

**CITY OF MANSFIELD CONSENT TO
PARTIAL ASSIGNMENT OF DEVELOPMENT AGREEMENT**

This Consent (the "Consent") is made by the City of Mansfield, a municipal corporation and political subdivision of the State of Texas ("City").

Whereas, the 380 and Development Agreement for Public Improvements to Property within Reinvestment Zone Number Two, City of Mansfield was entered into by the City of Mansfield, the Board of Directors of the Tax Increment Financing Reinvestment Zone Number Two, City of Mansfield, Texas and NRP Holdings LLC, as of June 29, 2015 ("Development Agreement") which provides for the construction of certain public and private improvements described in the Development Agreement, in phases.

Whereas, in connection with the acquisition of Phase I of the public and private improvements described in the Development Agreement, NRP Holdings LLC is partially assigning the Development Agreement to an affiliate, Main Street Mansfield Lofts LLC, a Delaware limited liability company ("Partial Assignment").

As required by Section 13.B. of the Development Agreement, the City does hereby grant its consent to the Partial Assignment provided that Main Street Mansfield Lofts LLC accepts all duties, risks and obligations undertaken by NRP Holdings LLC as to Phase 1 of the public and private improvements. For the purposes of this Consent and the Partial Assignment, signatures transmitted by electronic mail or facsimile transmission shall be deemed to be original signatures.

CITY OF MANSFIELD, a Texas home rule municipality

By: _____

Clayton Chandler, City Manager