

FIRST SUPPLEMENTARY DECLARATION TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS
FOR SCOFIELD FARMS MIXED-USE PROPERTIES

THE STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

This First Supplementary Declaration to Declaration of Covenants, Conditions and Restrictions for Scofield Farms Mixed-Use Properties (this "Supplementary Declaration") is made to be effective November 3, 1994, with respect to the following facts:

A. The Declaration of Covenants, Conditions and Restrictions for Scofield Farms Mixed Use Properties was recorded on November 1, 1994, in Volume 12305, Page 0529, Real Property Records of Travis County, Texas (the "Declaration").

B. Mellon Properties Company, a Louisiana corporation ("Declarant"), is the "Declarant" under the Declaration.

C. Article II, Section 1 of the Declaration allows Declarant to designate portions of the property covered by the Declaration (the "Properties") as separate Areas, and with respect to each specific Area, to record one or more Supplementary Declarations designating the uses and classifications of, and such additional covenants, conditions and restrictions for, any such Area as Declarant from time to time may deem appropriate, including without limitation, providing that a Supplementary Declaration may establish its own procedure for amendment of the provisions of the Supplementary Declaration (e.g., by a specified vote of only the Owners of Lots within the Area subject thereto).

D. Declarant establishes this Supplementary Declaration to designate the uses permitted within, and the additional covenants, conditions and restrictions applicable with respect to, the Area within the Properties which is more particularly described below.

NOW, THEREFORE, Declarant declares as follows:

1. Creation of Supplementary Declaration for Multi-Family Area I. In accordance with Article II, Section 1 of the Declaration, the following tract of land, being a portion of the Properties, is designated "Multi-Family Area I". All of Multi-Family Area I, and any right, title and interest therein, hereafter shall be owned, held, leased, sold and/or conveyed by Declarant and any subsequent Owner of all or any part thereof, subject to the Declaration, this Supplementary Declaration, and the covenants, restrictions, charges and liens set forth in each of same:

Multi-Family Area I:

29.25 acres, more or less, out of the Francisco Garcia Survey in Travis County, Texas, more particularly described on Exhibit A attached hereto and incorporated herein.

2. Effect of this Supplementary Declaration as to Multi-Family Area I. As provided in Article II, Section 1 of the Declaration, upon the recording of this Supplementary Declaration, both the Declaration and this Supplementary Declaration, including all covenants, conditions, restrictions and obligations set forth in both of same, shall apply to, and govern the development of, Multi-Family Area I. Where there is a conflict between the provisions of the Declaration and the provisions of this Supplementary Declaration, the provisions of this Supplementary Declaration shall control, and shall apply to, and govern the development of, Multi-Family Area I.

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12306 0487

3. Definitions. Except as expressly defined to the contrary in this Supplementary Declaration, all capitalized terms used herein shall have the meanings set forth in the Declaration.

4. Use Restrictions. The first sentence of Article IV, Section 1 of the Declaration is modified with respect to Multi-Family Area I to provide that Multi-Family Area I may be used only for multi-family residential uses, and for no other purpose. No more than two hundred twenty (220) separate dwelling units may be constructed upon the portion of Multi-Family Area I which is designated "Tract 1" on Exhibit A attached hereto ("Tract 1"), and no more than two hundred eighty (280) separate dwelling units may be constructed upon the portion of Multi-Family Area I which is designated "Tract 2" on Exhibit A attached hereto ("Tract 2").

5. Minimum Setback Lines. Article IV, Section 2 of the Declaration is modified with respect to Multi-Family Area I to provide that no building or parking area may be placed within twenty-five feet (25') from the right-of-way line of any public street adjoining Multi-Family Area I. Additionally, except as expressly permitted below, no structure of any type may be placed within those portions of Multi-Family Area I which lie adjacent to and within twenty-five feet (25') from the southernmost boundary line of Tract 2 (as more particularly shown on Exhibit B attached hereto; said portions of Tract 2 are referred to herein as the "Restricted Area" and are reflected as "Restricted Area" on said Exhibit B), and no structure of any type may be placed within any portion of Multi-Family Area I which lies within five feet (5') of any Common Area or adjacent Lot; provided, however, that structures below and covered by the ground, landscaping, berms, fences or hedges may be placed within the Restricted Area and said five foot (5') area in locations approved by Declarant. No building structure may be placed within those portions of Multi-Family Area I which lie within twenty-five feet (25') of the Restricted Area, however parking areas, driveways, drainage structures, utility facilities and landscaping may be placed within the twenty-five foot (25') area adjoining the Restricted Area.

6. Screening, Berms and Fences. Article IV, Section 8 of the Declaration is modified with respect to Multi-Family Area I to provide that in addition to the provisions of said Article IV, Section 8, the Owner of any portion of Multi-Family Area I shall construct and maintain within all areas within twenty-five feet (25') from the right-of-way line of any public street, and within the Restricted Area, fencing, berming and landscaping improvements, which shall be approved by the Committee in accordance with the provisions of the Declaration. Each such Owner shall maintain said areas in a first-class manner, consistent with the maintenance of the medians and right-of-way areas along Scofield Ridge Parkway and Metric Boulevard. The fence to be constructed by the Owner shall be either masonry or iron; provided, however, that (i) along all eastern boundaries of Multi-Family Area I, adjacent to Winwick Way Road, the fence shall be a six foot (6') masonry wall with brick columns, and (ii) along the southern boundary line of Tract 2, the fence shall be a six foot (6') wood privacy fence. All fences shall be built in accordance with plans and specifications approved by Declarant. Each separate Lot within Multi-Family Area I shall be completely surrounded by fencing, which fencing must be masonry or iron at all points visible from any public right-of-way, as determined by Declarant. Security gates shall be placed at each vehicular or pedestrian entrance to Multi-Family Area I.

7. Exterior Illumination. Article IV, Section 10 of the Declaration is modified with respect to Multi-Family Area I so that in addition to the provisions of said Article IV, Section 10, all driveway areas within Multi-Family Area I shall be illuminated. Such illumination shall conform to plans approved by the Committee, and shall be hooded and appropriately placed so as to minimize off-site glare and hazards to vehicular traffic.

8. Construction Standards. Article IV, Section 11(a) of the Declaration is modified with respect to Multi-Family Area I so that in addition to the provisions of said Article IV, Section 11(a), all building sides of all structures situated upon Multi-Family Area I which front on any Street shall be faced with one hundred percent (100%) masonry. At least sixty percent (60%) of all building sides of all structures situated upon Multi-Family Area I shall be faced with masonry. All non-masonry building siding must be approved by the Committee. Any building structure located on Multi-Family Tract I immediately adjacent to Winwick Way or immediately adjacent to the Restricted Area shall not exceed two (2) stories in height.

9. Duration. Article IV, Section 1 of the Declaration is modified with respect to Multi-Family Area I only, to provide in lieu of the provisions of said Article IV, Section 1, that this Supplementary Declaration and the covenants, restrictions, charges and liens set out herein shall run with and bind the land and shall inure to the benefit of and be enforceable by Declarant and each Owner of any part of that certain real property ("Scofield Ridge") described on Exhibit C attached hereto and incorporated herein for all purposes, and their respective legal representatives, heirs, successors and assigns, for a term beginning on the date this Supplementary Declaration is recorded and continuing through and including December 31, 2024, after which time this Supplementary Declaration automatically shall be extended for successive periods of ten (10) years unless both Declarant (unless Declarant no longer owns any land within The Properties) and those Owners who own eighty percent (80%) of the land within Scofield Ridge (calculated on the basis of the number of acres owned compared to the total number of acres within Scofield Ridge) vote to terminate this Supplementary Declaration; provided, however, that no termination shall be effective prior to thirty (30) days after the recording of an affidavit signed by Declarant (if applicable) and the appropriate percentage of Owners, in the Real Property Records of Travis County, Texas. Regardless of the foregoing, in the event the Declaration terminates, this Supplementary Declaration automatically will terminate concurrently with the termination of the Declaration.

10. Amendment and Termination. Article IX, Section 2 of the Declaration is modified with respect to Multi-Family Area I only, to provide, in lieu of the provisions of said Article IX, Section 2, that this Supplementary Declaration may not be terminated or amended without the consent of Declarant (unless Declarant no longer owns any land within The Properties) and ninety percent (90%) of all Owners of the land within Scofield Ridge (calculated on the basis of the number of acres owned compared to the total number of acres within Scofield Ridge); however, the consent of Owners of portions of the Properties other than Scofield Ridge shall not be required to terminate or amend this Supplementary Declaration. No amendment or termination shall be effective prior to thirty (30) days after the recording of an affidavit signed by Declarant (if applicable) and the appropriate percentage of Owners, in the Real Property Records of Travis County, Texas. Notwithstanding anything to the contrary contained within this Supplementary Declaration, so long as Declarant owns any land within The Properties, Declarant shall have the right to amend this Declaration (without the necessity of the joinder of any Owner) in order to correct clerical errors, to clarify ambiguous provisions or to make similar minor changes to same.

11. Enforcement. Article IX, Section 8(a) of the Declaration is modified with respect to Multi-Family Area I only, to provide, in lieu of the provisions of said Article IX, Section 8(a) that except as provided in Paragraph 12 below, only Declarant and Owners of land within Scofield Ridge shall have the right to enforce all of the provisions of this Supplementary Declaration.

EXHIBIT A

TRACT 43
FIELD NOTES

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE FRANCISCO GARCIA SURVEY, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND MORE PARTICULARLY DESCRIBED AS BEING 16.58 ACRES (722,224 SQUARE FEET) OF LAND OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY, FOUND OF RECORD IN VOLUME 10399, PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT OF LAND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, in the north line of the James E. McCarn tract of land, found of record Volume 11590, Page 1400, of said Deed Records, at a point from which an interior ell corner bears N 54° 06' 00" W, 114.33 feet,

THENCE, N 15° 20' 00" E, 675.05 feet to the north interior ell corner of herein described tract,

THENCE, S 74° 40' 00" E, 845.62 feet with northeast line of herein described tract,

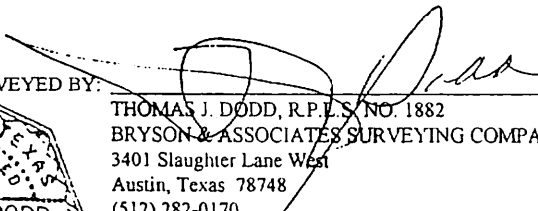
THENCE, with the south line of herein described tract, the following five (5) courses and distances numbered 1 through 5,

1. S 15° 20' 00" W, 221.26 feet to a point at the beginning of a curve,
2. with a curve to the left having a radius of 550.00 feet, an arc length of 99.95 feet and whose chord bears S 10° 07' 38" W, 99.82 feet to a point,
3. S 04° 55' 15" W, 353.46 feet to a point at the beginning of a curve,
4. with a curve to the right having a radius of 410.00 feet an arc length of 182.00 feet, and whose chord bears S 17° 38' 16" W, 180.51 feet to a point,
5. S 30° 21' 17" W, 100.00 feet to a point, for the south corner of herein described tract,

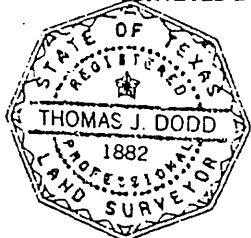
THENCE, with the southwest line of herein described tract, the following two (2) courses and distances numbered 1 and 2,

1. N 59° 36' 57" W, 604.00 feet to a point,
2. N 54° 06' 00" W, 322.67 feet to the POINT OF BEGINNING containing 16.58 Acres (722,224 Square Feet) Of Land.

SURVEYED BY:


THOMAS J. DODD, R.P.E.S. NO. 1882
BRYSON & ASSOCIATES SURVEYING COMPANY, INC.
3401 Slaughter Lane West
Austin, Texas 78748
(512) 282-0170

4-494
Date



**TRACT 2
FIELD NOTES**

BEING ALL OF THAT CERTAIN TRACT OF PARCEL OF LAND OUT OF AND A PART OF THE FRANCISCO GARCIA SURVEY, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND MORE PARTICULARLY DESCRIBED AS BEING 10.31 ACRES (449,103 SQUARE FEET) OF LAND OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY, FOUND OF RECORD IN VOLUME 10399, PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT OF LAND MORE FULLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING, at the most southerly interior ell corner of the Robert Barstow tract of land, found of Record Volume 10830, Page 2020, Travis County, Texas Deed Records, same point being in the north line of herein described tract,

THENCE, N 23° 17' 55" E, 248.42 feet to a point, same being the most northerly interior ell corner of the herein described tract,

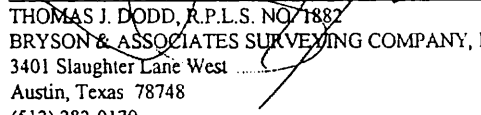
THENCE, with the east line of herein described tract, S 59° 15' 50" E, 855.90 feet to a point in the south line of herein described tract,

THENCE, S 15° 20' 00" W, 409.21 feet to a point, for the most southerly corner of herein described tract,

THENCE, N 74° 40' 00" W, 859.58 feet to a point,

THENCE, N 15° 20' 00" E, 390.51 feet to the POINT OF BEGINNING containing 10.31 Acres (449,103 Square Feet) Of Land.

SURVEYED BY:


THOMAS J. DODD, R.P.L.S. NO. 1882
BRYSON & ASSOCIATES SURVEYING COMPANY, INC.
3401 Slaughter Lane West
Austin, Texas 78748
(512) 282-0170

4-4-94
Date

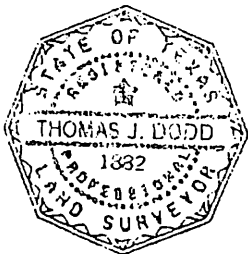


EXHIBIT A
Page 2 of 3

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12306 0492

**TRACT 1
FIELD NOTES**

BEING ALL OF THAT CERTAIN TRACT OR PARCEL OF LAND OUT OF AND A PART OF THE FRANCISCO GARCIA SURVEY, SITUATED IN TRAVIS COUNTY, TEXAS, SAID TRACT OF LAND MORE PARTICULARLY DESCRIBED AS BEING 2.36 ACRES (102,801 SQUARE FEET) OF LAND OUT OF AND A PART OF THAT CERTAIN TRACT OF LAND CONVEYED TO MELLON PROPERTIES COMPANY FOUND OF RECORD IN VOLUME 10399, PAGE 736, TRAVIS COUNTY, TEXAS DEED RECORDS, SAID TRACT OF LAND MORE FULLY DESCRIBED BY METES AND BOUND AS FOLLOWS:

BEGINNING, at the most southerly interior ell corner of the Robert Barstow tract of land, found of record Volume 10830, Page 2020, Travis County, Texas Deed Records, same point being the most easterly corner of herein described tract,

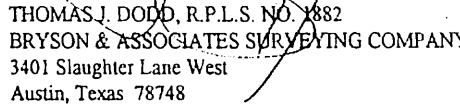
THENCE, S 15° 20' 00" W, 390.51 feet to a point,

THENCE, N 74° 40' 00" W, 263.62 feet to a point, for the most westerly corner of herein described tract,

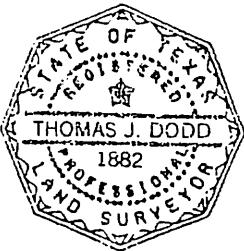
THENCE, N 15° 20' 00" E, 391.25 feet to a point, for the most northerly corner of herein described tract,

THENCE, S 74° 30' 20" E, 263.62 feet to the POINT OF BEGINNING containing 2.36 Acres (102,801 Square Feet) Of Land.

SURVEYED BY:


THOMAS J. DODD, R.P.L.S. NO. 1882
BRYSON & ASSOCIATES SURVEYING COMPANY, INC.
3401 Slaughter Lane West
Austin, Texas 78748
(512) 282-0170

4-4-94
Date



REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

12306 0493

EXHIBIT A
Page 3 of 3

SURVEY MAP OF TWO (2) TRACTS OF LAND OUT OF AND A PART OF THE FRANCISCO GARCIA SURVEY, SITUATED IN TRAVIS COUNTY, TEXAS.

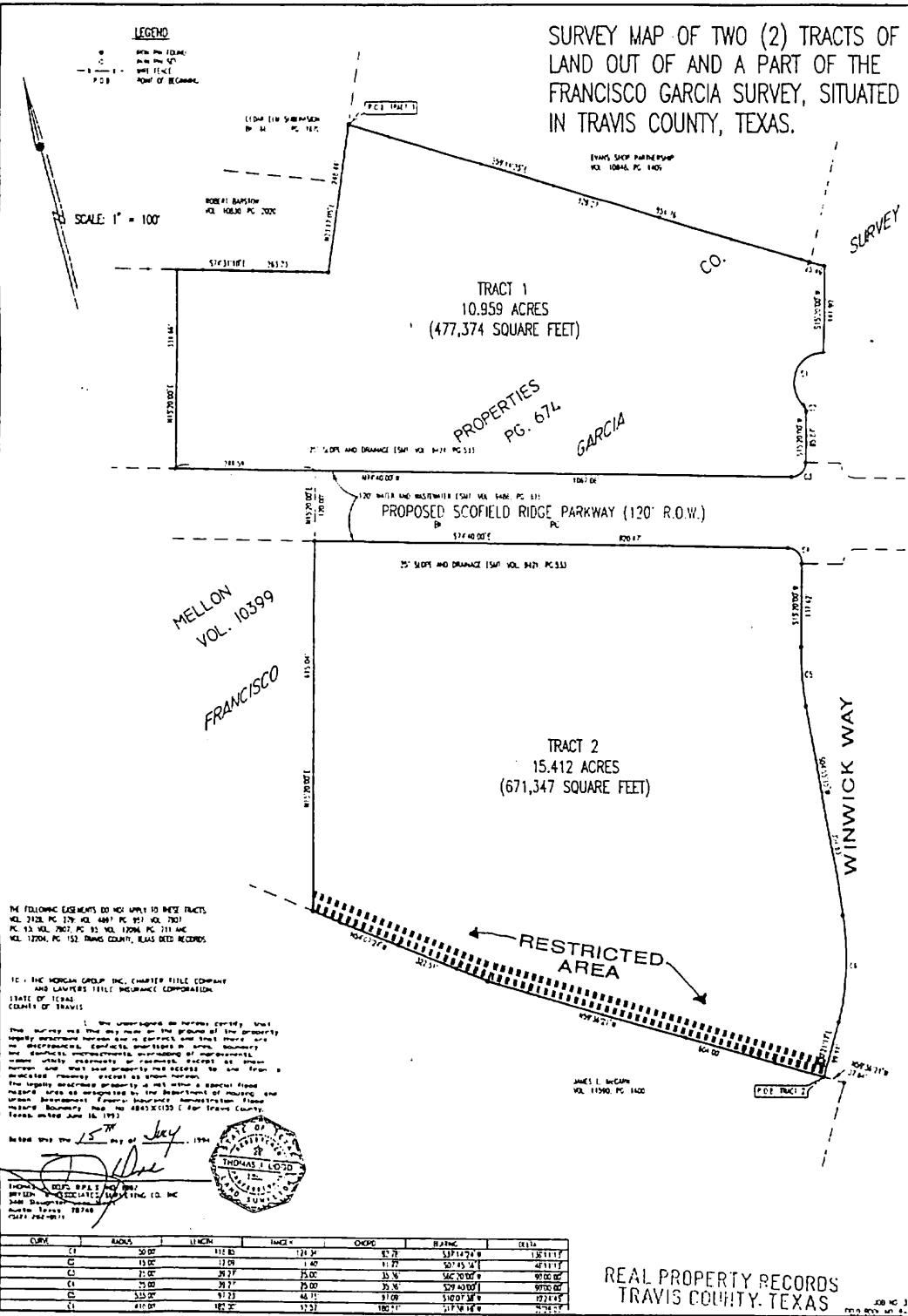


EXHIBIT C

CRICHTON & ASSOCIATES
LAND SURVEYORS
1406 THREE POINTS ROAD
PFLUGERVILLE, TEXAS 78660
512-251-4105

FIELD NOTES

FIELD NOTES OF 10.0922 ACRES OUT OF THE FRANCISCO GARCIA NO. 60, IN TRAVIS COUNTY, TEXAS. BEING THE SAME TRACT OF LAND DESCRIBED IN SUBSTITUTE TRUSTEES DEED RECORDED IN VOL. 11063, PAGE 1190, REAL PROPERTY RECORDS OF TRAVIS COUNTY, TEXAS. SAID 10.0922 ACRES BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING at an iron pin found for the Northwest corner of Lot 1, Block A, of North Shields Section One, a subdivision recorded in Book 66, Page 89, Plat Records of Travis County, Texas; same being in the East line of that 7.471 acre tract conveyed to Neans Investment, and recorded in Vol. 10288, Page 178, Real Property Records of Travis County, Texas; same being the Southwest corner of said tract recorded in Vol. 11063, Page 1190, Real Property Records of Travis County, Texas, for the Southwest corner of this tract and the POINT OF BEGINNING.

THENCE N 30° 27' 00" E, with the East line of the said 7.471 acre tract, 122.54 feet to an iron pin found for the Northeast corner of the said 7.471 acre tract; same being the South corner of a 23.89 acre tract described in a deed to Nash Phillips/Copus, and recorded in Vol. 8503, Page 87, Deed Records of Travis County, Texas.

THENCE with the South line of said 23.89 acre tract; same being the North line of this tract, the following six (6) courses and distances:

- 1) N 70° 32' 06" E, 274.53 feet to an iron pin found.
- 2) S 77° 51' 43" E, 180.16 feet to an iron pin found.
- 3) S 54° 05' 36" E, 436.95 feet to an iron pin found.
- 4) S 59° 36' 14" E, 208.92 feet to an iron pin found.
- 5) S 59° 37' 04" E, 432.84 feet to an iron pin set.
- 6) S 30° 53' 02" W, 316.63 feet to an iron pin found, being in the North terminus of the R.O.W. for Winnick Way.

THENCE N 59° 45' 29" W, with the North terminus line of said Winnick Way, 26.98 feet to an iron pin found for the Northeast corner of Lot 14, Block E, of the said North Shields Section One.

THENCE with the North line of said North Shields Section One the following three (3) courses and distances:

- 1) N 59° 36' 54" W, 680.08 feet to an iron pin found.
- 2) N 53° 36' 04" W, 168.06 feet to an iron pin found.
- 3) N 59° 37' 33" W, 347.93 feet to an iron pin found, for the Northwest corner of Lot 1, Block E, said North Shields Section One.

EXHIBIT C

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS
11590 1403

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS
11590 1104

REAL PROPERTY RECORDS
TRAVIS COUNTY, TEXAS

TRAVIS COUNTY, TEXAS
COUNTY CLERK
Dana DeBeauvoir

NOV 2 1994

STATE OF TEXAS
COUNTY OF TRAVIS
I hereby certify that this instrument was FILED on
this date and at the time stamped herewith by me, and
was duly RECORDED, in the Volume and Page of the
named RECORDS of Travis County, Texas, on

TRAVIS COUNTY, TEXAS
COUNTY CLERK
DANA DEBEAUVOIR

94 NOV -2 PM 2:28

FILED



Herman Crichton, R.F.L.S., 4046

[Handwritten Signature]

Witness my hand and seal this the 13th day of November 1991.

I hereby certify that the foregoing field notes were prepared from a survey on the ground, under my supervision and are true and correct to the best of my knowledge and belief.

THENCE N 59° 35' 35" W, with the North line of Lot 1, Block A, 150.03 feet to the POINT OF BEGINNING and containing 10.0922 acres of land more or less.

THENCE N 59° 37' 48" W, with the North terminus of said Wingate Way, 49.95 feet to an iron pin found for the North terminus of the East R.O.W. of Wingate Way, same being the Northeast corner of the said Lot 1, Block A, of the North shields section One.

THENCE S 30° 27' 59" W, with the West line of Lot 1, Block E, 47.63 feet to an iron pin found, same being the North terminus of the East R.O.W. of Wingate Way.