTY DESCRIPTION

Tract 1 of 3

**DESCRIPTION OF A PORTION OF
BLOCKS 122 AND 125
SOUTH SIDE BUFFALO BAYOU (S.S.B.B.)
AND A PORTION OF MCKINNEY AVENUE
AND JACKSON STREETS (ABANDONED)
IN THE CITY OF HOUSTON
HARRIS COUNTY, TEXAS**

Being a 3.138 acre tract (136,705 square feet) tract of land being a portion of Blocks 122 and 125 South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston, and a portion of McKinney Avenue, abandoned, recorded under Clerk's File No. K380306 of the Official Public Records of Real Property of Harris County, Texas (O.P.R.R.P.H.C.), and a portion of Jackson Street, abandoned, recorded under said Clerk's File No. K380306 O.P.R.R.P.H.C., being a portion of that certain residue tract conveyed by deed executed September 22, 1988 to Crescent Real Estate Equities Limited Partnership, recorded under Clerk's File No. S653086, Film Code No. 514-91-0517 O.P.R.R.P.H.C., said 3.138 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South 57°08'43" East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence, North 32°52'08" East, along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 950.53 feet to a point on said centerline of Crawford Street;

Thence, South 57°08'44" East, departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to an "X" chiseled in concrete set, for corner, being on the southeasterly right-of-way line of said Crawford Street for the **POINT OF BEGINNING** of the herein described tract, from which a 60d nail with shiner found, bears South 32°52'08" West, 432.30 feet;

A-1-1

D

Tract 1 of 3

Thence North $32^{\circ}52'08''$ E, along said southeasterly right of way line of said Crawford Street, a distance of 178.87 feet to a 5/8-inch iron rod with "TSC Surveying & Engineering Company cap set marking the intersection of said southeasterly right of way line of Crawford Street and the southerly right-of-way line of McKinney Avenue (80-foot width), from which a 5/8-inch iron with a Cotton Surveying cap found bears South $29^{\circ}13'$ West, 0.5', for the northwesterly corner of the herein described tract;

Thence, North $81^{\circ}07'28''$ East, along said southerly right-of-way line of said McKinney Avenue, a distance of 127.76 feet to a "mag" nail with shiner set marking the point of curvature of a curve to the right and being an interior corner of the herein described tract;

Thence, in a southeasterly direction curving to the right along said southerly right-of-way line of Walker Avenue, an arc length of 189.36 feet, having a radius of 260.00 feet, a central angle of $41^{\circ}43'48''$, and a chord that bears South $78^{\circ}00'38''$ East, 185.21 feet to a point on the southerly right-of-way line of Walker Avenue (width varies), from which a 5/8 inch iron rod found bears South $03^{\circ}24'$ East, 0.3 feet and a 5/8 inch iron found bears South $41^{\circ}53'$ East, 0.5 feet for the point of tangency of said curve;

Thence, South $57^{\circ}08'44''$ East, along said southerly right-of-way line of Walker Avenue, a distance of 164.22 feet to a point marking the northerly cut back corner of the intersection of the southerly right of way line of said Walker Avenue and the northwesterly right-of-way line of Avenida De Las Americas (120 foot width) recorded under Clerk's File No(s). J723283, J723282 and J180167 O.P.R.R.P.H.C., from which an "X" in concrete found bears North $08^{\circ}50'$ West, 0.2 feet, and an "X" in concrete found bears North $84^{\circ}55'$ East, 0.2 feet;

Thence, South $12^{\circ}08'18''$ East, along said cut back line, a distance of 35.35 feet to a chiseled "X" in concrete set, marking the southeasterly corner of said cutback for the southeasterly corner of the herein described tract;

Thence, South $32^{\circ}52'08''$ West, along said northwesterly right-of-way line of said Avenida De Las Americas, a distance of 304.87 feet to a chiseled "X" in concrete set for the southerly corner of the herein described tract, from which an "X" in concrete found bears South $32^{\circ}52'08''$ West, 555.35 feet;

Thence, North $57^{\circ}08'44''$ West, a distance of 457.59 feet to the **POINT OF BEGINNING** and containing a computed area of 3.138 acres (136,705 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

COPY

Tract 2 of 3

DESCRIPTION OF A PORTION OF
BLOCKS 248 AND 249
SOUTH SIDE BUFFALO BAYOU (S.S.B.B.)
AND A PORTION OF JACKSON STREET
(ABANDONED) IN THE CITY OF HOUSTON
HARRIS COUNTY, TEXAS

Being a 2.320 acre tract (101,069 square feet) tract of land, being a portion of Blocks 248 and 249 of South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston and being a portion of Jackson Street, abandoned, recorded under Clerk's File No. K380306 O.P.R.R.P.H.C., being a portion of that certain residue tract conveyed by deed executed September 22, 1988 to Crescent Real Estate Equities Limited Partnership (herein after referred to as Crescent Tract), recorded under Clerk's File No. S653086, Film Code No. 514-91-0517 O.P.R.R.P.H.C., said 2.320 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South 57°08'43" East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North 32°52'08" East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 518.23 feet to a point on said centerline of Crawford Street;

Thence South 57°08'44" East departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a 60D nail with shiner found marking the intersection between the southeasterly right-of-way line of said Crawford Street and the northeasterly line of Lamar Avenue (80-foot width), being the most westerly corner of aforesaid Crescent Tract, and being the most westerly corner and **POINT OF BEGINNING** of the herein described tract;

Tract 2 of 3

Thence North $32^{\circ}52'08''$ E along said southeasterly right-of-way line of said Crawford Street, a distance of 102.12 feet to a chiseled "X" in concrete set for the most northerly corner of the herein described tract;

Thence South $57^{\circ}08'44''$ East departing said southeasterly right-of-way line of said Crawford Street, being along the former southwesterly right-of-way line of abandoned Lamar Avenue, a distance of 457.59 feet to a chiseled "X" in concrete set for corner, being on the northwesterly right-of-way line of Avenida De Las Americas (120 - foot width) recorded under Clerk's File No(s). J723283, J723282 and J180167 O.P.R.P.H.C., and being the most easterly corner of the herein described tract;

Thence South $32^{\circ}52'08''$ West along said northwesterly right-of-way line of said Avenida De Las Americas, a distance of 225.17 feet to a chiseled "X" in concrete found marking the northeasterly cut back corner and being the easterly most southerly corner of the herein described tract;

Thence South $77^{\circ}51'42''$ West along said cut back line, a distance of 35.36 feet to a chiseled "X" in concrete set marking the southwesterly cut back corner, being on the northeasterly right-of-way line of Dallas Avenue (width varies), and being the westerly most southerly corner of the herein described tract;

Thence North $57^{\circ}08'43''$ West along said northeasterly right-of-way line of said Dallas Avenue, a distance of 170.64 feet to a chiseled "X" in concrete found marking the point of curvature for a tangent curve to the right, and being an interior corner of the herein described tract;

Thence in a northwesterly direction curving to the right departing said northeasterly right-of-way line of Dallas Avenue and being along aforesaid northeasterly right-of-way line of aforesaid Lamar Avenue, an arc length of 194.02 feet, having a radius of 260.00 feet, a central angle of $42^{\circ}45'18''$, and a chord that bears North $35^{\circ}46'05''$ West, 189.55 feet to a 5/8-inch iron rod with TSC cap found marking the point of tangency of said curve, and being an interior corner of the herein described tract;

Tract 2 of 3

Thence North $14^{\circ}23'26''$ West along said northeasterly right-of-way line of said Lamar Avenue, a distance of 116.31 feet to the **POINT OF BEGINNING** and containing a computed area of 2.320 acres (101,069 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

Tract 3 of 3 -- Air Rights

All those air rights, as hereinafter defined, being a portion of those rights conveyed by the City of Houston to Houston Center Corporation by Quitclaim Deed dated August 26, 1971, recorded under Harris County Clerk's File Number(s) D404337 of the Real Property Records of Harris County, Texas, such deed being authorized by City of Houston Ordinance No. 70-1881 passed on October 28, 1970, and a portion of those rights reserved by Houston Center Corporation and CFHC-2 Texas, Inc. under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as grantee, and filed for record under Harris County Clerk's File Number(s) J723283 of the Real Property Records of Harris County, Texas, the air rights conveyed by said Quitclaim Deed and reserved under said Declaration of Easement being the City of Houston easement rights between a plane 20 feet above the crowns of the existing streets and a plane 500 feet above such street crowns:

1. The following air rights over the streets set out below, which were reserved by Houston Center Corporation and CFHC-2 Texas, Inc. under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as Grantee, and filed under Harris County Clerk's File Number(s) J723283 and Film Code No. 096-831138:

(i) the Avenida de las Americas adjacent to Blocks 248 and 122 (part of Tr. 9);

(ii) Lamar Avenue between the east line of Crawford Street and the west line of abandoned Jackson Street (Tr. 12);

(iii) McKinney Avenue between the east line of Crawford Street and the west line of abandoned Jackson Street (Tr. 13);

(iv) Two triangular parcels of land, (1) out of Block 248 (corner of Dallas Avenue and the Avenida de las Americas) and (2) Block 122 (corner of Walker Avenue and the Avenida de las Americas) (part of Tr. 15).

2. The following air rights over the streets set out below, which were quitclaimed by the City of Houston to Houston Center Corporation in numbered paragraph 10 of that certain Quitclaim Deed dated August 26, 1971, recorded under Harris County Clerk's File Number D404337, of the Real Property Records of Harris County, Texas:

(i) the east half of Crawford Street between the northerly line of Lamar Avenue and to a line parallel thereto and extending from the northern boundary line of Tract II; and

(ii) the east half of Crawford Street from the southerly line of McKinney Avenue and to a line parallel thereto and extending from the southern boundary of Tract I.

EXHIBIT A-2
TO
CITY DEED TO
HOUSTON DOWNTOWN PARK CONSERVANCY
LEGAL DESCRIPTION OF BLOCKS 124 AND 127

UNOFFICIAL COPY

EXHIBIT A-2

TRACT I:

Being a 3.468 acre tract (151,085 square feet) tract of land, being a portion of Blocks 123 and 124 South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston, and a portion of Lamar Avenue abandoned by deed filed under Clerk's File No. K380306 of the Official Public Records of Real Property (O.P.R.O.R.P.) of Harris County, Texas and a portion of Jackson Street, abandoned, recorded under said Clerk's File No. K380306 O.P.R.R.P.H.C., being a portion of that certain residue tract conveyed to Crescent Real Estate Equities Limited Partnership (herein after referred as Crescent) by deed filed under Clerk's File No. S653086 (Film Code No. 514-91-0517) of the O.P.R.O.R.P. of Harris County, Texas, dated September 22, 1998 and being all of a called 1.4712 acre tract of land conveyed to said Crescent by deed filed under Clerk's File Number W444308 (Film Code Number 563-39-0969) of the O.P.R.O.R.P. of Harris County, Texas, dated February 14, 2003, said 3.468 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South 57°08'43" East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North 32°52'08" East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 620.36 feet to a point on said centerline of Crawford Street;

Thence South 57°08'44" East departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a found "X" chiseled in concrete set for corner, being on the southeasterly right-of-way line of said Crawford Street, being the most northerly corner of a called 2.320 acre tract of land as described by deed filed under Clerk's File Number W324576 (Film Code Number 561-12-2276) of the Official Public Records of Real Property of Harris County, Texas, dated December 30, 2002 and being the most westerly corner and **POINT OF BEGINNING** of the herein described tract, from which a 60d nail with shiner found, bears South 32°52'08" West, 102.12 feet;

Thence North 32°52'08" East along said southeasterly right-of-way line of said Crawford Street, a distance of 330.17 feet to a found "X" chiseled in concrete for corner, being the most westerly corner of a called 3.138 acre tract of land as described in said deed filed under Clerk's File Number W324576 and being the most northerly corner of the herein described tract;

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Thence South 57°08'44" East departing said southeasterly right-of-way line of said Crawford Street, being along the common line with said called 3.138 acre tract, same being along the former southwesterly right-of-way line of abandoned McKinney Street, a distance of 457.59 feet to a found chiseled "X" in concrete for corner, being on the northwesterly right-of-way line of Avenida De Las Americas (120 - foot width) recorded under Clerk's File No(s). J723283, J723282 and J180167 O.P.R.R.P.H.C., being the most southerly corner of said called 3.168 acre tract and being the most easterly corner of the herein described tract;

Thence South 32°52'08" West along said northwesterly right-of-way line of said Avenida De Las Americas, a distance of 330.17 feet to a found chiseled "X" in concrete for corner, being the easterly corner of aforementioned called 2.320 acre tract and being the most southerly corner of the herein described tract, from which a found "X" in concrete found bears South 32°52'08" West, 225.17 feet;

Thence North 57°08'44" West departing said northwesterly right-of-way line of said Avenida De Las Americas, being along the common line with said called 2.320 acre tract, same being along the former southwesterly right-of-way line of abandoned Lamar Street, a distance of 457.59 feet to the **POINT OF BEGINNING** and containing a computed area of 3.468 acres (151,085 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

Together with:

All those air rights, as hereinafter defined, in that portion of Crawford Street lying between the northwest line of Tract I and the centerline of Crawford Street, and that portion of Avenida De Las Americas lying between the southwesterly 80 feet of the southeast line of Tract I and the centerline of Avenida De Las Americas, being a portion of those rights conveyed by the City of Houston to Houston Center Corporation by Quitclaim Deed dated August 26, 1971, recorded under Harris County Clerk's File Number(s) D404337, of the Real Property Records of Harris County, Texas, such deed being authorized by City of Houston Ordinance No. 70-1881, passed on October 28, 1970, the air rights conveyed by said Quitclaim Deed being the City of Houston Easement rights between a plane 20 feet above the crowns of the existing streets and a plane 500 feet above such street crowns; and

All those air rights in that portion of Avenida De Las Americas lying between the ^{northeasterly} ~~northwesterly~~ 250 feet of the southeast line of Tract I, and the centerline of Avenida De Las Americas, as reserved by Houston Center Corporation and CFHC-2 Texas, Inc. under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as grantee, and filed for record under Harris County Clerk's File No.(s) J723283, of the Real Property Records of Harris County, Texas. JML

Also:

TRACT II:

Being a 1.872 acre tract (81,550 square feet) tract of land, being all of Block 127, a portion of Blocks 126 and 250 South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston conveyed to Crescent Real Estate Equities Limited Partnership by deed filed under Clerk's File No. S653086 (Film Code No. 514-91-0517) of the Official Public Records of Real Property (O.P.R.O.R.P.) of Harris County, Texas, dated September 22, 1998 and a portion of Lamar Avenue described as Tract 18 and a portion of McKinney Avenue described as Tract 19 by deed filed under Clerk's File No. K372514 (Film Code Number 036-73-1737) of the O.P.R.O.R.P. of Harris County, Texas dated January 3, 1985, said 1.872 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South $57^{\circ}08'43''$ East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North $32^{\circ}52'08''$ East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 592.16 feet to a point on said centerline of Crawford Street;

Thence North $57^{\circ}07'42''$ West departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a found 5/8-inch iron rod with cap for corner, being on the northwesterly right-of-way line of said Crawford Street, being on the northeasterly right-of-way line of Lamar (80-foot width, H.C.C.F. Number J723283) and being the most southerly corner and **POINT OF BEGINNING** of the herein described tract;

Thence North $14^{\circ}23'26''$ West along said northeasterly right-of-way line of said Lamar Avenue, a distance of 26.26 feet to a found "5/8-inch iron rod with cap for corner marking a point of curvature for a tangent curve to the left, and being an interior corner of the herein described tract;

Thence in a northwesterly direction curving to left along said curve along said northeasterly right-of-way line of Lamar Avenue, an arc distance of 253.70 feet (radius = 340.00 feet, delta = $42^{\circ}45'12''$, chord bears = North $35^{\circ}46'02''$ West, 247.86 feet) to a found chiseled "X" in concrete for corner, being on the southeasterly right-of-way line of La Branch Street (80-foot width) and being the most westerly corner of the herein described tract;

Thence North $32^{\circ}52'08''$ East along said southeasterly right-of-way line of La Branch Street, a distance of 250.17 feet to a found chiseled "X" in concrete for corner, being on the southwesterly

right-of-way of McKinney Avenue (80-foot width, H.C.C.F. Number J723283) and being the most northerly corner of the herein described tract;

Thence in a southeasterly direction curving to left along a non-tangent curve to the left along said southwesterly right-of-way line of McKinney Avenue, an arc distance of 247.64 feet (radius = 340.00 feet, delta = $41^{\circ}43'54''$, chord bears = South $78^{\circ}00'35''$ East, 242.20 feet) to a found 1-inch iron pipe with cap for corner marking the point of tangency of said curve and being an interior corner of the herein described tract;

Thence North $81^{\circ}07'28''$ East along said southwesterly right-of-way line of McKinney Avenue, a distance of 31.91 feet to a found chiseled "X" in concrete for corner, being on aforementioned northwesterly right-of-way line of Crawford Street and being the most easterly corner of the herein described tract;

Thence in the southwesterly direction along said northwesterly right-of-way line of Crawford Street the following courses and distances to interior corners of the herein described tract:

South $32^{\circ}52'08''$ West, 107.50 feet to a set 5/8-inch iron rod with TSC cap;

South $57^{\circ}08'44''$ East, 9.70 feet to a found chiseled "X" in concrete;

South $32^{\circ}52'08''$ West, 90.06 feet to a found chiseled "X" in concrete;

North $57^{\circ}07'52''$ West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

South $32^{\circ}52'08''$ West, 35.03 feet to a set 5/8-inch iron rod with TSC cap;

South $57^{\circ}07'52''$ East, 9.70 feet to a found chiseled "X" in concrete;

South $32^{\circ}52'08''$ West, 125.09 feet to a found chiseled "X" in concrete;

North $57^{\circ}08'44''$ West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

South $32^{\circ}52'08''$ West, 108.17 feet to the **POINT OF BEGINNING** and containing a computed area of 1.872 acres (81,550 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

Together with:

All those air rights, as hereinafter defined, in those portions of Crawford Street, Lamar Avenue, LaBranch Street and McKinney Avenue, lying between the boundary lines of Tract II and the centerlines of such streets, being a portion of those rights conveyed by the City of Houston to Houston Center Corporation and Mike Persia Chevrolet Corp., respectively by the following two

Quitclaim Deeds, the first dated August 26, 1971, recorded under Harris County Clerk's File Number (s) D404337, of the Real Property Records of Harris County, Texas and the second dated August 26, 1971, recorded under Harris County Clerk's File Number(s) D410360, of the Real Property Records of Harris County, Texas, both such deeds being authorized by City of Houston Ordinance No. 70-1881, passed on October 28, 1970, and a portion of those rights reserved by Houston Center Corporation and CFHC-2 Texas, Inc., under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as grantee, and filed for record under Harris County Clerk's File No. J723283, of the Real Property Records of Harris County, Texas, the air rights conveyed by said Quitclaim Deeds and reserved under said Declaration of Easement being the City of Houston easement rights between a plane 20 feet above the crowns of the existing streets and a plane 500 feet above such street crowns.

A-2-5

HOU:2386852.1

EXHIBIT A-3
TO
CITY DEED TO
HOUSTON DOWNTOWN PARK CONSERVANCY

LEGAL DESCRIPTION OF CRAWFORD STREET ROW AREA

COPY UNOFFICIAL

EXHIBIT A-3

DESCRIPTION OF A CALCULATED 0.9411 OF ONE
ACRE TRACT OF LAND, BEING ALL OF CRAWFORD
STREET BETWEEN LAMAR AVENUE AND MCKINNEY
AVENUE OF SOUTH SIDE BUFFALO BAYOU (S.S.B.B.)
IN THE CITY OF HOUSTON, HARRIS COUNTY, TEXAS

Being a 0.9411 of one acre tract (40,994 square feet) tract of land, being all of Crawford Street that is located between Lamar Avenue (southerly side) and McKinney Avenue (northerly side) said 0.9411 of one acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South 57°08'43" East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North 32°52'08" East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 518.24 feet to a point on said centerline of Crawford Street;

Thence South 57°07'52" East departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a found 60D nail with shiner for corner, being on the southeasterly right-of-way line of said Crawford Street, being on the northeasterly right-of-way line of Lamar (80-foot width, H.C.C.F. Number J723283) and being the most southerly corner and **POINT OF BEGINNING** of the herein described tract;

Thence North 14°23'26" West along the projection of said northeasterly right-of-way line of said Lamar Avenue, a distance of 108.93 feet to a found 1-inch iron rod with cap for corner, being on the northwesterly right-of-way line of Crawford Street and being the most westerly corner of the herein described tract;

A-3-1

Thence in the northeasterly direction along said northwesterly right-of-way line of Crawford Street the following courses and distances to interior corners of the herein described tract:

North 32°52'08" East, 108.17 to a set 5/8-inch iron rod with TSC cap;

South 57°08'44" East, 9.70 feet to a found chiseled "X" in concrete;

North 32°52'08" East, 125.09 feet to a found chiseled "X" in concrete;

North 57°07'52" West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

North 32°52'08" East, 35.03 feet to a set 5/8-inch iron rod with TSC cap;

South 57°07'52" East, 9.70 feet to a found chiseled "X" in concrete;

North 32°52'08" East, 90.06 feet to a found chiseled "X" in concrete;

North 57°08'44" West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

North 32°52'08" East, 107.50 feet to a set chiseled "X" in concrete for corner, being on the southwesterly right-of-way of McKinney Avenue (80-foot width, H.C.C.F. Number J723283) and being the most northerly corner of the herein described tract;

Thence North 81°07'28" East along the projection of said southwesterly right-of-way line of said McKinney Avenue, a distance of 107.22 feet to a set chiseled "X" in concrete for corner, being on aforementioned southeasterly right-of-way line of Crawford Street and being the most easterly corner of the herein described tract;

Thence South 32°52'08" West along said southeasterly right-of-way line of Crawford Street, a distance of 611.17 feet to the **POINT OF BEGINNING** and containing a computed area of 0.9411 of one acre (40,994 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

FILED
05 APR 18 AM 11:39
DOHITY CLERK
HARRIS COUNTY TEXAS

**EXHIBIT B
TO
CITY DEED TO
HOUSTON DOWNTOWN PARK CONSERVANCY**

PERMITTED EXCEPTIONS


1. Restrictive covenants contained in Ordinance No. 70-1881, attached as Exhibit "A" in instrument filed for record under Clerk's File Nos. D404337 and N472220, as amended by instruments filed for record under Clerk's File Nos. V493836, W303450, W700851 and X246165, Real Property Records, Harris County, Texas.
2. Easement for electrical distribution equipment granted to Houston Lighting and Power Company, granted in instrument filed for record under Clerk's File No. T551539, and being located as depicted in Sketch No. 98-533 attached thereto.
3. Restrictive covenants contained in Special Warranty Deed from Crescent Real Estate Equities Limited Partnership and Crescent Duddleston Hotel Partnership, L.P. to City of Houston, dated as of December 30, 2002, filed for record under Clerk's File No. W324576, Real Property Records, Harris County, Texas, covering Blocks 125 and 249, as described in Exhibit A-1 of the Special Warranty Deed to which this Exhibit B is attached, as amended by the First Amendment to Restrictive Covenants dated as of even date herewith, executed by Crescent Real Estate Equities Limited Partnership, Park Blocks, Ltd., and Towanda Development Corp., recorded or to be recorded in the Real Property Records, Harris County, Texas.
4. Restrictive covenants contained in Special Warranty Deed from Crescent Real Estate Equities Limited Partnership to City of Houston, Texas, dated as of even date herewith, recorded or to be recorded in the Real Property Records, Harris County, Texas, covering Blocks 124 and 127, as described in Exhibit A-2 of the Special Warranty Deed to which this Exhibit B is attached.

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County, Texas on

DEC 17 2004



Beverly L. Kayman

COUNTY CLERK
HARRIS COUNTY, TEXAS

FILED

2004 DEC 17 PM 2:16

Beverly L. Kayman

COUNTY CLERK
HARRIS COUNTY, TEXAS

RECORDER'S MEMORANDUM:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts additions and changes were present at the time the instrument was filed and recorded

COPY

UNOFFICIAL COPY

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW THE STATE OF TEXAS

COUNTY OF HARRIS
I hereby certify that this instrument was FILED in file number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED, in the Official Public Records of Real Property of Harris County Texas on

APR 18 2005



Brendy L. Kayfman

COUNTY CLERK
HARRIS COUNTY, TEXAS

COPY

EXHIBIT C

Return to:
Janet Karr
Chicago Title
909 Fannin #200
Houston, TX 77010

391447

Y136657
12/17/04 300537335 \$64.00

SPECIAL WARRANTY DEED

Y401160
04/18/05 300605212 \$64.00

THE STATE OF TEXAS §
COUNTY OF HARRIS §

KNOW ALL MEN BY THESE PRESENTS:

THAT HOUSTON DOWNTOWN PARK CONSERVANCY, a Texas non-profit corporation ("Grantor"), for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration given to Grantor by the Grantee herein named, the receipt and sufficiency of which are hereby acknowledged, has GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does GRANT, BARGAIN, SELL and CONVEY unto HOUSTON DOWNTOWN PARK CORPORATION, a Texas local government corporation created by the City of Houston pursuant to Chapter 431 of the Texas Transportation Code ("Grantee"), whose mailing address is set forth below, all of those certain tracts of land, together with all improvements thereon, situated in the County of Harris, Texas, more particularly described in Exhibit A-1 (collectively, "Blocks 125 and 249") and Exhibit A-2 (collectively, "Blocks 124 and 127") attached hereto and made a part hereof for all purposes (Blocks 125 and 249 and Blocks 124 and 127 are collectively referred to herein as the "Subject Property"); together with: (i) any and all appurtenances belonging or appertaining thereto; (ii) any and all appurtenant easements or rights of way affecting the Subject Property and any rights of Grantor to use the same; (iii) any and all rights of ingress and egress to and from the Subject Property and any rights of Grantor to use the same; (iv) all rights, title and interest of Grantor in the oil, gas and other minerals of every kind located in, on or under the Subject Property; and (v) all rights, title and interest of Grantor, if any, in and to (a) any and all roads, streets, alleys and ways (open or closed) affecting, crossing, fronting or bounding the Subject Property but not otherwise, (b) any and all air rights relating to the Subject Property and (c) any and all reversionary rights or interests in and to the Subject Property, save and except as expressly set forth in Paragraph 2 below (the Subject Property and other appurtenances, rights, interests and other property described in clauses (i) through (v) above being collectively referred to herein as the "Property").

For the same consideration, Grantor hereby also grants, bargains, sells and conveys to Grantee, and the term "Property" also includes, all rights, title and interest of Grantor, if any, in and to that certain tract of land located in Harris County, Texas, more particularly described in Exhibit A-3 attached hereto and made a part hereof for all purposes, (the "Crawford Street ROW Area"), including all improvements situated on or above such area, and all air rights relating to such area, but expressly excluding the Utility Easement (as defined in that certain prior deed, dated as of even date herewith, from City of Houston, Texas, to Grantor, covering the Property, and recorded or to be recorded in the Real Property Records of Harris County, Texas), and any easement facilities situated under such area.

Notwithstanding anything contained in this Deed to the contrary, with regard to the rights and interests described in clauses (ii), (iii), (iv) and (v) of the first grammatical paragraph and those described in the second grammatical paragraph of this Deed, Grantor is hereby only granting, selling and conveying Grantor's rights, title or interest, if any, in and to the same without warranty of title (whether statutory, express, implied or otherwise).

WD
64/64
X

HOUSTON DOWNTOWN PARK CORPORATION

This conveyance of the Property is made by Grantor and accepted by Grantee subject to (a) those matters set forth on Exhibit B attached hereto and incorporated herein by reference (collectively, the "**Permitted Exceptions**"), and (b) the matters stated in this instrument as set forth below:

1. This conveyance of the Property is made by Grantor and accepted by Grantee subject to, and Grantor hereby retains for itself and for its existing licensees and franchisees, an exclusive easement (the "**Amenities Easement**") in, on, over, under and across the Property for the purpose of light retail, restaurant, entertainment and other commercial, non-residential uses and structures (including but not limited to parking facilities to support such uses and structures), in the nature of attractions to, or amenities for or related to and supporting the use of the balance of the Property for purposes of park and open space; provided, however, that all revenues and income at any time generated by the use or lease of any part of the Amenities Easement shall be applied, for the benefit of the Property, to park related costs and expenses. The Amenities Easement shall be an unlocated easement on the Property, but in all events the Amenities Easement shall be 2.5 acres of land, in the aggregate, within the Property. The initial areas of the Property to be developed as portions of the Amenities Easement shall be designated by Grantor; provided, however, that specific areas of such Amenities Easement may be relocated within the Property from time to time, at Grantor's discretion, at Grantor's expense and, upon the expiration or termination of any operating agreement between Grantor and Grantee relating to the Property, subject to Grantee's consent, not to be unreasonably withheld or delayed. Use of areas designated as part of the Amenities Easement in a manner that is consistent with the purposes of the Amenities Easement shall not, in and of itself, constitute a breach of the Conservancy Requirements.
2. This conveyance of the Property is further made by Grantor and accepted by Grantee subject to the following covenants, restrictions and limitations of title (collectively, the "**Conservancy Requirements**"), all of which shall run with the land constituting the Property, shall be binding upon Grantee, its successors and assigns, and shall inure to the benefit of Grantor, its successors and assigns:
 - (a) Covenants as to Development.
 - (i) On or before December 31, 2007 (as such date may be extended by Grantee for no more than two (2) periods of twelve (12) months each, by agreement between Grantor and Grantee), the Property shall be developed, subject to the Convention Center Parking Easement retained in the City Deed (defined below) and the Amenities Easement, (x) as park land and open space, including without limitation gardens, plantings and water features, and including at least 3.0 acres in the aggregate of open green space that could reasonably accommodate activities and events for tourist and convention visitors and their families, as well as residents of the City of Houston, and (y) as facilities and amenities permitted in the Amenities Easement. The "City Deed" means the Special Warranty Deed from City of Houston, Texas, as grantor, to Grantor, as grantee, dated as of even date

herewith, recorded or to be recorded in the Real Property Records, Harris County, Texas, covering all of the Property.

- (ii) Upon substantial completion of the initial development of the Property in accordance with the Approved Project Design, no future or additional capital improvements costing more than \$500,000 (which number shall be increased by \$100,000 on every tenth (10th) anniversary of the effective date of this deed, but in no event more than \$1,000,000) in hard construction costs shall be permitted to be constructed or installed on the Property except with Grantor's prior written approval.
- (iii) No buildings, walls, statues, sculptures or other structures shall be installed or constructed on the Property, including the Amenities Easement, that exceed two (2) levels or stories above ground or that exceed forty-five (45) feet in height, inclusive of roofs, roof ornamentation, antennae or other fixtures or equipment, except with Grantor's prior written approval. No building or other enclosed structure (including but not limited to any above-ground parking garage structure) shall be permitted consisting of more than 8,000 square feet of space except with Grantor's prior written approval.
- (iv) Notwithstanding anything contained in this Deed, the provisions of Subparagraph 2(a)(1) above will not constitute or effect a dedication of the Property as a park or recreation area.

(b) Covenants as to Use.

The Property (save and except those portions thereof designated from time to time for use as the Amenities Easement) shall be subject to the following restrictions, covenants and limitations relating to use (all of which are included in the Conservancy Requirements):

- (i) Such property shall be used solely as an urban public park of high quality, reputation and natural beauty, including but not limited to open green space, gardens and plantings and water features, for the use, benefit and enjoyment of residents of the City of Houston, and tourists and convention and business visitors and their families.
- (ii) Regardless of whether the following types of uses, activities and events might otherwise be considered to be typical of or permitted in public parks, the following uses of such property are prohibited:
 - A. Fairgrounds or festival sites for major recurring festivals or other recurring mass gatherings or events using all or substantially all of such property;
 - B. Circuses, carnivals or amusement park rides (provided however that children's carousels and other playground equipment for children shall not be prohibited);

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- C. Museums, zoos (other than temporary petting zoos offered primarily for children in connection with specific activities or events on such property);
- D. Overnight camping or sleeping;
- E. "Dog parks" or other pet-oriented facilities designed, intended or otherwise used primarily for the purpose of allowing animals to roam freely or move about without leashes or other similar restraints; or
- F. Public or private parking lots or parking structures, except with Grantor's prior written approval; helicopter or balloon landing pads.

(c) Covenants as to Operation and Maintenance:

The Property (save and except those portions thereof designated from time to time for use as the Amenities Easement) shall be subject to the following restrictions, covenants and limitations relating to maintenance standards (all of which are included in the Conservancy Requirements):

- (i) Such property shall be operated and maintained solely as an urban public park of high quality, reputation and natural beauty, including but not limited to open green space, gardens and plantings and water features, for the use, benefit and enjoyment of residents of the City of Houston, and tourists and convention and business visitors and their families.
- (ii) All improvements and fixtures situated on such property shall at all times be operated and maintained in good, orderly and clean condition, with appropriate lighting and security measures designed to reduce crime and vagrancy.
- (iii) All receptacles for the accumulation and storage of trash (such as dumpsters, carts and large bins, but not the individual litter baskets or trash cans distributed throughout the Property for deposit and collection of trash) shall be concealed by fencing or shrubbery. All maintenance equipment, vehicles and materials and supplies shall be stored in secured enclosures.
- (iv) All landscaping and plantings shall be maintained in attractive, healthy and orderly condition, with adequate supplies of water, and with periodic mowing and trimming.
- (v) Grantor and Grantee will enter into an operating agreement pursuant to which Grantor will operate and maintain the property in accordance with the matters set forth in this deed. If the annual management fee to be payable to Grantor under such operating agreement is not fully and timely

paid to Grantor within the applicable grace period therefor (whether or not appropriated), Grantor shall have the right to terminate such operating agreement and exercise its rights set forth in Paragraph 2(d) hereof.

- (vi) Notwithstanding anything to the contrary contained in this Section 2(c), if the operating agreement referred to in Section 2(c)(v) hereof is terminated, Grantee will not be in default under the terms of this Section 2(c) if the Property subject to this Section 2(c) is operated and maintained in accordance with the terms of this Section 2(c), but only to the extent such can be operated and maintained in accordance with this Section 2(c) with funds equal to the sum of (x) the annual management fee (as adjusted) as if such fee were required to continue to be paid under the operating agreement described in Section 2(c)(v) herein and (y) the net revenue received by Grantee for the use and operation of the Amenities Easement.

(d) Grantor's Rights of Enforcement:

- (i) All Conservancy Requirements, as set forth in the provisions of Subparagraphs 2(a), (b) and (c), are expressly deemed to be limitations on the title conveyed herein, it being the express intent of Grantor and Grantee that this instrument conveys to the Grantee a determinable estate in and to the Property (save and except Blocks 125 and 249 (as described in Exhibit A-1 attached hereto), which is conveyed to Grantee in fee simple absolute), subject to all matters set forth herein. Upon any breach of any Conservancy Requirement, which breach remains uncured for more than 120 days, or if the annual management fee described in Subparagraph 2(c)(v) is not fully and timely paid within the applicable grace period therefor (whether or not appropriated), all rights, title, and interest to all of the Property, save and except Blocks 125 and 249, shall automatically revert to and vest in Grantor, its successors and assigns, without the necessity of any further act or entry on the part of or on behalf of Grantor.
- (ii) In the event of such reverter of title to Grantor (A) the portion of the Property that reverts to Grantor shall be free and clear of any covenants and restrictions set forth in the City Deed; (B) if Grantor elects to continue to operate the reverted portion of the Property as a park, the same shall be a private park, the Amenities Easement shall not merge with Grantor's title and all net income from the Amenities Easement shall be applied to support the private park on such reverted portion of the Property; and (C) if Grantor elects to use or sell the reverted portion of the Property for use as commercial, multi-family residential or other non-park related use, then (w) not less than 3.85 acres of Blocks 125 and 249 shall continue to be restricted and dedicated to, and used for, green space, landscaped area or public park land, for the benefit of the public, (x) the portion of the Amenities Easement located on the reverted portion of the Property shall merge with Grantor's title, and (y) any portion of the Amenities Easement that is then located on Blocks 125 and 249 shall remain in effect (provided

that if the total area of such portion of the Amenities Easement, when added to the 3.85 acres described in clause (w) above, exceeds the total acreage of Blocks 125 and 249, then the excess acreage of the Amenities Easement shall also be terminated), and (z) all net income from such remaining portion of the Amenities Easement shall be applied to support the green space, landscaped area or public park land on Blocks 125 and 249.

- (iii) Grantor, in its sole discretion, may elect to waive such reversion of title described in Subparagraph 2(d)(i) above with regard to any particular breach of any Conservancy Requirement from time to time, by expressly stating such waiver in a written notice to Grantee, in which event Grantor shall have the right to enforce the Conservancy Requirements by seeking any damages, injunctive relief and any other remedy to which it may be entitled by law or in equity; provided, further, however, that such waiver as to any one breach from time to time shall not constitute a waiver as to any subsequent breach.
- (iv) Notwithstanding any other provision in this Subparagraph 2(d), as long as the operating agreement described above remains in effect and Grantor has control of the operation and management of the Property in accordance with the terms thereof, Grantor's enforcement rights under this Subparagraph 2(d) shall be barred to the extent necessary to prevent the inequitable result of Grantor's own acts or omissions which result in a breach of any Conservancy Requirement giving rise to such enforcement rights or reversion of title.

3. IT IS UNDERSTOOD AND AGREED THAT GRANTOR SPECIFICALLY DISCLAIMS ANY EXPRESS OR IMPLIED WARRANTY, GUARANTY OR REPRESENTATION, ORAL OR WRITTEN, PAST, PRESENT OR FUTURE, OF, AS TO, OR, CONCERNING (I) THE NATURE AND CONDITION OF THE PROPERTY AND THE SUITABILITY THEREOF FOR ANY AND ALL ACTIVITIES AND USES WHICH GRANTEE MAY ELECT TO CONDUCT THEREON, (II) THE COMPLIANCE OF THE PROPERTY OR ITS OPERATION WITH ANY LAWS, ORDINANCES OR REGULATIONS OF ANY GOVERNMENT OR OTHER AUTHORITY OR BODY, OR (III) THE EXISTENCE OF ANY TOXIC OR HAZARDOUS SUBSTANCE OR WASTE IN, ON, UNDER THE SURFACE OF OR ABOUT THE PROPERTY. GRANTEE AGREES THAT WITH RESPECT TO THE PROPERTY, GRANTEE HAS NOT RELIED UPON AND WILL NOT RELY UPON, EITHER DIRECTLY OR INDIRECTLY, ANY REPRESENTATION OR WARRANTY OF GRANTOR EXCEPT FOR THE WARRANTIES OF TITLE IN THIS DEED. GRANTEE AGREES THAT ANY INFORMATION PROVIDED TO GRANTEE BY GRANTOR WITH RESPECT TO THE PROPERTY WAS OBTAINED FROM A VARIETY OF SOURCES AND GRANTOR (A) HAS NOT MADE ANY INDEPENDENT INVESTIGATION OR VERIFICATION OF SUCH INFORMATION AND (B) HAS NOT MADE ANY EXPRESS OR IMPLIED, ORAL OR WRITTEN, REPRESENTATIONS AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION. GRANTEE AGREES THAT GRANTOR IS SELLING AND CONVEYING THE PROPERTY TO GRANTEE AND GRANTEE IS ACCEPTING THE PROPERTY ON AN "AS IS WHERE IS WITH ALL FAULTS" BASIS, AND GRANTEE AGREES THAT GRANTOR HAS NOT MADE ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, ARISING BY OPERATION OF LAW OR OTHERWISE, WHATSOEVER WITH RESPECT TO THE

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CONDITION OF THE PROPERTY, INCLUDING WITHOUT LIMITATION ANY REPRESENTATION OR WARRANTY REGARDING CONDITION, HABITABILITY, SUITABILITY, QUALITY OF CONSTRUCTION, WORKMANSHIP, MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, AND GRANTEE HAS NOT RELIED UPON ANY ORAL STATEMENT OR REPRESENTATION MADE BY GRANTOR, ANY BROKER OR BY ANY OTHER PERSON.

TO HAVE AND TO HOLD the Property, together with all and singular the rights and appurtenances thereto and in any wise belonging unto the said Grantee, its legal representatives, successors and assigns, forever, subject to the Permitted Exceptions and all other matters set forth herein. Grantor does hereby bind itself, its legal representatives and successors, to Warrant and Forever Defend all and singular the Subject Property only, subject to the Permitted Exceptions and all other matters set forth herein, unto Grantee, its legal representatives, successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under Grantor, but not otherwise.

[Remainder of this page intentionally left blank; signature page follows.]

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EXECUTED on the dates of the acknowledgments set forth below; to be effective, however, for all purposes as of December 15, 2004.

GRANTOR:

HOUSTON DOWNTOWN PARK
CONSERVANCY
a Texas non-profit corporation

102

By: Nancy G. Kinder
Name: Nancy G. Kinder
Title: Chair and President

Grantee joins in the execution of this instrument for the purposes of acknowledging and agreeing to the terms and provisions contained in this instrument.

HOUSTON DOWNTOWN PARK
CORPORATION
a Texas local government corporation

102

By: Nancy G. Kinder
Name: Nancy G. Kinder
Title: Chair and President

Grantee's Address:

HOUSTON DOWNTOWN PARK CORPORATION
PO Box 130776
Houston, Texas 77219-0776
Attn: President
Council Ordinance #2004- 12-04
L.D. #025-0400023-001

UNOFFICIAL COPY

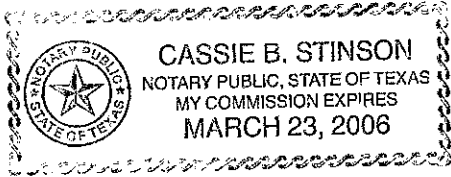
After recording, return to:

Ms. Cassie B. Stinson
Andrews Kurth LLP
600 Travis St., Ste. 4200
Houston, TX 77002

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 15th day of December, 2004, by Nancy G. Kinder, Chair and President of Houston Downtown Park Conservancy, a Texas nonprofit corporation, on behalf of such corporation.

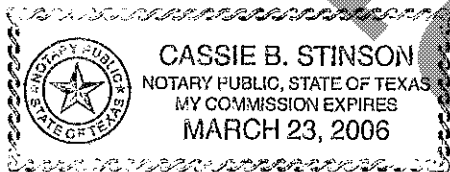


Cassie B Stinson
Notary Public - State of Texas
My commission expires: _____

THE STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on the 15th day of December, 2004, by Nancy G. Kinder, Chair and President of Houston Downtown Park Corporation, a Texas local government corporation created by the City of Houston, on behalf of such corporation.



Cassie B Stinson
Notary Public - State of Texas
My commission expires: _____

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EXHIBIT A-1
TO
CONSERVANCY DEED TO
HOUSTON DOWNTOWN PARK CORPORATION
LEGAL DESCRIPTION OF BLOCKS 125 AND 249

COPY

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EXHIBIT A-1

PROPERTY DESCRIPTION

Tract 1 of 3

DESCRIPTION OF A PORTION OF
BLOCKS 122 AND 125
SOUTH SIDE BUFFALO BAYOU (S.S.B.B.)
AND A PORTION OF MCKINNEY AVENUE
AND JACKSON STREETS (ABANDONED)
IN THE CITY OF HOUSTON
HARRIS COUNTY, TEXAS

Being a 3.138 acre tract (136,705 square feet) tract of land being a portion of Blocks 122 and 125 South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston, and a portion of McKinney Avenue, abandoned, recorded under Clerk's File No. K380306 of the Official Public Records of Real Property of Harris County, Texas (O.P.R.R.P.H.C.), and a portion of Jackson Street, abandoned, recorded under said Clerk's File No. K380306 O.P.R.R.P.H.C., being a portion of that certain residue tract conveyed by deed executed September 22, 1988 to Crescent Real Estate Equities Limited Partnership, recorded under Clerk's File No. S653086, Film Code No. 514-91-0517 O.P.R.R.P.H.C., said 3.138 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South 57°08'43" East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence, North 32°52'08" East, along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 950.53 feet to a point on said centerline of Crawford Street;

Thence, South 57°08'44" East, departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to an "X" chiseled in concrete set, for corner, being on the southeasterly right-of-way line of said Crawford Street for the POINT OF BEGINNING of the herein described tract, from which a 60d nail with shiner found, bears South 32°52'08" West, 432.30 feet;

Tract 1 of 3

Thence North 32°52'08" E, along said southeasterly right of way line of said Crawford Street, a distance of 178.87 feet to a 5/8-inch iron rod with "TSC Surveying & Engineering Company cap set marking the intersection of said southeasterly right of way line of Crawford Street and the southerly right-of-way line of McKinney Avenue (80-foot width), from which a 5/8-inch iron with a Cotton Surveying cap found bears South 29°13' West, 0.5', for the northwesterly corner of the herein described tract;

Thence, North 81°07'28" East, along said southerly right-of-way line of said McKinney Avenue, a distance of 127.76 feet to a "mag" nail with shiner set marking the point of curvature of a curve to the right and being an interior corner of the herein described tract;

Thence, in a southeasterly direction curving to the right along said southerly right-of-way line of Walker Avenue, an arc length of 189.36 feet, having a radius of 260.00 feet, a central angle of 41°43'48", and a chord that bears South 78°00'38" East, 185.21 feet to a point on the southerly right-of-way line of Walker Avenue (width varies), from which a 5/8 inch iron rod found bears South 03°24' East, 0.3 feet and a 5/8 inch iron found bears South 41°53' East, 0.5 feet for the point of tangency of said curve;

Thence, South 57°08'44" East, along said southerly right-of-way line of Walker Avenue, a distance of 164.22 feet to a point marking the northerly cut back corner of the intersection of the southerly right of way line of said Walker Avenue and the northwesterly right-of-way line of Avenida De Las Americas (120 foot width) recorded under Clerk's File No(s) J723283, J723282 and J180167 O.P.R.R.P.H.C., from which an "X" in concrete found bears North 08°50' West, 0.2 feet, and an "X" in concrete found bears North 84°55' East, 0.2 feet;

Thence, South 12°08'18" East, along said cut back line, a distance of 35.35 feet to a chiseled "X" in concrete set, marking the southeasterly corner of said cutback for the southeasterly corner of the herein described tract;

Thence, South 32°52'08" West, along said northwesterly right-of-way line of said Avenida De Las Americas, a distance of 304.87 feet to a chiseled "X" in concrete set for the southerly corner of the herein described tract, from which an "X" in concrete found bears South 32°52'08" West, 555.35 feet;

Thence, North 57°08'44" West, a distance of 457.59 feet to the POINT OF BEGINNING and containing a computed area of 3.138 acres (136,705 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

Tract 2 of 3

**DESCRIPTION OF A PORTION OF
BLOCKS 248 AND 249
SOUTH SIDE BUFFALO BAYOU (S.S.B.B.)
AND A PORTION OF JACKSON STREET
(ABANDONED) IN THE CITY OF HOUSTON
HARRIS COUNTY, TEXAS**

Being a 2.320 acre tract (101,069 square feet) tract of land, being a portion of Blocks 248 and 249 of South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston and being a portion of Jackson Street, abandoned, recorded under Clerk's File No. K380306 O.P.R.R.P.H.C., being a portion of that certain residue tract conveyed by deed executed September 22, 1988 to Crescent Real Estate Equities Limited Partnership (herein after referred to as Crescent Tract), recorded under Clerk's File No. S653086, Film Code No. 514-91-0517 O.P.R.R.P.H.C., said 2.320 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South 57°08'43" East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North 32°52'08" East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 518.23 feet to a point on said centerline of Crawford Street;

Thence South 57°08'44" East departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a 60D nail with shiner found marking the intersection between the southeasterly right-of-way line of said Crawford Street and the northeasterly line of Lamar Avenue (80-foot width), being the most westerly corner of aforesaid Crescent Tract, and being the most westerly corner and **POINT OF BEGINNING** of the herein described tract;

Tract 2 of 3

Thence North $32^{\circ}52'08''$ E along said southeasterly right-of-way line of said Crawford Street, a distance of 102.12 feet to a chiseled "X" in concrete set for the most northerly corner of the herein described tract;

Thence South $57^{\circ}08'44''$ East departing said southeasterly right-of-way line of said Crawford Street, being along the former southwesterly right-of-way line of abandoned Lamar Avenue, a distance of 457.59 feet to a chiseled "X" in concrete set for corner, being on the northwesterly right-of-way line of Avenida De Las Americas (120 - foot width) recorded under Clerk's File No(s). J723283, J723282 and J180167 O.P.R.R.P.H.C., and being the most easterly corner of the herein described tract;

Thence South $32^{\circ}52'08''$ West along said northwesterly right-of-way line of said Avenida De Las Americas, a distance of 225.17 feet to a chiseled "X" in concrete found marking the northeasterly cut back corner and being the easterly most southerly corner of the herein described tract;

Thence South $77^{\circ}51'42''$ West along said cut back line, a distance of 35.36 feet to a chiseled "X" in concrete set marking the southwesterly cut back corner, being on the northeasterly right-of-way line of Dallas Avenue (width varies), and being the westerly most southerly corner of the herein described tract;

Thence North $57^{\circ}08'43''$ West along said northeasterly right-of-way line of said Dallas Avenue, a distance of 170.64 feet to a chiseled "X" in concrete found marking the point of curvature for a tangent curve to the right, and being an interior corner of the herein described tract;

Thence in a northwesterly direction curving to the right departing said northeasterly right-of-way line of Dallas Avenue and being along aforesaid northeasterly right-of-way line of aforesaid Lamar Avenue, an arc length of 194.02 feet, having a radius of 260.00 feet, a central angle of $42^{\circ}45'18''$, and a chord that bears North $35^{\circ}46'05''$ West, 189.55 feet to a 5/8-inch iron rod with TSC cap found marking the point of tangency of said curve, and being an interior corner of the herein described tract;

Tract 2 of 3

Thence North $14^{\circ}23'26''$ West along said northeasterly right-of-way line of said Lamar Avenue, a distance of 116.31 feet to the POINT OF BEGINNING and containing a computed area of 2.320 acres (101,069 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol); No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

A-1-5

Tract 3 of 3 -- Air Rights

All those air rights, as hereinafter defined, being a portion of those rights conveyed by the City of Houston to Houston Center Corporation by Quitclaim Deed dated August 26, 1971, recorded under Harris County Clerk's File Number(s) D404337 of the Real Property Records of Harris County, Texas, such deed being authorized by City of Houston Ordinance No. 70-1881 passed on October 28, 1970, and a portion of those rights reserved by Houston Center Corporation and CFHC-2 Texas, Inc. under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as grantee, and filed for record under Harris County Clerk's File Number(s) J723283 of the Real Property Records of Harris County, Texas, the air rights conveyed by said Quitclaim Deed and reserved under said Declaration of Easement being the City of Houston easement rights between a plane 20 feet above the crowns of the existing streets and a plane 500 feet above such street crowns:

1. The following air rights over the streets set out below, which were reserved by Houston Center Corporation and CFHC-2 Texas, Inc. under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as Grantee, and filed under Harris County Clerk's File Number(s) J723283 and Film Code No. 096-831138:

- (i) the Avenida de las Americas adjacent to Blocks 248 and 122 (part of Tr. 9);
- (ii) Lamar Avenue between the east line of Crawford Street and the west line of abandoned Jackson Street (Tr. 12);
- (iii) McKinney Avenue between the east line of Crawford Street and the west line of abandoned Jackson Street (Tr. 13);
- (iv) Two triangular parcels of land, (1) out of Block 248 (corner of Dallas Avenue and the Avenida de las Americas) and (2) Block 122 (corner of Walker Avenue and the Avenida de las Americas) (part of Tr. 15).

2. The following air rights over the streets set out below, which were quitclaimed by the City of Houston to Houston Center Corporation in numbered paragraph 10 of that certain Quitclaim Deed dated August 26, 1971, recorded under Harris County Clerk's File Number D404337, of the Real Property Records of Harris County, Texas:

- (i) the east half of Crawford Street between the northerly line of Lamar Avenue and to a line parallel thereto and extending from the northern boundary line of Tract II; and
- (ii) the east half of Crawford Street from the southerly line of McKinney Avenue and to a line parallel thereto and extending from the southern boundary of Tract I.

EXHIBIT A-2
TO
CONSERVANCY DEED TO
HOUSTON DOWNTOWN PARK CORPORATION
LEGAL DESCRIPTION OF BLOCKS 124 AND 127

UNOFFICIAL COPY

EXHIBIT A-2

TRACT I:

Being a 3.468 acre tract (151,085 square feet) tract of land, being a portion of Blocks 123 and 124 South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston, and a portion of Lamar Avenue abandoned by deed filed under Clerk's File No. K380306 of the Official Public Records of Real Property (O.P.R.O.R.P.) of Harris County, Texas and a portion of Jackson Street, abandoned, recorded under said Clerk's File No. K380306 O.P.R.R.P.H.C., being a portion of that certain residue tract conveyed to Crescent Real Estate Equities Limited Partnership (herein after referred as Crescent) by deed filed under Clerk's File No. S653086 (Film Code No. 514-91-0517) of the O.P.R.O.R.P. of Harris County, Texas, dated September 22, 1998 and being all of a called 1.4712 acre tract of land conveyed to said Crescent by deed filed under Clerk's File Number W444308 (Film Code Number 563-39-0969) of the O.P.R.O.R.P. of Harris County, Texas, dated February 14, 2003, said 3.468 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South 57°08'43" East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North 32°52'08" East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 620.36 feet to a point on said centerline of Crawford Street;

Thence South 57°08'44" East departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a found "X" chiseled in concrete set for corner, being on the southeasterly right-of-way line of said Crawford Street, being the most northerly corner of a called 2.320 acre tract of land as described by deed filed under Clerk's File Number W324576 (Film Code Number 561-12-2276) of the Official Public Records of Real Property of Harris County, Texas, dated December 30, 2002 and being the most westerly corner and **POINT OF BEGINNING** of the herein described tract, from which a 60d nail with shiner found, bears South 32°52'08" West, 102.12 feet;

Thence North 32°52'08" East along said southeasterly right-of-way line of said Crawford Street, a distance of 330.17 feet to a found "X" chiseled in concrete for corner, being the most westerly corner of a called 3.138 acre tract of land as described in said deed filed under Clerk's File Number W324576 and being the most northerly corner of the herein described tract;

Thence South 57°08'44" East departing said southeasterly right-of-way line of said Crawford Street, being along the common line with said called 3.138 acre tract, same being along the former southwesterly right-of-way line of abandoned McKinney Street, a distance of 457.59 feet to a found chiseled "X" in concrete for corner, being on the northwesterly right-of-way line of Avenida De Las Americas (120 - foot width) recorded under Clerk's File No(s). J723283, J723282 and J180167 O.P.R.R.P.H.C., being the most southerly corner of said called 3.168 acre tract and being the most easterly corner of the herein described tract;

Thence South 32°52'08" West along said northwesterly right-of-way line of said Avenida De Las Americas, a distance of 330.17 feet to a found chiseled "X" in concrete for corner, being the easterly corner of aforementioned called 2.320 acre tract and being the most southerly corner of the herein described tract, from which a found "X" in concrete found bears South 32°52'08" West, 225.17 feet;

Thence North 57°08'44" West departing said northwesterly right-of-way line of said Avenida De Las Americas, being along the common line with said called 2.320 acre tract, same being along the former southwesterly right-of-way line of abandoned Lamar Street, a distance of 457.59 feet to the **POINT OF BEGINNING** and containing a computed area of 3.468 acres (151,085 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

Together with:

All those air rights, as hereinafter defined, in that portion of Crawford Street lying between the northwest line of Tract I and the centerline of Crawford Street, and that portion of Avenida De Las Americas lying between the southwesterly 80 feet of the southeast line of Tract I and the centerline of Avenida De Las Americas, being a portion of those rights conveyed by the City of Houston to Houston Center Corporation by Quitclaim Deed dated August 26, 1971, recorded under Harris County Clerk's File Number(s) D404337, of the Real Property Records of Harris County, Texas, such deed being authorized by City of Houston Ordinance No. 70-1881, passed on October 28, 1970, the air rights conveyed by said Quitclaim Deed being the City of Houston Easement rights between a plane 20 feet above the crowns of the existing streets and a plane 500 feet above such street crowns; and

All those air rights in that portion of Avenida De Las Americas lying between the ^{northwesterly} ~~northwesterly~~ 250 feet of the southeast line of Tract I, and the centerline of Avenida De Las Americas, as reserved by Houston Center Corporation and CFHC-2 Texas, Inc. under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as grantee, and filed for record under Harris County Clerk's File No.(s) J723283, of the Real Property Records of Harris County, Texas. northwesterly JML

COPY

Also:

TRACT II:

Being a 1.872 acre tract (81,550 square feet) tract of land, being all of Block 127, a portion of Blocks 126 and 250 South Side Buffalo Bayou, a recognized unrecorded subdivision map of the downtown area of the City of Houston conveyed to Crescent Real Estate Equities Limited Partnership by deed filed under Clerk's File No. S653086 (Film Code No. 514-91-0517) of the Official Public Records of Real Property (O.P.R.O.R.P.) of Harris County, Texas, dated September 22, 1998 and a portion of Lamar Avenue described as Tract 18 and a portion of McKinney Avenue described as Tract 19 by deed filed under Clerk's File No. K372514 (Film Code Number 036-73-1737) of the O.P.R.O.R.P. of Harris County, Texas dated January 3, 1985, said 1.872 acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South $57^{\circ}08'43''$ East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North $32^{\circ}52'08''$ East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 592.16 feet to a point on said centerline of Crawford Street;

Thence North $57^{\circ}07'42''$ West departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a found 5/8-inch iron rod with cap for corner, being on the northwesterly right-of-way line of said Crawford Street, being on the northeasterly right-of-way line of Lamar (80-foot width, H.C.C.F. Number J723283) and being the most southerly corner and **POINT OF BEGINNING** of the herein described tract;

Thence North $14^{\circ}23'26''$ West along said northeasterly right-of-way line of said Lamar Avenue, a distance of 26.26 feet to a found "5/8-inch iron rod with cap for corner marking a point of curvature for a tangent curve to the left, and being an interior corner of the herein described tract;

Thence in a northwesterly direction curving to left along said curve along said northeasterly right-of-way line of Lamar Avenue, an arc distance of 253.70 feet (radius = 340.00 feet, delta = $42^{\circ}45'12''$, chord bears = North $35^{\circ}46'02''$ West, 247.86 feet) to a found chiseled "X" in concrete for corner, being on the southeasterly right-of-way line of La Branch Street (80-foot width) and being the most westerly corner of the herein described tract;

Thence North $32^{\circ}52'08''$ East along said southeasterly right-of-way line of La Branch Street, a distance of 250.17 feet to a found chiseled "X" in concrete for corner, being on the southwesterly

right-of-way of McKinney Avenue (80-foot width, H.C.C.F. Number J723283) and being the most northerly corner of the herein described tract;

Thence in a southeasterly direction curving to left along a non-tangent curve to the left along said southwesterly right-of-way line of McKinney Avenue, an arc distance of 247.64 feet (radius = 340.00 feet, delta = $41^{\circ}43'54''$, chord bears = South $78^{\circ}00'35''$ East, 242.20 feet) to a found 1-inch iron pipe with cap for corner marking the point of tangency of said curve and being an interior corner of the herein described tract;

Thence North $81^{\circ}07'28''$ East along said southwesterly right-of-way line of McKinney Avenue, a distance of 31.91 feet to a found chiseled "X" in concrete for corner, being on aforementioned northwesterly right-of-way line of Crawford Street and being the most easterly corner of the herein described tract;

Thence in the southwesterly direction along said northwesterly right-of-way line of Crawford Street the following courses and distances to interior corners of the herein described tract:

South $32^{\circ}52'08''$ West, 107.50 feet to a set 5/8-inch iron rod with TSC cap;

South $57^{\circ}08'44''$ East, 9.70 feet to a found chiseled "X" in concrete;

South $32^{\circ}52'08''$ West, 90.06 feet to a found chiseled "X" in concrete;

North $57^{\circ}07'52''$ West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

South $32^{\circ}52'08''$ West, 35.03 feet to a set 5/8-inch iron rod with TSC cap;

South $57^{\circ}07'52''$ East, 9.70 feet to a found chiseled "X" in concrete;

South $32^{\circ}52'08''$ West, 125.09 feet to a found chiseled "X" in concrete;

North $57^{\circ}08'44''$ West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

South $32^{\circ}52'08''$ West, 108.17 feet to the **POINT OF BEGINNING** and containing a computed area of 1.872 acres (81,550 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

Together with:

All those air rights, as hereinafter defined, in those portions of Crawford Street, Lamar Avenue, LaBranch Street and McKinney Avenue, lying between the boundary lines of Tract II and the centerlines of such streets, being a portion of those rights conveyed by the City of Houston to Houston Center Corporation and Mike Persia Chevrolet Corp., respectively by the following two

Quitclaim Deeds, the first dated August 26, 1971, recorded under Harris County Clerk's File Number (s) D404337, of the Real Property Records of Harris County, Texas and the second dated August 26, 1971, recorded under Harris County Clerk's File Number(s) D410360, of the Real Property Records of Harris County, Texas, both such deeds being authorized by City of Houston Ordinance No. 70-1881, passed on October 28, 1970, and a portion of those rights reserved by Houston Center Corporation and CFHC-2 Texas, Inc., under that certain Declaration of Easement made effective as of September 24, 1984, from Houston Center Corporation and CFHC-2 Texas, Inc., as Grantors, to the City of Houston, Texas, as grantee, and filed for record under Harris County Clerk's File No. J723283, of the Real Property Records of Harris County, Texas, the air rights conveyed by said Quitclaim Deeds and reserved under said Declaration of Easement being the City of Houston easement rights between a plane 20 feet above the crowns of the existing streets and a plane 500 feet above such street crowns.

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EXHIBIT A-3
TO
CONSERVANCY DEED TO
HOUSTON DOWNTOWN PARK CORPORATION

LEGAL DESCRIPTION OF CRAWFORD STREET ROW AREA

COPY UNOFFICIAL

EXHIBIT A-3

DESCRIPTION OF A CALCULATED 0.9411 OF ONE
ACRE TRACT OF LAND, BEING ALL OF CRAWFORD
STREET BETWEEN LAMAR AVENUE AND MCKINNEY
AVENUE OF SOUTH SIDE BUFFALO BAYOU (S.S.B.B.)
IN THE CITY OF HOUSTON, HARRIS COUNTY, TEXAS

Being a 0.9411 of one acre tract (40,994 square feet) tract of land, being all of Crawford Street that is located between Lamar Avenue (southerly side) and McKinney Avenue (northerly side) said 0.9411 of one acre tract being more particularly described by metes and bounds as follows, all bearings recited herein are referenced to the City of Houston Monumentation System, all called bearings and called distances recited herein are referenced to various maps obtained from the City of Houston File Room:

COMMENCING from City of Houston Engineering Department Reference Rod No. 311, being a 3/4-inch iron rod marking the centerline intersection of Polk Avenue (80-foot width) and Crawford Street (80-foot width), from which City of Houston Engineering Department Reference Rod No. 601, being a 3/4-inch iron rod found, marking the centerline intersection of said Polk Avenue and Chartres Street (80-foot width) bears South $57^{\circ}08'43''$ East, along the City of Houston Engineering Department Reference Line (centerline) of said Polk Avenue, a distance of 1,320.35 feet;

Thence North $32^{\circ}52'08''$ East along the City of Houston Engineering Department Reference Line (centerline) of said Crawford Street, a distance of 518.24 feet to a point on said centerline of Crawford Street;

Thence South $57^{\circ}07'52''$ East departing said City of Houston Engineering Department Reference Line (centerline), a distance of 40.00 feet to a found 60D nail with shiner for corner, being on the southeasterly right-of-way line of said Crawford Street, being on the northeasterly right-of-way line of Lamar (80-foot width, H.C.C.F. Number J723283) and being the most southerly corner and **POINT OF BEGINNING** of the herein described tract;

Thence North $14^{\circ}23'26''$ West along the projection of said northeasterly right-of-way line of said Lamar Avenue, a distance of 108.93 feet to a found 1-inch iron rod with cap for corner, being on the northwesterly right-of-way line of Crawford Street and being the most westerly corner of the herein described tract;

Thence in the northeasterly direction along said northwesterly right-of-way line of Crawford Street the following courses and distances to interior corners of the herein described tract:

North 32°52'08" East, 108.17 to a set 5/8-inch iron rod with TSC cap;

South 57°08'44" East, 9.70 feet to a found chiseled "X" in concrete;

North 32°52'08" East, 125.09 feet to a found chiseled "X" in concrete;

North 57°07'52" West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

North 32°52'08" East, 35.03 feet to a set 5/8-inch iron rod with TSC cap;

South 57°07'52" East, 9.70 feet to a found chiseled "X" in concrete;

North 32°52'08" East, 90.06 feet to a found chiseled "X" in concrete;

North 57°08'44" West, 9.70 feet to a set 5/8-inch iron rod with TSC cap;

North 32°52'08" East, 107.50 feet to a set chiseled "X" in concrete for corner, being on the southwesterly right-of-way of McKinney Avenue (80-foot width, H.C.C.F. Number J723283) and being the most northerly corner of the herein described tract;

Thence North 81°07'28" East along the projection of said southwesterly right-of-way line of said McKinney Avenue, a distance of 107.22 feet to a set chiseled "X" in concrete for corner, being on aforementioned southeasterly right-of-way line of Crawford Street and being the most easterly corner of the herein described tract;

Thence South 32°52'08" West along said southeasterly right-of-way line of Crawford Street, a distance of 611.17 feet to the **POINT OF BEGINNING** and containing a computed area of 0.9411 of one acre (40,994 square feet) of land.

City of Houston Engineering Department Reference Rods, No. 20 (LaBranch at Capitol), No. 22 (Chartres at Capitol), No. 44 (Polk at Chenevert), No. 311 (Polk at Crawford) and No. 601 (Polk at Chartres) were found on the ground and were used as the controlling Monumentation to calculate all right of way lines, property lines, etc. related to the proposed extension of Avenida De Las Americas.

A-3-2

HOU:2386263.2

COUNTY CLERK
HARRIS COUNTY, TEXAS

05 APR 18 AM 11:39

FILED

Handwritten signature

FILED

RECORDED INSTRUMENT:
At the time of recordation, this instrument was found to be inadequate for the best photographic reproduction because of illegibility, carbon or photo copy, discolored paper, etc. All blockouts additions and changes were present at the time the instrument was filed and recorded

**EXHIBIT B
TO
CONSERVANCY DEED TO
HOUSTON DOWNTOWN PARK CORPORATION**

PERMITTED EXCEPTIONS


1. Restrictive Covenants contained in Ordinance No. 70-1881, attached as Exhibit "A" in instrument filed for record under Clerk's File Nos. D404337 and N472220, as amended by instruments filed for record under Clerk's File Nos. V493836, W303450, W700851 and X246165, Real Property Records, Harris County, Texas.
2. Easement for electrical distribution equipment granted to Houston Lighting and Power Company, granted in instrument filed for record under Clerk's File No. T551539, and being located as depicted in Sketch No. 98-533 attached thereto.
3. Restrictive covenants contained in Special Warranty Deed from Crescent Real Estate Equities Limited Partnership and Crescent Duddlesten Hotel Partnership, L.P. to City of Houston, dated as of December 30, 2002, filed for record under Clerk's File No. W324576, Real Property Records, Harris County, Texas, covering Blocks 125 and 249, as described in Exhibit A-1 of the Special Warranty Deed to which this Exhibit B is attached, as amended by the First Amendment to Restrictive Covenants dated as of even date herewith, executed by Crescent Real Estate Equities Limited Partnership, Park Blocks, Ltd., and Towanda Development Corp., recorded or to be recorded in the Real Property Records, Harris County, Texas.
4. Restrictive covenants contained in Special Warranty Deed from Crescent Real Estate Equities Limited Partnership to City of Houston, Texas, dated as of even date herewith, recorded or to be recorded in the Real Property Records, Harris County, Texas, covering Blocks 124 and 127, as described in Exhibit A-2 of the Special Warranty Deed to which this Exhibit B is attached.
5. The Convention Center Parking Easement, the Utility Easement and all restrictions, covenants and other matters contained in Special Warranty Deed from City of Houston, Texas, to Houston Downtown Park Conservancy, dated as of even date herewith, recorded or to be recorded in the Real Property Records, Harris County, Texas, covering all of the Property, as defined in the Special Warranty Deed to which this Exhibit B is attached.

UNOFFICIAL COPY

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
 THE STATE OF TEXAS
 COUNTY OF HARRIS
 I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time stamped herein by me, and was duly RECORDED, in the OFFICIAL Public Records of Real Property of Harris County, Texas on:

DEC 17 2004

Beverly B. Kayman
 COUNTY CLERK
 HARRIS COUNTY, TEXAS



RECORDED INSTRUMENT:
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Beverly B. Kayman
 COUNTY CLERK
 HARRIS COUNTY, TEXAS

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ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW
THE STATE OF TEXAS
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in file number Sequence on the date and at the time stamped hereon by me; and was duly RECORDED in the Official Public Records of Real Property of Harris County Texas on

APR 18 2005



Cerily B. Kayser

COUNTY CLERK
HARRIS COUNTY, TEXAS

UNOFFICIAL

EXHIBIT D

PUBLIC INSPECTION COPY

Form **990**

OMB No. 1545-0047

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2020

Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Open to Public Inspection

A For the **2020** calendar year, or tax year beginning **7/01**, **2020**, and ending **6/30**, **20** **2021**

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C **Discovery Green Conservancy**
1500 McKinney
Houston, TX 77010

D Employer identification number
20-1951465

E Telephone number
713-400-7336

G Gross receipts \$ **5,618,439.**

F Name and address of principal officer: **Barry Mandel**
Same As C Above

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. See instructions

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: ▶ **www.discoverygreen.com**

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: **2004** **M** State of legal domicile: **TX**

H(c) Group exemption number ▶

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>Discovery Green Conservancy's vision is to create a vital, active urban space at the heart of our community through creative placemaking. The park typically offers more than 600 events each year, most of which are presented free to the public.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a).....	3	18
	4 Number of independent voting members of the governing body (Part VI, line 1b).....	4	18
	5 Total number of individuals employed in calendar year 2020 (Part V, line 2a).....	5	37
	6 Total number of volunteers (estimate if necessary).....	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12.....	7a	0.
b Net unrelated business taxable income from Form 990-T, Part I, line 11.....	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h).....	3,533,055.	4,198,100.
	9 Program service revenue (Part VIII, line 2g).....	2,022,299.	1,391,399.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d).....	54,452.	-110.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e).....	1,930.	-53,923.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12).....	5,611,736.	5,535,466.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3).....		
	14 Benefits paid to or for members (Part IX, column (A), line 4).....		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10).....	2,364,888.	1,986,095.
	16a Professional fundraising fees (Part IX, column (A), line 11e).....		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>264,644.</u>		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e).....	4,373,017.	3,245,928.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25).....	6,737,905.	5,232,023.	
19 Revenue less expenses. Subtract line 18 from line 12.....	-1,126,169.	303,443.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16).....	Beginning of Current Year 45,245,323.	End of Year 45,724,878.
	21 Total liabilities (Part X, line 26).....	1,772,971.	1,949,083.
	22 Net assets or fund balances. Subtract line 21 from line 20.....	43,472,352.	43,775,795.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

▶ Electronically Filed
Signature of officer _____ Date _____

▶ Barry Mandel
Type or print name and title **President**

Paid Preparer Use Only

Print/Type preparer's name Barbara Murphy Preparer's signature Barbara Murphy Date 3/12/22 Check if self-employed PTIN P01386215

Firm's name ▶ Blazek & Vetterling Firm's EIN ▶ 76-0269860

Firm's address ▶ 2900 Wesleyan, Suite 200 Phone no. (713) 439-5739
Houston, TX 77027

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission:

Discovery Green's mission is to operate an urban park that serves as a village green, a source of health and happiness for our citizens, and a window into the diverse talents and traditions that enrich life in Houston.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 3,605,831. including grants of \$) (Revenue \$ 872,976.)

Discovery Green Conservancy operates a public park, open year-round at no charge to residents and visitors of the Greater Houston area. The park includes open areas for events, picnics and sports, a playground and an interactive water feature for children, a lake, a putting green, various gardens, a jogging path, dog runs, two restaurants, performance areas and both temporary and permanent installations of art. The park hosts a variety of activities such as yoga, dance and fitness classes and performing arts events, as well as special events such as an ice rink in winter.

4b (Code:) (Expenses \$ 468,859. including grants of \$) (Revenue \$ 518,551.)

In March 2017, Discovery Green entered into a partnership with Houston First to manage programming for the new Avenida Houston Plaza in front of the George R. Brown Convention Center. The goal is to provide both convention visitors and Houstonians a great new downtown destination. Numerous free events, including live music and temporary art installations, were programmed by Discovery Green on the plaza across the street from the park. Due to the onset of the Covid-19 pandemic in Spring 2020, the number of free events at Avenida Houston Plaza decreased from prior years.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe on Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 4,074,690.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> See instructions?.....	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If 'Yes,' complete Schedule C, Part II.</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i>	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in donor-restricted endowments or in quasi endowments? <i>If 'Yes,' complete Schedule D, Part V.</i>		X
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i>	X	
b Did the organization report an amount for investments – other securities in Part X, line 12, that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VII.</i>		X
c Did the organization report an amount for investments – program related in Part X, line 13, that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII.</i>		X
d Did the organization report an amount for other assets in Part X, line 15, that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX.</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If 'Yes,' complete Schedule D, Part X.</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI and XII.</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?.....		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I.</i> See instructions.....		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i>		X
20a Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i>		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?.....		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
22 Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J.</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25a.</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
26 Did the organization report any amount on Part X, line 5 or 22, for receivables from or payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity (including an employee thereof) or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions, for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, key employee, creator or founder, or substantial contributor? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
b A family member of any individual described in line 28a? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
c A 35% controlled entity of one or more individuals and/or organizations described in lines 28a or 28b? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note: All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

	Yes	No
1 a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance (continued)

		Yes	No
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 37		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 2b	X	
Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a		X
b	If 'Yes,' has it filed a Form 990-T for this year? If 'No' to line 3b, provide an explanation on Schedule O. 3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a		X
b	If 'Yes,' enter the name of the foreign country ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		X
c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? 5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? 6a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a	X	
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided? 7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c		X
d	If 'Yes,' indicate the number of Forms 8282 filed during the year. 7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? 8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966? 9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? 9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12. 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders. 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a		
b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? 13a		
Note: See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. 13b		
c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year? 14a		X
b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation on Schedule O. 14b		
15	Is the organization subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year? 15		X
If 'Yes,' see instructions and file Form 4720, Schedule N.			
16	Is the organization an educational institution subject to the section 4968 excise tax on net investment income? 16		X
If 'Yes,' complete Form 4720, Schedule O.			

Part VI Governance, Management, and Disclosure For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes on Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI.

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year. 1 a 18 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain on Schedule O.		
b	Enter the number of voting members included on line 1a, above, who are independent. 1 b 18		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7 a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses on Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10 a	Did the organization have local chapters, branches, or affiliates?		X
b	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11 a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990. See Schedule O		
12 a	Did the organization have a written conflict of interest policy? If 'No,' go to line 13.	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this was done. See Schedule O	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official. See Schedule O.	X	
b	Other officers or key employees of the organization. If 'Yes' to line 15a or 15b, describe the process in Schedule O (see instructions).		X
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ None
- 18** Section 6104 requires an organization to make its Forms 1023 (1024 or 1024-A, if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain on Schedule O)
- 19** Describe on Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. See Schedule O
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records ▶
Barry Mandel 1500 McKinney Houston TX 77010 713-400-7336

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

See instructions for the order in which to list the persons above.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Barry Mandel President	40 0			X				229,091.	0.	22,354.
(2) Susanne Theis Programming Dir	40 0					X		134,263.	0.	17,244.
(3) Melinda Parmer Finance-Admin Dir	40 0					X		112,362.	0.	16,128.
(4) Clark Curry Operations Dir	40 0					X		104,852.	0.	16,010.
(5) Barry H. Caldwell Chair	2 0	X		X				0.	0.	0.
(6) Julie Sudduth VC, Sec, Treas	1 0	X		X				0.	0.	0.
(7) Andrew Abendshein Director	1 0	X						0.	0.	0.
(8) Roxanne Almaraz Director	1 0	X						0.	0.	0.
(9) Judy Camarena Director	1 0	X						0.	0.	0.
(10) Zane Carruth Director	1 0	X						0.	0.	0.
(11) Linda Evans Director	1 0	X						0.	0.	0.
(12) Saundria Chase Gray Director	1 0	X						0.	0.	0.
(13) Chaille Hawkins Director	1 0	X						0.	0.	0.
(14) Stan Leong Director	1 0	X						0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) Nick Massad, III Director	1 0	X					0.	0.	0.	
(16) Roxann Neumann Director	1 0	X					0.	0.	0.	
(17) Judy Nyquist Director	1 0	X					0.	0.	0.	
(18) Mark Parsons Director	1 0	X					0.	0.	0.	
(19) Cody Patel Director	1 0	X					0.	0.	0.	
(20) F. Xavier Pena Director	1 0	X					0.	0.	0.	
(21) Lacey Dalcour Salas Director	1 0	X					0.	0.	0.	
(22) Polly Whittle Director	1 0	X					0.	0.	0.	
(23)										
(24)										
(25)										
1 b Subtotal							580,568.	0.	71,736.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							580,568.	0.	71,736.	
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 4										

	Yes	No
3 Did the organization list any former officer, director, trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes,' complete Schedule J for such individual.</i>	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
Forney Construction LLC 8945 Long Point Rd #200 Houston, TX 77055	Construction	1,729,622.
Quick Protection Inc. 14526 Old Katy Road #103 Houston, TX 77079	Security	262,035.
Western Horticultural Services 11335 Charles Rd Houston, TX 77041	Landscape services	193,677.
Cinergy Works 7515 Woodridge Pl Houston, TX 77055	Event production	158,205.
360 AV Design Group 19406 Blueberry Cedar Dr Cypress, TX 77433	Design services	153,845.
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ▶ 5		

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1 a					
	b Membership dues	1 b 3,400.					
	c Fundraising events	1 c 570,461.					
	d Related organizations	1 d					
	e Government grants (contributions)	1 e 2,149,568.					
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 1,474,671.					
	g Noncash contributions included in lines 1a-1f	1 g					
	h Total. Add lines 1a-1f		4,198,100.				
Program Service Revenue	2 a Facility rental		721000	637,593.	637,593.		
	b Avenida programming fees		713990	518,551.	518,551.		
	c Activity fees/concessions		713990	235,255.	235,255.		
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			1,391,399.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			1,907.		1,907.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents			(i) Real	(ii) Personal		
		6 a					
		b Less: rental expenses		6 b			
		c Rental income or (loss)		6 c			
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory			(i) Securities	(ii) Other		
		7 a					
		b Less: cost or other basis and sales expenses		7 b		2,017.	
		c Gain or (loss)		7 c		-2,017.	
d Net gain or (loss)			-2,017.		-2,017.		
8 a Gross income from fundraising events (not including \$ 570,461. of contributions reported on line 1c). See Part IV, line 18	8 a			26,790.			
	b Less: direct expenses		8 b	80,841.			
	c Net income or (loss) from fundraising events			-54,051.		-54,051.	
9 a Gross income from gaming activities. See Part IV, line 19	9 a						
	b Less: direct expenses		9 b				
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	10 a			243.			
	b Less: cost of goods sold		10 b	115.			
	c Net income or (loss) from sales of inventory			128.	128.		
Miscellaneous Revenue	11 a		Business Code				
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d						
12 Total revenue. See instructions			5,535,466.	1,391,527.	0.	-54,161.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX.

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	232,134.	166,737.	51,064.	14,333.
6 Compensation not included above to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	1,323,701.	910,244.	325,534.	87,923.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	46,561.	27,971.	15,632.	2,958.
9 Other employee benefits	290,249.	252,094.	27,578.	10,577.
10 Payroll taxes	93,450.	78,278.	7,585.	7,587.
11 Fees for services (nonemployees):				
a Management				
b Legal	22,871.		22,871.	
c Accounting	36,710.		36,710.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	54,117.	6,271.	36,916.	10,930.
12 Advertising and promotion	94,652.	63,672.	12,008.	18,972.
13 Office expenses	23,707.	344.	2,723.	20,640.
14 Information technology				
15 Royalties				
16 Occupancy	150,116.	121,594.	18,014.	10,508.
17 Travel	3,008.	2,091.	917.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	8,628.	3,094.	4,534.	1,000.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,097,349.	888,853.	131,682.	76,814.
23 Insurance	128,236.	118,430.	9,806.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses on line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>Event expenses</u>	888,356.	888,356.		
b <u>Security</u>	266,859.	266,859.		
c <u>Park maintenance</u>	230,250.	227,334.	2,916.	
d <u>Uncollectible amounts</u>	142,063.		142,063.	
e All other expenses	99,006.	52,468.	44,136.	2,402.
25 Total functional expenses. Add lines 1 through 24e	5,232,023.	4,074,690.	892,689.	264,644.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X.

		(A)		(B)	
		Beginning of year		End of year	
Assets	1 Cash – non-interest-bearing	1,741,248.	1	1,940,423.	
	2 Savings and temporary cash investments	3,160,761.	2	3,162,064.	
	3 Pledges and grants receivable, net	48,008.	3	438,218.	
	4 Accounts receivable, net	23,639.	4	373,359.	
	5 Loans and other receivables from any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), and persons described in section 4958(c)(3)(B)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	13,039.	8	11,167.	
	9 Prepaid expenses and deferred charges	367,530.	9	316,575.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 44,587,572.			
	b Less: accumulated depreciation	10b 12,061,376.	32,934,222.	10c	32,526,196.
	11 Investments – publicly traded securities		11		
	12 Investments – other securities. See Part IV, line 11		12		
	13 Investments – program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	6,956,876.	15	6,956,876.	
16 Total assets. Add lines 1 through 15 (must equal line 33)	45,245,323.	16	45,724,878.		
Liabilities	17 Accounts payable and accrued expenses	819,814.	17	361,184.	
	18 Grants payable		18		
	19 Deferred revenue	589,817.	19	1,195,822.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to any current or former officer, director, trustee, key employee, creator or founder, substantial contributor, or 35% controlled entity or family member of any of these persons		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	363,340.	25	392,077.	
	26 Total liabilities. Add lines 17 through 25	1,772,971.	26	1,949,083.	
Net Assets or Fund Balances	Organizations that follow FASB ASC 958, check here ▶ <input checked="" type="checkbox"/> and complete lines 27, 28, 32, and 33.				
	27 Net assets without donor restrictions	36,390,159.	27	41,135,976.	
	28 Net assets with donor restrictions	7,082,193.	28	2,639,819.	
	Organizations that do not follow FASB ASC 958, check here ▶ <input type="checkbox"/> and complete lines 29 through 33.				
	29 Capital stock or trust principal, or current funds		29		
	30 Paid-in or capital surplus, or land, building, or equipment fund		30		
	31 Retained earnings, endowment, accumulated income, or other funds		31		
	32 Total net assets or fund balances	43,472,352.	32	43,775,795.	
33 Total liabilities and net assets/fund balances	45,245,323.	33	45,724,878.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,535,466.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,232,023.
3	Revenue less expenses. Subtract line 2 from line 1	3	303,443.
4	Net assets or fund balances at beginning of year (must equal Part X, line 32, column (A))	4	43,472,352.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain on Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 32, column (B))	10	43,775,795.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII.

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2b	Were the organization's financial statements audited by an independent accountant?	X	
If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
2c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain on Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why on Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2020

Open to Public Inspection

Name of the organization Discovery Green Conservancy	Employer identification number 20-1951465
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Part I Reason for Public Charity Status. (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 An organization that normally receives (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions, subject to certain exceptions; and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2).** See **section 509(a)(3).** Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants.')	2,338,385.	11182308.	4,213,748.	3,533,055.	4,198,100.	25,465,596.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3.	2,338,385.	11182308.	4,213,748.	3,533,055.	4,198,100.	25,465,596.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						10,046,132.
6 Public support. Subtract line 5 from line 4.						15,419,464.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
7 Amounts from line 4.	2,338,385.	11182308.	4,213,748.	3,533,055.	4,198,100.	25,465,596.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.		6,804.	82,915.	49,209.	1,907.	140,835.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0.
11 Total support. Add lines 7 through 10.						25,606,431.
12 Gross receipts from related activities, etc. (see instructions)					12	13,160,641.
13 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2020 (line 6, column (f), divided by line 11, column (f)).	14	60.22 %
15 Public support percentage from 2019 Schedule A, Part II, line 14.	15	61.33 %

- 16a **33-1/3% support test—2020.** If the organization did not check the box on line 13, and line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶
- b **33-1/3% support test—2019.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶
- 17a **10%-facts-and-circumstances test—2020.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and **stop here.** Explain in Part VI how the organization meets the facts-and-circumstances test. The organization qualifies as a publicly supported organization. ▶
- b **10%-facts-and-circumstances test—2019.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the facts-and-circumstances test, check this box and **stop here.** Explain in Part VI how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶
- 18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. ▶

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants.')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2016	(b) 2017	(c) 2018	(d) 2019	(e) 2020	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources.						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First 5 years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**. ▶

Section C. Computation of Public Support Percentage

15 Public support percentage for 2020 (line 8, column (f), divided by line 13, column (f)).	15	%
16 Public support percentage from 2019 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2020 (line 10c, column (f), divided by line 13, column (f)).	17	%
18 Investment income percentage from 2019 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests—2020. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶

b 33-1/3% support tests—2019. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization. ▶

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. ▶

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked box 12a, Part I, complete Sections A and B. If you checked box 12b, Part I, complete Sections A and C. If you checked box 12c, Part I, complete Sections A, D, and E. If you checked box 12d, Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If 'No,' describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If 'Yes,' answer lines 3b and 3c below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If 'Yes,' describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If 'Yes,' explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ('foreign supported organization')? <i>If 'Yes' and if you checked box 12a or 12b in Part I, answer lines 4b and 4c below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If 'Yes,' describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If 'Yes,' explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If 'Yes,' answer lines 5b and 5c below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If 'Yes,' provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (as defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If 'Yes,' complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons, as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If 'Yes,' provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If 'Yes,' provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If 'Yes,' answer line 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in lines 11b and 11c below, the governing body of a supported organization?	11a	
b A family member of a person described in line 11a above?	11b	
c A 35% controlled entity of a person described in line 11a or 11b above? If 'Yes' to line 11a, 11b, or 11c, provide detail in Part VI .	11c	

Section B. Type I Supporting Organizations

	Yes	No
1 Did the governing body, members of the governing body, officers acting in their official capacity, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's officers, directors, or trustees at all times during the tax year? If 'No,' describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove officers, directors, or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.	1	
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If 'Yes,' explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.	2	

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If 'No,' describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).	1	

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?	1	
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If 'No,' explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).	2	
3 By reason of the relationship described in line 2, above, did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If 'Yes,' describe in Part VI the role the organization's supported organizations played in this regard.	3	

Section E. Type III Functionally Integrated Supporting Organizations

- 1** Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).
 - a** The organization satisfied the Activities Test. Complete **line 2** below.
 - b** The organization is the parent of each of its supported organizations. Complete **line 3** below.
 - c** The organization supported a governmental entity. Describe in **Part VI** how you supported a governmental entity (see instructions).

2 Activities Test. **Answer lines 2a and 2b below.**

	Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If 'Yes,' then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a	
b Did the activities described in line 2a, above, constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If 'Yes,' explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b	
3 Parent of Supported Organizations. Answer lines 3a and 3b below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? If 'Yes' or 'No,' provide details in Part VI .	3a	
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If 'Yes,' describe in Part VI the role played by the organization in this regard.	3b	

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

1 Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A – Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6, and 7 from line 4)	8	

Section B – Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 0.015 of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by 0.035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C – Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, column A)	1	
2	Enter 0.85 of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	

7 Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D – Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	1
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	2
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	3
4	Amounts paid to acquire exempt-use assets	4
5	Qualified set-aside amounts (prior IRS approval required – provide details in Part VI)	5
6	Other distributions (describe in Part VI). See instructions.	6
7	Total annual distributions. Add lines 1 through 6.	7
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	8
9	Distributable amount for 2020 from Section C, line 6	9
10	Line 8 amount divided by line 9 amount	10

Section E – Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2020	(iii) Distributable Amount for 2020
1 Distributable amount for 2020 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2020 (reasonable cause required – explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2020			
a From 2015			
b From 2016			
c From 2017			
d From 2018			
e From 2019			
f Total of lines 3a through 3e			
g Applied to underdistributions of prior years			
h Applied to 2020 distributable amount			
i Carryover from 2015 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from line 3f.			
4 Distributions for 2020 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2020 distributable amount			
c Remainder. Subtract lines 4a and 4b from line 4.			
5 Remaining underdistributions for years prior to 2020, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI . See instructions.			
6 Remaining underdistributions for 2020. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI . See instructions.			
7 Excess distributions carryover to 2021. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2016			
b Excess from 2017			
c Excess from 2018			
d Excess from 2019			
e Excess from 2020			

Part VI

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a, and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Schedule B**(Form 990, 990-EZ,
or 990-PF)**Department of the Treasury
Internal Revenue ServicePUBLIC DISCLOSURE COPY
Schedule of Contributors

OMB No. 1545-0047

2020▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Go to www.irs.gov/Form990 for the latest information.**

Name of the organization

Discovery Green Conservancy

Employer identification number

20-1951465

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

 501(c)(3) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering 'N/A' in column (b) instead of the contributor name and address), II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization Discovery Green Conservancy	Employer identification number 20-1951465
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 501,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	----- ----- -----	\$ 351,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	----- ----- -----	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	----- ----- -----	\$ 1,345,333.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	----- ----- -----	\$ 220,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	----- ----- -----	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization Discovery Green Conservancy	Employer identification number 20-1951465
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 362,735.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
9		\$ 441,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2020)

1 1 Page **3**

Name of organization Discovery Green Conservancy	Employer identification number 20-1951465
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Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
-----	N/A ----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----
-----	----- ----- -----	\$-----	-----

Name of organization Discovery Green Conservancy	Employer identification number 20-1951465
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____ N/A
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A			
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered 'Yes' on Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.**

▶ **Go to www.irs.gov/Form990 for instructions and the latest information.**

OMB No. 1545-0047

2020

Open to Public Inspection

Name of the organization

Employer identification number

Discovery Green Conservancy

20-1951465

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

Part II Conservation Easements.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (for example, recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2 a
b Total acreage restricted by conservation easements	2 b
c Number of conservation easements on a certified historic structure included in (a)	2 c
d Number of conservation easements included in (c) acquired after 7/25/06, and not on a historic structure listed in the National Register	2 d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under FASB ASC 958, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide in Part XIII the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under FASB ASC 958, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ <u>6,956,876.</u>

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under FASB ASC 958 relating to these items:

a Revenue included on Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that make significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange program
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII. See Part XIII
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' on Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1 a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If 'Yes,' explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1 c |
| d Additions during the year | 1 d |
| e Distributions during the year | 1 e |
| f Ending balance | 1 f |
- 2 a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No
- b If 'Yes,' explain the arrangement in Part XIII. Check here if the explanation has been provided on Part XIII. Yes No

Part V Endowment Funds. Complete if the organization answered 'Yes' on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment _____ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|-----------------------------|--------|----|
| (i) Unrelated organizations | 3a(i) | |
| (ii) Related organizations | 3a(ii) | |
- b If 'Yes' on line 3a(ii), are the related organizations listed as required on Schedule R? Yes No
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land				
b Buildings				
c Leasehold improvements		41,109,437.	10,030,672.	31,078,765.
d Equipment		2,567,260.	1,575,026.	992,234.
e Other		910,875.	455,678.	455,197.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				32,526,196.

Part VII Investments – Other Securities.

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.)		

Part VIII Investments – Program Related.

N/A

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) Works of Art	6,956,876.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 15.)	6,956,876.

Part X Other Liabilities.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) Paycheck Protection Plan Loan	392,077.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	392,077.

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FASB ASC 740. Check here if the text of the footnote has been provided in Part XIII.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements.....	1	6,387,857.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
	a Net unrealized gains (losses) on investments.....	2a	
	b Donated services and use of facilities.....	2b	852,391.
	c Recoveries of prior year grants.....	2c	
	d Other (Describe in Part XIII.).....	2d	
	e Add lines 2a through 2d	2e	852,391.
3	Subtract line 2e from line 1	3	5,535,466.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b.....	4a	
	b Other (Describe in Part XIII.).....	4b	
	c Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.).....	5	5,535,466.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered 'Yes' on Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements.....	1	6,084,414.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
	a Donated services and use of facilities.....	2a	852,391.
	b Prior year adjustments.....	2b	
	c Other losses.....	2c	
	d Other (Describe in Part XIII.).....	2d	
	e Add lines 2a through 2d	2e	852,391.
3	Subtract line 2e from line 1	3	5,232,023.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
	a Investment expenses not included on Form 990, Part VIII, line 7b.....	4a	
	b Other (Describe in Part XIII.).....	4b	
	c Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.).....	5	5,232,023.

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Part III, Line 4 - Description Of Organization Collections & How Furthers Exempt Purpose

One of the most important goals of Discovery Green is to incorporate art throughout the park. Included are the Monument Au Fantome by Jean Dubuffet, components of Synchronicity of Color by Margo Sawyer, and Sculptor Doug Hollis' Listening Vessels and the Mist Tree.

**SCHEDULE G
(Form 990 or 990-EZ)**

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered 'Yes' on Form 990, Part IV, line 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

▶ Attach to Form 990 or Form 990-EZ.

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2020

Open to Public Inspection

Name of the organization

Discovery Green Conservancy

Employer identification number

20-1951465

Part I

Fundraising Activities. Complete if the organization answered 'Yes' on Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** Mail solicitations
- b** Internet and email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If 'Yes,' list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Total 0.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered 'Yes' on Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events	
		<u>Virtual Gala</u> (event type)	_____ (event type)	<u>None</u> (total number)	(add column (a) through column (c))	
Revenue	1	Gross receipts	597,251.		597,251.	
	2	Less: Contributions	570,461.		570,461.	
	3	Gross income (line 1 minus line 2)	26,790.		26,790.	
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages	17,844.		17,844.	
	8	Entertainment	60,625.		60,625.	
	9	Other direct expenses	2,372.		2,372.	
	10	Direct expense summary. Add lines 4 through 9 in column (d)				80,841.
	11	Net income summary. Subtract line 10 from line 3, column (d)				-54,051.

Part III Gaming. Complete if the organization answered 'Yes' on Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming	
		_____ %	_____ %	_____ %	(add column (a) through column (c))	
Revenue	1	Gross revenue				
Direct Expenses	2	Cash prizes				
	3	Noncash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)				
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

9 Enter the state(s) in which the organization conducts gaming activities: _____

a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If 'No,' explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended, or terminated during the tax year? Yes No

b If 'Yes,' explain: _____

- 11 Does the organization conduct gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity conducted in:

a The organization's facility	13 a	%
b An outside facility	13 b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If 'Yes,' enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If 'Yes,' enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

2020

- ▶ Complete if the organization answered 'Yes' on Form 990, Part IV, line 23.
- ▶ Attach to Form 990.

Open to Public Inspection

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Department of the Treasury
Internal Revenue Service

Name of the organization

Employer identification number

Discovery Green Conservancy

20-1951465

Part I Questions Regarding Compensation

1 a Check the appropriate box(es) if the organization provided any of the following to or for a person listed on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (such as maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain.

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked on line 1a?

3 Indicate which, if any, of the following the organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|--|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed on Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment? **4 a** X
- b** Participate in or receive payment from a supplemental nonqualified retirement plan? **4 b** X
- c** Participate in or receive payment from an equity-based compensation arrangement? **4 c** X
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? **5 a** X
- b** Any related organization? **5 b** X
- If 'Yes' on line 5a or 5b, describe in Part III.

6 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? **6 a** X
- b** Any related organization? **6 b** X
- If 'Yes' on line 6a or 6b, describe in Part III.

7 For persons listed on Form 990, Part VII, Section A, line 1a, did the organization provide any nonfixed payments not described on lines 5 and 6? If 'Yes,' describe in Part III. **7** X

8 Were any amounts reported on Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III. **8** X

9 If 'Yes' on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? **9**

	Yes	No
1 a		
1 b		
2		
3		
4 a		X
4 b		X
4 c		X
5 a		X
5 b		X
6 a		X
6 b		X
7		X
8		X
9		

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2020

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns(B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Barry Mandel 1 President	(i)	227,921.	0.	1,170.	12,094.	10,260.	251,445.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
Susanne Theis 2 Programming Dir	(i)	133,093.	0.	1,170.	7,000.	10,244.	151,507.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZComplete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2020**Open to Public
Inspection**Discovery Green Conservancy

Employer identification number

20-1951465

Form 990, Part VI, Line 11b - Form 990 Review Process

Form 990 is reviewed by the finance and audit committee prior to providing a copy to the board and filing with the IRS.

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

A conflict of interest survey is completed and submitted by directors annually. The surveys are reviewed by the Finance & Administration Director to ensure there are no potential conflicts of interest.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process - CEO & Top Management

The board of directors' compensation committee conducts an annual study to determine compensation paid by similar organizations for similar positions and reviews the compensation plan for the President from that study. The committee presents the findings annually and makes compensation recommendations to be approved by the full board.

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Made available upon request.

EXHIBIT E



SCHOOL OF LAW
THE UNIVERSITY OF TEXAS AT AUSTIN

Law and Religion Clinic · 727 East Dean Keeton Street · Austin, Texas 78705

May 12, 2022

City of Houston Legal Department
P.O. Box 368
Houston, TX 77001-0368

To Mr. Arturo G. Michel:

Darius Dubash has retained the University of Texas Law and Religion Clinic to represent him regarding your clients—the City of Houston, Sylvester Turner in his official capacity as the Mayor of Houston, and the Houston Downtown Park Corporation (collectively “the City”) —violating his constitutional and statutory rights by prohibiting him from demonstrating in Discovery Green park.¹ Mr. Dubash is an animal-rights advocate committed to spreading awareness about the injustice of factory farming—and cruelty toward animals more broadly. That commitment is inspired by his adherence to the Advaita Vedanta stream of Hinduism, and its teaching of promoting “Ahimsa” (nonviolence) and opposing “Himsa” (violence). Discovery Green operates as a public-private partnership between the City of Houston, the Discovery Green Conservancy, and the Houston Downtown Park Corporation (a local government corporation chartered to operate a *public* park). The Mayor has intervened to guarantee free expression within the park.² Yet the unconstitutional policies effectuated at Discovery Green impose a substantial burden on Mr. Dubash’s ability to spread Ahimsa and refrain from violence. Such actions violate his statutory rights under the Texas Religious Freedom Restoration Act.

This letter serves as statutory notice under TRFRA, as it informs the City of Houston, the Mayor of Houston, and the Houston Downtown Park Corporation that the content-based restrictions on speech that prohibit Mr. Dubash from spreading the message of nonviolence towards animals at Discovery Green are an unlawful substantial burden on his religious exercise in violation of Texas law. *See* Tex. Civ. Prac. & Rem. Code Ann. § 110.006(a).

¹ The Clinic also represents Dr. Faraz Harsini related to this matter, although his claims are not grounded in the violation of his religious rights. In addition to the claims under the Texas Religious Freedom Restoration Act, both Mr. Dubash and Dr. Harsini retain their claims arising from all other constitutional and statutory provisions.

² Chaz Miller, *Houston leaders taking safety precautions as city prepares for the NRA convention and protests*, ABC 13 (May 26, 2022), <https://abc13.com/national-rifle-association-nra-convention-houston-gun-meeting-protests/11897928/>.



SCHOOL OF LAW
THE UNIVERSITY OF TEXAS AT AUSTIN

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A. The City has prohibited Mr. Dubash from engaging in lawful speech related to the mistreatment of animals and allowed his rights to be violated.

Daraius Dubash is a volunteer member and leader of an animal-rights group called Anonymous for the Voiceless. Mr. Dubash has participated in this group for years and has held demonstrations in public spaces throughout Texas, including Austin, Dallas, Houston, and San Antonio, and elsewhere in the United States. Of the three to ten demonstrators typically present at a demonstration, one holds a screen that displays—without any audio—images and videos of animal mistreatment. Only when someone approaches the group to talk does a demonstrator engage in a discussion about the things depicted on the screen. The demonstration is peaceful and does not promote any form of violence.

On four different occasions, Mr. Dubash attempted to demonstrate in Discovery Green:

On November 13, 2021, Mr. Dubash attempted to demonstrate in Discovery Green, a Houston police officer threatened him with arrest, and park staff member William Flowers escorted him out of the park, (falsely) asserting that Discovery Green is private property. Other demonstrators left the park after they too were threatened with arrest.

On April 16, 2022, Mr. Dubash was escorted off a public sidewalk that is marked as the edge of the Discovery Green property line. But this area of Discovery Green is regularly open to protests and demonstrations. This portion of the park has also been designated as a protest area for other protests.

On June 18, 2022, park manager Brian Wilmer (again, falsely) told Mr. Dubash that the sidewalk that lines the perimeter of the park (across from the George R. Brown Convention Center) is private property. He also stated that there is no public sidewalk where the White Promenade abuts Lamar Street, and he forced them off the “private” sidewalk under threat of arrest.

Finally, on July 23, 2022, Mr. Dubash was arrested for criminal trespass while trying to demonstrate in Discovery Green. This time, park staff informed him that he was not allowed to be in the park because of the *content* of his speech. The staff again asserted that Discovery Green is a private park. Prior to the arrest, Dubash spoke with park staff and the Houston police officers (Officer Douglas, #7943, and Officer Whitworth, #7595) who were present. Officer Douglas arrested



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Mr. Dubash, explaining that “If you are showing offensive material [the park manager] does not like, you can’t be here.” Officer Douglas then arrested Mr. Dubash. The charges were later dismissed, at great personal expense for Mr. Dubash.

B. The City and Discovery Green, a state actor, have substantially burdened Mr. Dubash’s religion by unlawfully preventing him from spreading the message of nonviolence towards animals.

Discovery Green sits on land owned by the Houston Downtown Park Corporation, a local government corporation “incorporated to aid and act on behalf of the City” for the “operation and maintenance of a new public park.” The City of Houston conveyed this property in 2004. Discovery Green operates the park pursuant to an operating agreement with the Houston Downtown Park Corporation. The park announces that Houston Police Department officers on duty enforce city ordinances within park boundaries. And Discovery Green has historically functioned as a traditional public forum, working with the City and the Mayor to host numerous public protests on contentious issues. Regardless of the intricacies of the operating contract, and private status of the Conservancy, no party may contract itself out of constitutional and statutory obligations. *Plano Surgery Ctr. v. New You Weight Mgmt. Ctr.*, 265 S.W.3d 496, 501 (Tex. App.—Dallas 2008, no pet.); 17A Am. Jur. 2d Contracts § 223.

On four separate occasions, the City and Mayor of Houston, acting through Discovery Green and the Houston Police Department, have prevented Mr. Dubash from spreading his message of nonviolence towards animals. Vedanta teaches that each person is compelled to spread the truth to others – to be silent, or to not make a choice, is itself a choice. Thus, not sharing the teaching of non-violence for Mr. Dubash itself forces him to commit an act of violence. Mr. Dubash’s “religious beliefs need not be acceptable, logical, consistent, or comprehensible to others in order to merit First Amendment protection.” *Thomas v. Review Bd. of Indiana Employment Sec. Div.*, 450 U.S. 707, 714 (1981). Nor is the religious burden rendered insubstantial by the possibility of exercising his religion in other (inferior) locations: “one is not to have the exercise of his liberty of expression in appropriate places abridged on the plea that it may be exercised in some other place.” *Barr v. City of Sinton*, 295 S.W.3d 287, 302 (Tex. 2009) (quoting *Schneider v. New Jersey*, 308 U.S. 147, 163 (1939)).

Although Mr. Dubash’s speech promoting nonviolence towards animals is protected by constitutional Free Speech guarantees, it receives additional protection under TRFRA. As the Supreme Court of Texas has explained, TRFRA guarantees that an action “which can be and often is conducted for purely secular purposes [is] entitled to increased protection from government regulation if conducted for religious reasons.” *Id.* at 300. Thus, “[j]ust as a Bible study group and a book club are not treated



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the same, neither are a halfway house operated for religious purposes and one that is not.” *Id.* Here, Mr. Dubash participates in the “Cube of Truth,” a public educational demonstration that seeks to inform and persuade passersby of the evils of contemporary industrial animal production. But he does so *because* of his Vedanta beliefs. Under TRFRA, the question is “whether plaintiff’s sincere religious beliefs motivate his conduct.” *Merced v. Kasson*, 577 F.3d 578, 588 (5th Cir. 2009). For Mr. Dubash, they do.

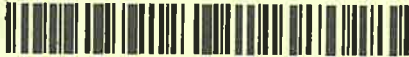
Finally, the City burdens Mr. Dubash’s religious exercise through the manner of its discriminatory content-based prohibitions on depicting the truth of industrial animal production and wearing a “Guy Fawkes” mask. Content-based restrictions are onerous when suppressing religious exercise just as they are suppressing free speech. *See West Virginia State Board of Education v. Barnette*, 319 U.S. 624, 642 (1943) (“If there is any fixed star in our constitutional constellation, it is that no official, high or petty, can prescribe what shall be orthodox in politics, nationalism, religion, or other matters of opinion....”). No one would tell a believer that the government can ban her from saying Hail Marys so long as it permits her to say Our Fathers. And so long as Mr. Dubash does not display speech that is outside the bounds of legal protection, such as obscenity or defamation, the government may not tell him how to say it.


To reiterate, this letter serves as statutory notice under TRFRA, Tex. Civ. Prac. & Rem. Code Ann. § 110.006(a). Notwithstanding any statutory requirements, Mr. Dubash retains the right to bring an action should an imminent threat to his religious rights arise, and nothing in this letter acts as a waiver or forfeiture of any other statutory or constitutional claims, rights, or remedies. *See id.* § 110.006(b).

Sincerely,

John Greil
Clinical Professor of Law | [The University of Texas School of Law](#)
John.greil@law.utexas.edu | 651-767-2574

Steven T. Collis
Clinical Professor of Law | [The University of Texas School of Law](#)
Director | [Bech-Loughlin First Amendment Center](#)
Director | [UT Law and Religion Clinic](#)
Steven.collis@law.utexas.edu | 512-475-9090

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SCHOOL OF LAW
THE UNIVERSITY OF TEXAS AT AUSTIN

Law and Religion Clinic · 727 East Dean Keeton Street · Austin, Texas 78705

May 12, 2022

Aaron P. Roffwarg
711 Louisiana Street
Suite, 2300
Houston, Texas 77002

Dear Mr. Roffwarg:

As you know, Daraius Dubash has retained the University of Texas Law and Religion Clinic to represent him regarding the Discovery Green Conservancy's repeated efforts to keep him from demonstrating in the park in violation of his constitutional and statutory rights.¹ Mr. Dubash is an animal-rights advocate committed to spreading awareness about the injustice of factory farming—and cruelty toward animals, more broadly. That commitment is inspired by his adherence to the Advaita Vedanta stream of Hinduism, and its teaching of promoting “Ahimsa” (nonviolence) and opposing “Himsa” (violence). Discovery Green's current refusal and past punishment of Mr. Dubash's demonstrations in the park, which function to spread Ahimsa to believers and non-believers alike, violate his statutory rights under the Texas Religious Freedom Restoration Act.

This letter serves as statutory notice under TRFRA, as it informs Discovery Green that the content-based restrictions on speech that prohibit Mr. Dubash from spreading the message of nonviolence towards animals are an unlawful substantial burden on his religious exercise in violation of Texas law. *See* Tex. Civ. Prac. & Rem. Code Ann. § 110.006(a).

Discovery Green is a state actor for purposes of constitutional and statutory civil rights law. The land is owned by the Houston Downtown Park Corporation, a local government corporation “incorporated to aid and act on behalf of the City” for the “operation and maintenance of a new public park.” Discovery Green operates the park pursuant to an operating agreement with the Houston Downtown Park Corporation. Moreover, Discovery Green announces that Houston Police Department officers on duty enforce city ordinances within park boundaries. Finally, Discovery Green has historically functioned as a traditional public forum, working with the city and the mayor to host numerous public protests on contentious issues.

¹ The Clinic also represents Dr. Faraz Harsini related to this matter, although his claims are not grounded in the violation of his religious rights.



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Discovery Green’s policy forbidding speech that it disagrees with substantially burdens Daraius Dubash’s free exercise of religion. On four separate occasions, Discovery Green has prevented Mr. Dubash from spreading his message of nonviolence towards animals. Vedanta teaches that each person is compelled to spread the truth to others – to be silent, or to not make a choice, is itself a choice. Thus, not sharing the teaching of non-violence for Mr. Dubash itself forces him to commit an act of violence. Mr. Dubash’s “religious beliefs need not be acceptable, logical, consistent, or comprehensible to others in order to merit First Amendment protection.” *Thomas v. Review Bd. of Indiana Employment Sec. Div.*, 450 U.S. 707, 714 (1981). Nor is the religious burden rendered insubstantial by the possibility of exercising his religion in other (inferior) locations: “one is not to have the exercise of his liberty of expression in appropriate places abridged on the plea that it may be exercised in some other place.” *Barr v. City of Sinton*, 295 S.W.3d 287, 302 (Tex. 2009) (quoting *Schneider v. New Jersey*, 308 U.S. 147, 163 (1939)).

Although Mr. Dubash’s speech promoting nonviolence towards animals is protected by constitutional Free Speech guarantees, it receives additional protection under TRFRA. As the Supreme Court of Texas has explained, TRFRA guarantees that an action “which can be and often is conducted for purely secular purposes [is] entitled to increased protection from government regulation if conducted for religious reasons.” *Id.* at 300. Thus, “[j]ust as a Bible study group and a book club are not treated the same, neither are a halfway house operated for religious purposes and one that is not.” *Id.* Here, Mr. Dubash participates in the “Cube of Truth,” a public educational demonstration that seeks to inform and persuade passersby of the evils of contemporary industrial animal production. But he does so *because* of his Vedanta beliefs. Under TRFRA, the question is “whether plaintiff’s sincere religious beliefs motivate his conduct.” *Merced v. Kasson*, 577 F.3d 578, 588 (5th Cir. 2009). For Mr. Dubash, they do.

Finally, Discovery Green burdens Mr. Dubash’s religious exercise through the manner of its discriminatory content-based prohibitions on depicting the truth of industrial animal production and wearing a “Guy Fawkes” mask. But content-based restrictions are onerous when suppressing religious exercise just as they are suppressing free speech. *See West Virginia State Board of Education v. Barnette*, 319 U.S. 624, 642 (1943) (“If there is any fixed star in our constitutional constellation, it is that no official, high or petty, can prescribe what shall be orthodox in politics, nationalism, religion, or other matters of opinion....”). No one would tell a believer that the government can ban her from saying Hail Marys so long as it permits her to say Our Fathers. And so long as Mr. Dubash does not display speech that is outside the bounds of legal protection, such as obscenity or defamation, the government may not tell him how to say it.



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To reiterate, this letter serves as statutory notice under TRFRA, Tex. Civ. Prac. & Rem. Code Ann. § 110.006(a). Notwithstanding any statutory requirements, Mr. Dubash retains the right to bring an action should an imminent threat to his religious rights arise, and nothing in this letter acts as a waiver or forfeiture of any other statutory or constitutional claims, rights, or remedies. *See id.* § 110.006(b).

Sincerely,

John Greil
Clinical Professor of Law | [The University of Texas School of Law](#)
John.greil@law.utexas.edu | 651-767-2574

Steven T. Collis
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EXHIBIT F

Greil, John

From: Roffwarg, Aaron <aaron.roffwarg@bracewell.com>
Sent: Wednesday, May 24, 2023 10:17 AM
To: Greil, John
Cc: Collis, Steven T; Barry Mandel (barry@discoverygreen.com)
Subject: RE: Discovery Green notice

John,

We appreciate your correspondence, but Discovery Green's position has not changed from the time we met in our office. My client is still willing to allow your client into the park under mutually-acceptable conditions. We would be glad to discuss a proposed alternate method at your convenience. Best regards,

Aaron

AARON ROFFWARG

Partner

aaron.roffwarg@bracewell.com | [download v-card](#)

T: +1.713.221.1117 | F: +1.800.404.3970 | M: +1.713.858.6734

BRACEWELL LLP

711 Louisiana Street, Suite 2300 | Houston, TX | 77002-2770

bracewell.com | [profile](#) | [LinkedIn](#) | [Twitter](#)

CONFIDENTIALITY STATEMENT

This message is sent by a law firm and may contain information that is privileged or confidential. If you received this transmission in error, please notify the sender by reply e-mail and delete the message and any attachments.

From: Greil, John <john.greil@law.utexas.edu>
Sent: Tuesday, May 23, 2023 9:16 AM
To: Roffwarg, Aaron <aaron.roffwarg@bracewell.com>
Cc: Collis, Steven T <steven.collis@law.utexas.edu>
Subject: [EXTERNAL SENDER] Discovery Green notice

Hello Aaron,

We sent you written notice for Discovery Green by certified mail, return receipt requested, in compliance with Tex. Civ. Prac. & Rem. Code Ann. § 110.006, but the receipt came back unsigned. Would you please just confirm you received it?

Thank you so much,

John

EXHIBIT G

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

DARAIUS DUBASH, and)

DR. FARAZ HARSINI)

Plaintiffs,)

v.)

CITY OF HOUSTON, TEXAS;)

HOUSTON DOWNTOWN PARK)
CORPORATION;)

OFFICER ROBERT DOUGLAS)
(# 7943), in his individual capacity;)

OFFICER VERN WHITWORTH)
(# 7595), in his individual capacity;)

DISCOVERY GREEN CONSERVANCY)
f/k/a HOUSTON DOWNTOWN PARK)
CONSERVANCY;)

and)

BARRY MANDEL, in his individual)
capacity.)

Defendants)

CASE NO. 23-3556

DECLARATION OF DARAIUS DUBASH

1. My name is Daraius Dubash. I certify that I am over 18 years of age and reside in Austin, Texas.

2. I have worked in finance, accounting, marketing, and general management. I spend a majority of my time volunteering for two nonprofits, Allied Scholars for Animal Protection in the United States, and the PrashantAdvait Foundation in India.
3. In August 2001, I made the best decision of my life—to come to the US to study. I was drawn to the freedoms—political, religious, and economic—which the United States afforded all her residents. I am now a proud taxpaying United States Citizen.
4. I especially love the foresight of our Founding Fathers to ensure that freedom of speech & free religious exercise were integral to the American experiment, which is why I am troubled with my experiences and arrest at Discovery Green, in Houston, Texas.
5. As a Naturalized US Citizen, I swore to “support and defend the Constitution and laws of the United States against all enemies, foreign and domestic; Bear true faith and allegiance to the same.” I take that responsibility very seriously.
6. I am a follower of the *Advaita Vedanta* stream of Hinduism, in particular as taught by Acharya Prashant. The main texts in *Vedanta* are the *Upanishads* (the most rarefied teachings from the *Vedas*), the *Srimad Bhagavad Gita* (akin to the Bible in Christianity), and the *Brahma Sutras*. My studies and practice in this tradition have given me a deeper religious and spiritual understanding of not eating animal products, in addition to understanding what it means to be human and the purpose of life.
7. A key teaching of *Vedanta* scripture is the concept of “*ahimsa*” which can be understood as “nonviolence.” In recent times, Mahatma Gandhi popularized “*Ahimsa*” or “nonviolence” in his fight for Indian independence. He wrote: “*Ahimsa* is the highest duty. Even if we cannot practice it in full, we must try to understand its spirit and refrain as far as is humanly possible from violence,” and, “The most distinctive and largest contribution

of Hinduism to India's culture is the doctrine of *ahimsa*." However, *ahimsa* is not the same as pacifism. Gandhi also wrote, "*Ahimsa* is an attribute of the brave. Cowardice and *ahimsa* don't go together any more than water and fire."

8. This concept extends to nonviolence to all living things, including animals. *Ahimsa* is a key theme in *Vedanta* and in the Indic religious streams of Buddhism, Jainism, and Hinduism. *Vedanta* can be understood as the essence and pinnacle of Hindu philosophy.
9. For example, the *Chandogya Upanishad* says "अथ यत्तपो दानमार्जवमहिंसा सत्यवचनमिति ता अस्य दक्षिणाः ॥ ४ ॥" ["Now *Tapas* (austerity), *Dāna* (charity), *Arjava* (sincerity, uprightness, and nonhypocrisy), *Ahimsa* (nonviolence) and *Satya-vacanam* (truth telling), these are the *Dakshina* (gifts) He gives [in life]. - Chandogya Upanishad 3.17.4"].
10. Hindu scriptures have long advocated for a vegetarian diet (no animal flesh, fish, or eggs) based on the concept of *ahimsa*. However, thousands of years ago, there was no cruel industrialized system of milk production like there is today. So in today's world, veganism is the culmination of the vegetarianism of yesteryears. If *ahimsa* means to not harm the animal, then in today's world (where cow's milks substitutes are readily available), one must not consume cow's milk because today's milk production involves many cruel practices such as forced ejaculation of a bull, artificial impregnation of a cow, slaughter of baby male calves, and the eventual slaughter of the cow.
11. I volunteer with the PrashantAdvait Foundation in India whose mission is to spread the teachings of *Advaita Vedanta*. The PrashantAdvait Foundation's teachings include being kind to animals, investigating the human condition and what it means to rise to the pinnacle of being a human being, education, living rightly, and enhancing women's rights in India and around the world.

12. I have also been influenced by Buddhism. The first Buddhist precept in the *Sila* (moral code) is to abstain from killing, and nonkilling features in the *Vipassana* code of morality. *Vipassana* (a process of self-purification by self-observation and seeing things as they really are) is a technique developed by the Buddha.
13. I attended a ten-day silent *Vipassana* meditation camp in Kauffman, Texas, in 2015 where no animal flesh or eggs were served. It wasn't as hard as I imagined to live without animal flesh, so I continued on that path after leaving the camp. I have attended two subsequent ten-day *Vipassana* camps since then.
14. I have also been influenced by the teachings of Buddhist Zen master Thich Nhat Hahn, *see, e.g., Thich Nhat Hanh: Why everyone should be Vegan.*, available at <https://www.youtube.com/watch?v=GDMwYC9qZ-w>, as well as the teachings from the Buddha (Siddhartha Gautama) who said, "The eating of meat extinguishes the seed of Great Kindness."
15. *Vedanta* teaches that each person is compelled to spread the truth to others—to be silent, or to not make a choice, is itself a choice. Not sharing the belief of nonviolence can itself be violence. In fact, the most sacred of *Vedanta* (& Hindu) texts is the *Srimad Bhagwad Gita* where Lord Krishna is using all his persuasive powers to exhort a reluctant Arjuna to fight the just war against Arjuna's own family, because to NOT do so would be sinful and in service of evil. Mahatma Gandhi would often say that the *Srimad Bhagwad Gita* was the one book which inspired him the most. My desire to speak up for what I know is right is inspired by the *Srimad Bhagwad Gita*.
16. Besides sharing this belief through my volunteer work with the PrashantAdvait Foundation and Allied Scholars for Animal Protection in the US, I joined, and currently participate in,

the group Anonymous for the Voiceless as a way of practicing my faith by promulgating the message of *ahimsa* or not harming animals unnecessarily. Although I recognize that people of all faiths join Anonymous for the Voiceless for different reasons, for me it is an especially effective way to spread the teaching of *ahimsa*, even to those who do not desire to practice *Vedanta*. Its method of publicly transmitting the message of nonviolence to fellow citizens is more effective than limiting my conversations to conversations with people I already know.

17. The most effective way I can practice my faith is by having personal interaction and conversations with people and discussing with them the principles of nonviolence as it pertains to animals. I practice this key aspect of my religion by serving as a co-organizer of the Houston chapter of Anonymous for the Voiceless, an animal rights group that holds educational advocacy events across the globe calling for the fair treatment of animals. These public actions are called “Cubes of Truth.”
18. Cubes of Truth are carried out in public places so that we can engage and persuade other individuals.
19. These events include a few “Cube team” members holding small televisions to show silent film clips of the poor treatment of animals all over the world while the “Outreach team” members stand aside and wait to be approached by those passing by who are interested in our cause or who show interest by stopping and watching the footage on the TVs. We used to use laptop computers, but TVs weigh less than laptop computers and can be attached to our body. Only the members holding televisions (usually one to four persons) wear a “Guy Fawkes mask” in the style popularized by the film *V for Vendetta*.

20. This white mask with a slight smirk was specifically chosen for its rich meaning. I use this mask because it stands for inquiry and protest against the status quo and oppression. It represents the fight for truth and is a symbol standing opposed to all injustice and discrimination, including injustice and discrimination towards nonhuman animals. The mask is simple and elegant and connotes purity as well. In my experience, the mask is critical to effectively communicate our message. Many people recognize that mask, and it gets people's attention without frightening them. That mask is a signature identifier of Anonymous for the Voiceless around the world. To clarify, none of the volunteers who speak to the public wear masks. The masks are only worn by the persons who hold the TVs so that people stopping by are not distracted by the face of the person holding the TV. There are more volunteers without masks than those wearing masks.

21. It is imperative that we wear on our chests a small TV, which shows images of how eggs, milk, fish, and meat are produced. There is no sound playing from the TV, but the pictures tell more than a thousand words. The silent video portrays images from a documentary film titled *Dominion* that shows behind-the-scenes footage of industrial meat production.

22. In my experience, it is only when people see the cramped conditions where the animals live, the callous ways in which they are handled, and the inability of the animals to protect themselves that it is possible for them to question if they really want to support such industries. It is vital to my advocacy that people see the silent images shown on the TV so they get to see what their money is purchasing. Many people, including families, often stop to watch the footage and interact with us. And even if they don't stop consuming animal products, they have been exposed to a bit of the reality of meat production.

23. When I participate in a Cube of Truth, I try to connect with passersby in the way that will best persuade them to stop killing animals needlessly. When they show interest or approach the Cube of Truth, the first question I ask them is, “How does this make you feel?” or “Do you want to know what we’re doing here?” I try to find common ground with people of all backgrounds. If I am talking to someone I know is from India, and if I know they are religious, I will connect with them that way. If I change someone’s mind about eating animal flesh and how we treat animals, then I have spread the truth of *ahimsa* and upheld *Vedanta*.
24. Another co-organizer of the Houston chapter of Anonymous for the Voiceless is Dr. Faraz Harsini. We’ve led several Cubes of Truth in public parks and other public spaces in Texas.
25. The Cube of Truth is a peaceful demonstration and members who participate in this protest do not harass those passing by, nor do we heckle or herd them towards an outreach. I am trying to persuade people, and in my experience, people will only be persuaded if they make free choices that they feel are coming from themselves and not from any external source. If people choose to stop, engage, and converse with us, then I have found that they are more open to our message than if we were to randomly stop someone on the street and force them to talk with us.
26. I always dislike walking into a shop, only to have the salesperson ask me immediately if I need help and try to sell me something. I would rather browse and look around and then initiate a conversation, if needed. I bring this approach to my advocacy.
27. I locate the Cube of Truth in a place where it will not block any walkway entirely so that ingress and egress is always possible. I make sure people can pass freely by and that they can choose to walk around us.

28. As the co-organizer of the Houston chapter of this group, I do not allow members of our chapter to approach the members of the public unless those passing by initiate the conversation with our members, or have stopped to watch footage on the TVs, or have glanced multiple times at the TVs and then at our volunteers and appear interested in wanting to know more.
29. I do not allow our members to hand out literature unless the passerby has initiated a conversation with us. If someone is interested, I may pass out a QR code that links to a website providing more information after our conversation together.
30. I do not allow our members to engage children under the age of twelve. Children are not the audience, because in my view, they are not responsible for the purchase choices of their caregivers and lack the faculty to reason at a sophisticated level. Sometimes parents voluntarily stop and have conversations with us along with their children. And sometimes children will ask if we can give them a white Guy Fawkes mask.
31. If a volunteer did not follow the protocol, he or she would be first reprimanded, and if the behavior persists, would be removed from the chapter.
32. Occasionally, we have used a small Bluetooth speaker playing instrumental music from our phone at a low volume for dramatic effect. We have never been told that our music was causing a disturbance or was being played too loud.
33. I perform extensive research before I lead our group in a demonstration by researching proper areas to hold Cubes of Truth in a peaceful and safe way. This entails checking whether the property is public or private, reviewing details of the property and adjoining areas on Google Maps, and assessing the number of people expected to pass by.

34. After researching Discovery Green, I expected it to be a welcoming venue, given that it labeled itself as a village green and given its history of hosting protests such as those opposing the National Rifle Association and supporting the Black Lives Matter movement, in addition to protests for and against candidates standing for election.
35. I have participated and co-led Cubes for Anonymous for the Voiceless in many cities across Texas, including Austin, San Marcos, Waco, San Antonio, and Dallas. I usually co-lead Cubes with Dr. Faraz Harsini. During these Cubes in Austin, San Marcos, Waco, San Antonio, and Dallas, our group has never been told to leave a public area in the past, despite police being stationed next to us, or patrolling the location where we held Cubes of Truth.
36. Prior to entering Discovery Green Park, I performed research that informed me that the park is a public park. Along with Dr. Harsini, I went to Discovery Green's website, which characterizes the space as a public park and states that it is open to the general public. Dr. Harsini and I also independently visited the park. I observed that Discovery Green appears to be a public park, where the public can enter without admission or tickets, and where people gather, recreate, and attend events. I also noticed a stone tablet with the Mayor's name, the City of Houston listed as the owner, and the Houston Downtown Park Corporation on it, strongly suggesting that the park was public. After being asked to leave the park in November 2021, I also found property records showing that the land is owned by the Houston Downtown Park Corporation, making Discovery Green public property, and that Discovery Green receives public funds.
37. On November 13, 2021, the first time I was organizing a Cube of Truth in Discovery Green Park in Houston, William Flowers, the facilities manager, ordered us to turn off our televisions and leave. Officer R. Stanfield, who was in a Houston police uniform, claimed

that the park was a private park. Officer Stanfield asked us to leave, intimidated us by dangling handcuffs in front of us, and then said, “You’re about to get arrested.” I was scared and didn’t want to be arrested, so I and the rest of my group left immediately. Neither Flowers nor Stanfield stated any park rule or city ordinance when ordering us to leave.

38. Several months later, on April 16, 2022, a park security officer, along with Houston Police Department Officer R. Douglas (#7943), ordered me, Dr. Faraz Harsini, and others in the Cube of Truth to get off the sidewalk at Discovery Green Park. The park security officer claimed that Discovery Green is private property and that sections of the sidewalk (including the section opposite the George R Brown Convention Center) belonged to Discovery Green. The security officer also claimed he was ordering us to leave because he did not “want to continue to get complaints.” He provided no specifics about any complaint. I responded, saying “I don’t think that’s a legitimate reason not to have a peaceful protest,” but the security officer replied that “I wouldn’t bother you if they wouldn’t ask me.” I understood “they” to mean Discovery Green Management. Officer Douglas was wearing a Houston police uniform. Again, not wanting to risk arrest, we left the area. Neither the park security officer nor Douglas stated any park rule or city ordinance when ordering us to leave.

39. On June 18, 2022, we were standing at the edge of Discovery Green at the corner of Crawford Street and Lamar Street. A Discovery Green park manager, Brian Wilmer, informed my group again that we needed to move because the area we were standing on “is not public property.” He claimed that Discovery Green owned the portion of the sidewalk where we were standing. Again, not wanting to risk arrest, we left the area. Wilmer did not state any park rule or city ordinance when ordering us to leave.

40. Wilmer also claimed that our “intended purpose is to cause nightmares in children.” That was false. I have no desire to cause nightmares to children, and again, our protocol prevents us from approaching and speaking with children under twelve years old.
41. On July 23, 2022, we were peacefully performing a Cube of Truth in Discovery Green. We had no amplified sound, and only two persons were standing with TVs strapped to their chests, while the others were waiting patiently for folks to stop and watch the footage. A different group of people were setup in the park nearby to promote voter registration, speaking unsolicited with passersby. I did not witness any police or security attempting to control that group’s speech.
42. On this date, the park security and Production Coordinator, Floyd Willis, approached us and told our group that we needed to leave due to the content of our message, including the clips shown on our small TVs.
43. Willis then called over two men wearing Houston police uniforms: Officer R. Douglas (#7943) and Officer Whitworth (#7595). The two officers arrived.
44. When I asked the officers if this was a private park, they did not answer me but claimed they must do what the manager was telling them to do. I attempted to show the officers documents from my prior research that proved Discovery Green is a public park.
45. Officer Douglas (#7943) never asked me to leave. Instead, he asked for my driver’s license, told me to turn around and put my hands behind my back, and handcuffed me, and I complied without any resistance. At no point before or after this did he interview witnesses, or do anything to determine whether I was breaking any law. Dr. Harsini filmed the entire incident.

46. I was arrested for criminal trespassing after participating in the Cube of Truth on July 23, 2022. That charge was later dismissed by the prosecuting attorney. Retaining an attorney to defend against that unconstitutional charge caused me to expend significant money and time.
47. Officer Douglas then walked me, handcuffed, to a Discovery Green office room. Still painfully handcuffed with my hands behind my back, I was forced to spend over two hours sitting in a chair in that office. Officer M Q Ta arrived after two to three hours. Officer Ta did not make any attempt to assess whether my arrest violated my First Amendment rights. I was then transported to a detention center and had to endure the curiosity and stares of the crowds at Discovery Green as I was walked and frisked in handcuffs.
48. This was a humiliating experience, as I have never been arrested, and I pride myself on being a law-abiding citizen. I came to the park to lawfully spread the message of *ahimsa* through persuasive speech and was punished for that by being led away in handcuffs.
49. I then spent the night in a detention facility and was released around 1:00 pm the following day, after spending approximately sixteen hours sitting in a chair at the detention facility. I had to hire a criminal defense attorney to represent me in the alleged charge of “Criminal Trespass” and have expended a lot of time, energy, and money in defending my First Amendment rights to free speech and religious exercise, as well as my reputation. The District Attorney’s office finally dropped the charge against me on July 27, 2022.
50. While I have great respect and admiration for police officers for their tireless service and ensuring an orderly society, I was disappointed that Officers Whitworth (#7595) and Douglas (#7943) arrested me, instead of upholding my rights to free speech and free

religious exercise, especially after I tried showing them documents proving that Discovery Green is a public park.

51. This experience with Officers Stanfield, Whitworth (#7595), and Douglas (#7943) leaves me apprehensive when I organize Cubes of Truths in Austin and Houston. I'm worried and anxious that police officers could stop us from exercising our First Amendment rights at any time; that I or other volunteers could be arrested and go to jail; and that we'd have to expend significant time and energy to prove our innocence.

52. I had to find attorneys to discuss our matter with and travel to Houston to meet them. All this cost me time and money, in addition to the tenderness & abrasions on my wrist from the handcuffed detention which took four months to heal.

53. In addition, I was suffering from post-acute sequelae of COVID-19, and the additional anxiety caused by this incident exacerbated my heart rate and increased the fatigue I was experiencing.

54. After these events, I sent letters to the City of Houston, Houston Downtown Park Corporation, and Discovery Green Conservancy explaining that they were violating my First Amendment rights. Discovery Green management responded and informed me that I, and other members of the Houston chapter of Anonymous for the Voiceless, would only be allowed to conduct a Cube of Truth if we censored our content. Specifically, we would not be allowed to play silent excerpts from the film *Dominion* showing instances of animal cruelty or wear the Guy Fawkes mask within Discovery Green. The City and the Park Corporation did not respond.

55. I declare under penalty of perjury that the foregoing is true and correct.

Dated: October 19, 2023

D. R. Duborsh

Daraius Dubash

EXHIBIT H

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

DARAIUS DUBASH, and)

DR. FARAZ HARSINI)

Plaintiffs,)

v.)

CITY OF HOUSTON, TEXAS;)

HOUSTON DOWNTOWN PARK)
CORPORATION;)

OFFICER ROBERT DOUGLAS)
(# 7943), in his individual capacity;)

OFFICER VERN WHITWORTH)
(# 7595), in his individual capacity;)

DISCOVERY GREEN CONSERVANCY)
f/k/a HOUSTON DOWNTOWN PARK)
CONSERVANCY;)

and)

BARRY MANDEL, in his individual)
capacity.)

Defendants)

CASE NO. 23-3556

DECLARATION OF FARAZ HARSINI

1. My name is Dr. Faraz Harsini. I certify that I am over 18 years of age and reside in Austin, Texas.

2. I came to the United States on a full scholarship and obtained my MSc in cancer research and my PhD in Cell Physiology and Molecular Biophysics, both from Texas Tech University.
3. After my doctorate, I turned down post-doctorate opportunities at MIT and Scripps because I wanted to conduct clinical research and save lives as effectively as possible. I therefore joined pharmaceutical companies to work on discovering new therapeutics for infectious diseases, pandemics, inflammatory diseases, and cancer.
4. I obtained my United States Permanent Residency via the National Interest category because of my scientific contributions to the United States. These contributions include my peer-reviewed scientific publications and discovery of new therapeutics for infectious diseases, particularly during the COVID-19 pandemic. I cherish all the rights afforded to me as a United States resident, including the right to free speech.
5. Throughout my research I found out that the root cause of many public health threats and environmental issues is traceable to our food system. Eighty percent of antibiotics in the United States are fed to animals, which directly contributes to the emergence of antibiotic resistance, one of the biggest threats to human life. A world with antibiotic resistance is a world of disease, suffering, and very low life expectancy. I spent years developing therapeutic monoclonal antibodies for diseases such as influenza. But the origin of many pandemics and zoonotic diseases is animal farming. In fact, according to the United Nations, the top three drivers of the next pandemic are directly linked to animal consumption and farming practices.
6. Animal consumption has been linked to major causes of death in the US, such as cardiovascular disease (the number one killer of Americans), cancer (the number two killer

of Americans), diabetes, obesity, and other chronic illnesses. Animal products contain substances like carcinogens, cholesterol, saturated fat, and endotoxins, which increase the risk of these diseases. In fact, every cancer society encourages us to reduce and remove meat from our diets. In contrast, my research and that of others shows a whole-food plant-based diet, free from animal products, can significantly reduce the risk of these diseases, prevent them, or in some cases reverse their progression. In my view, it saves lives.

7. In my research, I've found the data is compelling. The evidence demonstrates harmful effects of animal consumption on both human health and the environment. These detrimental impacts not only compromise our lives, but also burden our healthcare system and economy. The United States spends the highest proportion of GDP on health care in the world.
8. Unfortunately, there is a lack of widespread discussion surrounding these critical matters. As an educator and scientist, I strongly believe that it is my moral obligation to initiate conversations and raise awareness about these pressing issues.
9. The shocking reality of common and legal practices in animal agriculture deeply saddens me because it leads to death and destruction, not only for animals, but also for humans. Over the past decade of my work as an educator, I have witnessed that when people see the uncomfortable truth about animal treatment, they often change their perspective and no longer support such practices.
10. Despite the industry's use of images portraying happy animals on animal product packaging, my work has revealed to me that this is not the truth. In the face of attempts by animal industries to restrict public knowledge through ag-gag laws, I consider it my duty to expose the truth to those who want to be informed.

11. I am committed to promoting kindness and the well-being of humans, animals, and the environment, and therefore, it is my moral obligation to reveal the hidden reality of these unkind practices to people, who otherwise would want to make kind and compassionate choices. They deserve to be aware of the truth, as it is only through knowledge that they can make informed choices and take appropriate action.
12. When I realized that our food system was causing diseases, pandemics, and environmental problems, I switched my research to fix the food system using my scientific background by promoting a plant-based diet, and also through developing a new way to produce meat using cultivated meat (lab-grown meat), which has a much lower environmental impact and does not cause animal cruelty.
13. I also founded a national 501(c)(3) nonprofit, Allied Scholars for Animal Protection, through which my team brings education on the food system (environment, pandemics, public health, and animal cruelty) to top universities and medical schools in the US, including Harvard, MIT, Brown, Columbia, Texas A&M, and others. We have registered student organization chapters in multiple universities such as UT Austin and Texas A&M.
14. In addition to better educational opportunities, I immigrated to this country because, as a gay man and atheist living in Iran, I faced persecution including the possibility of death. I am thankful that this country grants me the right to speak freely on important issues.
15. In Iran, both homosexuality and apostasy are punishable by death. As if that weren't enough, I also participated in protests against the despotic Iranian regime, advocating for basic human rights and freedom of speech. I even advocated for Iranian and Israeli friendship.

16. In the 2009 presidential protests, I was followed and nearly killed by the Iranian Revolutionary Guard after they broke into my undergraduate university, the University of Tehran. I have burned enough bridges that I will never be able to go back to Iran, and I may never see my mother again.
17. I am very close to my mother. My parents are divorced, I'm the only child, and I haven't seen my mother since I left Iran about 10 years ago. This, in addition to the possibility of never seeing her again, has been a source of stress for both my mother and me. But that was a price we both accepted to pay, so that today I can enjoy the First Amendment right to speak freely and defend the voiceless, be it human or nonhuman animals, without a fear of censorship, discrimination, and punishment.
18. In a dark sense of humor, we have a saying in my country of origin, Iran: ما آزادی بیان داریم [“We have freedom of speech, but its extent depends on what you say!"]. While individuals are technically free to express themselves, there is no assurance that exercising this freedom won't lead to arrest or even execution. What happened to me at Discovery Green brought up some unpleasant memories from back in Iran.
19. I am a co-organizer of the Houston chapter of Anonymous for the Voiceless, an advocacy group that holds public educational demonstrations, known as “Cubes of Truth,” across the world to advocate for the fair treatment of animals.
20. Daraius Dubash is the other co-organizer of the Houston chapter of Anonymous for the Voiceless. Together, we have led numerous Cubes of Truth in public places throughout Texas such as Austin, Dallas, San Antonio, and Houston.

21. These educational actions include a few members holding small televisions strapped to their chests showing film clips of the poor treatment of animals all over the world, while the other members stand aside and wait to be approached by those passing by who are interested in our cause. The film clip has no audio. The members holding televisions wear a “Guy Fawkes mask” in the style popularized by the film *V for Vendetta*. In Anonymous for the Voiceless, we choose this white mask with a slight smirk for its meaning. The mask stands for thinking for yourself, protest generally, and change to the status quo and oppression. For me, it is a symbol for the fight for truth and justice, and that includes towards nonhuman animals. In my experience, the mask is critical to effectively communicate our message, because it grabs others’ attention without frightening them. Anonymous for the Voiceless uses the mask to identify themselves around the world. None of the volunteers who speak to the public wear masks. Instead, only Cube of Truth participants who hold the TVs wear the masks, so that people watch the video without being distracted by the face of the person holding the TV.
22. The Cube of Truth is a peaceful demonstration and members who participate in this protest do not approach or harass those passing by. As a leader, I have no desire to cause a disturbance and do not want to talk to people passing by if they have no interest in talking with me.
23. I do not allow members of our group to approach the members of the public unless those passing by come to us and voluntarily initiate the conversation with our members. They could do this by stopping and looking at the footage or by glancing at the footage and our volunteers multiple times. I do not allow members to engage children in conversation. I would remove a member who repeatedly violated protocol.

24. I want people to understand the reality of what happens when they consume animal products such as meat, fish, eggs, and dairy. We want to show the reality behind the scenes that has been intentionally kept hidden from consumers who have the right to know what they are supporting with their money. As a biomedical and food system senior scientist, I want to fix the food system that is hurting animals and people and costing our economy billions of dollars each year. We want a more compassionate and sustainable food system and we can't effectively create one when we are censored or discriminated against due to the content of our educational material.
25. As an educator, it is vital to incorporate footage of standard, lawful practices in animal industries into my teaching. While topics like antibiotic resistance, the current bird flu pandemic, and cancer are important, in my experience, it is often when people witness the reality behind the doors of animal industries that they are truly motivated to take action. I have found that it is only when I show the footage of the cramped living conditions of the animals that people understand why so many antibiotics are needed to keep those animals alive.
26. At each Cube of Truth, we play a silent video portraying images from the documentary film *Dominion*, which shows legal and standard practices in industrial animal production. These images are critical to getting our message across.
27. Creating a sense of uneasiness and discomfort with the status quo is crucial for driving change and morally advancing as a society. In fact, that's the only thing that has ever helped any society to morally advance. It is only by showing footage of what happens behind closed doors that people see the urgency of the situation. Showing people the uncomfortable truth is the most powerful and essential educational tool at my disposal to

inspire individuals to take action for a kinder and more compassionate world. As such, our method would not be effective without the silent footage we show on the TVs.

28. I have taught a food transformation course at Harvard and am a guest speaker on various topics like food policy, advancements in food technology, cultivated meat, and high-impact charitable work. I have had the privilege of addressing audiences at institutions such as MIT, Columbia, UT Austin, Texas Tech, and more. What sets my presentations apart is my consistent inclusion of the same impactful documentary we use for our Cube of Truth events, regardless of the specific focus of the talk. The response from professors and students has been overwhelmingly positive. The documentary I share leaves a lasting impact, sparking conversations and driving change in profound ways.
29. We locate the Cube of Truth where there is high foot traffic to maximize our outreach, but we are careful to ensure that people can always move past us if they don't want to stop and engage with us.
30. I perform extensive research before I lead our group in a demonstration by researching proper areas to protest in a lawful, peaceful, and safe way.
31. Anonymous for the Voiceless has participated in public areas all over Texas including Austin, San Antonio, Houston, and Dallas.
32. During these demonstrations in Austin, San Antonio and Dallas, our group has never been told to leave a public area in the past.
33. Prior to entering Discovery Green Park, I performed research which showed me that the park is a public park. Along with Daraius Dubash, I found that Discovery Green's website characterizes the space as a public park and states that it is open to the general public. Daraius and I also independently visited the park. We both observed that Discovery Green

appears to be a public park, where the public can enter without admission or tickets, and where people gather, recreate, and attend events. We also respectively noticed a stone tablet with the Mayor's name, the City of Houston, and the Houston Downtown Park Corporation on it, strongly suggesting that the park was public. In addition, I observed a sign in the park that stated that Houston Police Department officers enforce City of Houston ordinances in the park. After being asked to leave the park in November 2021, Daraius shared with me that he also found property records showing that the land is owned by the Houston Downtown Park Corporation, making Discovery Green public property, and that Discovery Green receives public funding.

34. On April 16, 2022, during a Cube of Truth, Brian Wilmer, a park official, and Officer R. Douglas (#7943) ordered me and others in the demonstration off of the sidewalk at Discovery Green Park and claimed it is a private park. I was scared that staying in the park might risk arrest, so myself and the others in our group left Discovery Green. Neither Wilmer nor Douglas stated any park rule or city ordinance when ordering us to leave.
35. On June 18, 2022, during a Cube of Truth, Wilmer informed my group again that we needed to move to a portion of the sidewalk which Discovery Green did not own (he asserted that Discovery Green owned portions of the sidewalk). He claimed that our intended purpose was to give nightmares to children. That assertion is false. Giving nightmares to children does not serve any educational purpose and will not help reduce animal consumption because children do not pay for the groceries in their household. Wilmer did not state any park rule or city ordinance when ordering us to leave.

36. On July 23, 2022, we were peacefully participating in a Cube of Truth in Discovery Green. Nearby, another group was setup in the park speaking with people who walked by about registering to vote.
37. On this date, park security and the park manager, Floyd Willis, approached us and told our group that we needed to leave due to the content of our message. Eventually, Floyd said that if we don't leave they will call a unit to escort us out.
38. Willis then called the police and Officer Douglas (#7943) and Officer Whitworth (#7595) arrived at the scene. The officers were in Houston police uniforms.
39. When Daraius asked the officers if this was a private park, they did not answer him but claimed they must do what the manager was telling them to do. We attempted to show the officers documents from our prior research proving that Discovery Green is a public park.
40. Daraius asked for clarification from the officers of what they were ordering him to do. I witnessed Daraius asking the officers multiple times what would happen if we didn't leave and whether we would be arrested. He acknowledged that if the police were asking him to leave, he would leave. The officers refused to answer.
41. I then witnessed the officers arrest Daraius for criminal trespassing after participating in the Cube of Truth on July 23, 2022. I took video of the day's interactions, and those videos are attached as exhibits. *See* Ex. 1, Video 4 of July 23, 2022; Ex. 2, Video 5 of July 23, 2022; Ex. 3, Video 10 of July 23, 2022. I also witnessed Daraius calmly, respectfully, and repeatedly, and without resisting, ask why he was getting arrested, and Officer Douglas (#7943) refused to respond.
42. After the arrest, I approached Officer Whitworth (#7595) to clarify why Daraius was arrested. He said that it was his understanding that it's a private park, not funded by the

city and not funded by the state, despite the evidence we had tried to show him earlier stating that Discovery Green is a public park.

43. After Daraius's arrest, I interviewed and recorded another person who witnessed the arrest, and he said that we were protesting peacefully and that he didn't understand why Daraius was arrested. Because of Daraius's arrest, I worry that any one of our volunteers, myself included, might be arrested if we hold another Cube of Truth in Discovery Green.
44. In Iran, the government often says, "You are free to say whatever you want to say; just not these things..." My experience at Discovery Green was the first time I experienced something similar happen in a public setting in the US.
45. I am very thankful for the constitutional freedoms that the United States fosters, and I cherish the First Amendment principles that this country holds.
46. My name is occasionally misspelled in government documents and databases as Faraz Mohammadrezaharsini, due to a clerical error.
47. I declare under penalty of perjury that the foregoing is true and correct.

Dated: _____ 19 Oct 2023 _____



Dr. Faraz Harsini

EXHIBIT H-1

(Physical Copy Will Be Filed with the Court)

Video 4

Video Footage of Discovery Green Park Security Floyd – 1st Contact
(Part 1/2)

Date: July 23, 2022

Duration: 0:08:16

EXHIBIT H-2

(Physical Copy Will Be Filed with the Court)

Video 5:

Video Footage of Discovery Green Park Security Floyd – 1st Contact
(Part 2/2)

Date: July 23, 2022

Duration: 0:04:18

EXHIBIT H-3

(Physical Copy Will Be Filed with the Court)

Video 10

Video Footage of Plaintiff Daraius Dubash Arrest (iPhone)

Date: July 23, 2022

Duration: 0:19:15